

Annual Implementation Statement – for scheme year ending 5 April 2022

Revlon Group Pension Plan

Introduction to and purpose of this statement

This document is the Annual Implementation Statement (“the statement”) prepared by the Trustee of the Revlon Group Pension Plan (the “Plan”) covering the scheme year to 5 April 2022.

The purpose of this statement is to:

- set out the extent to which, in the opinion of the Trustee, the engagement policy under the Plan’s Statement of Investment Principles (“SIP”) has been followed during the year
- describe the voting behaviour by, or on behalf of, the Trustee over the year.

A copy of this implementation statement will be made available on the following website www.revlon.co.uk and included in the Trustee’s annual report and scheme accounts for the year to 5 April 2022.

This is the second year of the Plan providing an Implementation Statement and the format of the statement is expected to evolve over time as practices are established.

Review of the SIP and changes made during the Plan year

The SIP has not been reviewed or updated during the scheme year to 5 April 2022.

The SIP was last reviewed and updated during the previous Plan year (ending in April 2021) to reflect updated requirements regarding the Trustee’s arrangements with investment managers, including alignment of interests with the Trustee’s policies, investment manager remuneration, portfolio turnover and associated costs, and the duration of the arrangements with investment managers.

The SIP was formally adopted by the Trustee in September 2020.

Trustee's voting and engagement policy

The Trustee's policies on voting and engagement, as stated in the SIP, are as follows:

- Alignment between a manager's management of the Plan's assets and the Trustee's policies and objectives are a fundamental part of the appointment process of a new manager. Before investing, the Trustee will seek to understand the manager's approach to sustainable investing (including engagement). When investing in a pooled investment vehicle, the Trustee will ensure the investment objectives and guidelines of the vehicle are consistent with its own objectives.
- To maintain alignment, managers are provided with the most recent version of the Plan's Statement of Investment Principles on an annual basis and are required to explicitly confirm that the Plan's assets are managed in line with the Trustee's policies as outlined in that statement.
- The Trustee appoints its investment managers with an expectation of a long-term partnership, which encourages active ownership of the Plan's assets. When assessing a manager's performance, the focus is on medium to longer-term financial outcomes, and the Trustee would not expect to terminate a manager's appointment based purely on short-term performance. However, a manager's appointment could be terminated within a shorter timeframe due to other factors such as a significant change in business structure or the investment team.
- Further, should the Trustee's monitoring process reveal that a manager is not taking into account medium to longer-term financial outcomes, or that a manager's portfolio is not aligned with the Trustee's policies, the Trustee will engage with the manager further to encourage alignment. This monitoring process includes specific consideration of the sustainable investment / ESG characteristics of the portfolio and managers' engagement activities. If, following engagement, it is the view of the Trustee that the degree of alignment remains unsatisfactory, the manager will be terminated and replaced.
- The Trustee understands that the investment manager takes into account the key principles of activism as endorsed by the Institutional Shareholders' Committee. Furthermore, the Trustee expects the investment manager to engage with companies (and other relevant persons including, but not limited to, investment managers, and issuers/other holders of debt and equity) on things including capital structure of investee companies, actual and potential conflicts, performance, strategy, risks, corporate governance, and social, environmental and ethical issues concerning Trustee investments. The Trustee believes such engagement will protect and enhance the long-term value of its investments.
- The rights (including voting rights) attaching to their holdings in any pooled arrangements themselves are exercised by the Trustee in the best financial interests of the Plan.

The return-seeking assets of the Plan are all held in a Diversified Growth Fund (DGF), namely the LGIM Diversified Fund. Therefore, the Trustee's focus in this implementation statement is on this DGF. Voting information on the Plan's matching assets is not provided since the vast majority of debt securities do not come with voting rights.

The Plan's investment managers are signed up to the UK FRC Stewardship Code and the latest statements of compliance for LGIM can be found via the links below:

LGIM: <https://www.lgim.com/uk/en/capabilities/investment-stewardship/>

LGIM's manager voting policy is reproduced in Appendix 1.

Summary of voting over the year to 5 April 2022

A summary of the votes made by LGIM on behalf of the Trustee over the year to 31 March 2022 (the closest period for which the relevant data is available) is provided in the table below:

Manager and strategy	Portfolio structure	Voting activity
Legal and General Investment Management – Diversified Fund	Fund of funds	<ul style="list-style-type: none">• Number of meetings at which the manager was eligible to vote: 9,010• Number of resolutions on which manager was eligible to vote: 90,252• Percentage of eligible votes cast: 98.76%• Percentage of votes with management: 78.74%• Percentage of votes against management: 20.47%• Percentage of votes abstained from: 0.79%• Of the meetings the manager was eligible to attend, the percentage where the manager voted at least once against management: 69.84%• Of the resolutions where the manager voted, the percentage where the manager voted contrary to the recommendation of the proxy advisor: 12.47%

Significant votes

The table below demonstrates a small sample of the most significant votes cast on behalf of the Trustee over the year to 31 March 2022.

The 'proportion of fund' statistics reflect the proportion of the LGIM Diversified Fund the vote was in reference to.

Fund	Most significant votes cast
LGIM Diversified Fund	<p><u>Company: NextEra Energy Inc</u></p> <p><u>Meeting date: 20 May 2021</u></p> <p>Summary of the resolution: Elect Director James L. Robo</p> <p>How the manager voted: Against (management recommendation: for)</p> <p>Rationale: LGIM has a longstanding policy advocating for the separation of the roles of CEO and board chair. These two roles are substantially different, requiring distinct skills and experiences. Since 2015 LGIM have supported shareholder proposals seeking the appointment of independent board chairs, and since 2020 LGIM are voting against all combined board chair/CEO roles. Furthermore, LGIM have published a guide for boards on the separation of the roles of chair and CEO (available on their website), and have reinforced their position on leadership structures across their stewardship activities – e.g. via individual corporate engagements and director conferences.</p> <p>LGIM considers this vote to be significant as an escalation of their vote policy was applied on the topic of the combination of the board chair and CEO (escalation of engagement by vote).</p> <p>Outcome: 88.1% of shareholders supported the resolution.</p> <p>Implications: LGIM will continue to publicly advocate their position on this issue and monitor company and market-level progress.</p> <p>Proportion of fund: 0.409%</p> <p>Stewardship priority: Governance</p>
LGIM Diversified Fund	<p><u>Company: Apple Inc.</u></p> <p><u>Meeting date: 4 March 2022</u></p> <p>Summary of the resolution: Report on Civil Rights Audit</p> <p>How the manager voted: For (management recommendation: for)</p> <p>Rationale: A vote in favour is applied as LGIM supports proposals related to diversity and inclusion policies as LGIM consider these issues to be a material risk to companies. LGIM views gender diversity as a financially material issue for their clients, with implications for the assets managed on their behalf.</p> <p>Outcome: 53.6% of shareholders supported the resolution.</p> <p>Implications: LGIM will continue to engage with their investee companies, publicly advocate their position on this issue and monitor company and market-level progress.</p> <p>Proportion of fund: 0.370%</p> <p>Stewardship priority: Diversity</p>

Fund	Most significant votes cast
<p>LGIM Diversified Fund</p>	<p><u>Company: Mitsubishi UFJ Financial Group, Inc.</u></p> <p><u>Meeting date: 29 June 2021</u></p> <p>Summary of the resolution: Amend Articles to Disclose Plan Outlining Company's Business Strategy to Align Investments with Goals of Paris Agreement</p> <p>How the manager voted: For (management recommendation: against)</p> <p>Rationale: A vote in favour of this shareholder proposal is warranted as LGIM expects companies to be taking sufficient action on the key issue of climate change. While LGIM positively noted the company's recent announcements around net-zero targets and exclusion policies, they think that these commitments could be further strengthened and believe the shareholder proposal provides a good directional push.</p> <p>LGIM considers this vote to be significant as it views climate change as a financially material issue for its clients, with implications for the assets it manages on their behalf. This was also a high-profile proposal in Japan, where climate-related shareholder proposals are still rare.</p> <p>Outcome: 22.7% of shareholders supported the resolution.</p> <p>Implications: LGIM will continue to engage on this important ESG issue.</p> <p>Proportion of fund: 0.080%</p> <p>Stewardship priority: Climate</p>
<p>LGIM Diversified Fund</p>	<p><u>Company: McDonald's Corporation</u></p> <p><u>Meeting date: 20 May 2021</u></p> <p>Summary of the resolution: Report on Antibiotics and Public Health Costs</p> <p>How the manager voted: For (management recommendation: against)</p> <p>Rationale: LGIM voted in favour as they believe the proposed study will contribute to informing shareholders and other stakeholders of the negative externalities created by the sustained use of antibiotics in the company's supply chain and its impact on global health, with a particular focus on the systemic implications. Antimicrobial resistance (AMR) is a key focus of the engagement strategy of LGIM's Investment Stewardship team. LGIM believe that, without coordinated action today, AMR could prompt the next global health crisis, with a potentially dramatic impact on the planet, its people, and global GDP. Whilst LGIM applauds the company's efforts over the past few years on reducing the use of antibiotics in its supply chain for chicken and beef as well as pork, LGIM believe AMR is a financially material issue for the company and other stakeholders, and they want to signal the importance of this topic to the company's board of directors.</p> <p>LGIM considers this vote to be significant as LGIM took the rare step of publicly pre-declaring it before the shareholder meeting. Publicly pre-declaring its vote intention is an important tool for LGIM's engagement activities. LGIM decides to pre-declare its vote intention for a number of reasons, including as part of its escalation strategy, where it considers the vote to be contentious, or as part of a specific engagement programme.</p> <p>Outcome: 11.3% of shareholders supported the resolution.</p> <p>Implications: LGIM will continue to engage with the company and monitor progress.</p> <p>Proportion of fund: 0.024%</p> <p>Stewardship priority: Society</p>

Fund	Most significant votes cast
LGIM Diversified Fund	<p><u>Company: Intel Corporation</u></p> <p><u>Meeting date: 13 May 2020</u></p> <p>Summary of the resolution: Report on Global Median Gender/Racial Pay Gap</p> <p>How the manager voted: For (management recommendation: against)</p> <p>Rationale: A vote in favour was applied as LGIM expects companies to disclose meaningful information on its gender pay gap and the initiatives it is applying to close any stated gap. LGIM views gender diversity as a financially material issue for its clients, with implications for the assets it manages on their behalf. For 10 years, LGIM have been using their position to engage with companies on this issue. As part of LGIM's efforts to influence our investee companies on having greater gender balance, LGIM expect all companies in which it invests globally to have at least one female on their board. Please note LGIM have stronger requirements in the UK, North American, European and Japanese markets, in line with their engagement in these markets.</p> <p>LGIM considers this vote to be significant as it views gender diversity as a financially material issue for its clients, with implications for the assets it manages on their behalf.</p> <p>Outcome: 14.3% of shareholders supported the resolution.</p> <p>Implications: LGIM will continue to engage with the investee company and publicly advocate its position on the issue and monitor progress.</p> <p>Proportion of fund: 0.032%</p> <p>Stewardship priority: Society / Diversity</p>

LGIM publicly communicates its vote instructions on its website with the rationale for all votes against management. It is LGIM's policy not to engage with investee companies in the three weeks prior to an Annual General Meeting as their engagement is not limited to shareholder meeting topics.

Meetings with managers

In the Plan year to 5 April 2022, the Trustee met with the investment managers as at the Trustee meeting on 17 January 2022.

At this meeting, the manager's approach to voting and engagement on sustainable investment and ESG matters were discussed, along with a variety of other topics.

Trustee's opinion

Based on the voting summaries set out above and their meetings with the managers, the Trustee's opinion is that the Statement of Investment Principles has been followed during the year to 5 April 2022 in relation to voting and engagement.

The Trustee of the Revlon Group Pension Plan

Appendix 1: Manager voting policies

LGIM's voting policy is provided below

“Policy on consulting clients:

LGIM's voting and engagement activities are driven by ESG professionals and their assessment of the requirements in these areas seeks to achieve the best outcome for all our clients. Our voting policies are reviewed annually and take into account feedback from our clients.

Every year, LGIM holds a stakeholder roundtable event where clients and other stakeholders (civil society, academia, the private sector and fellow investors) are invited to express their views directly to the members of the Investment Stewardship team. The views expressed by attendees during this event form a key consideration as we continue to develop our voting and engagement policies and define strategic priorities in the years ahead. We also take into account client feedback received at regular meetings and/ or ad-hoc comments or enquiries.

Process for deciding how to vote:

All decisions are made by LGIM's Investment Stewardship team and in accordance with our relevant Corporate Governance & Responsible Investment and Conflicts of Interest policy documents which are reviewed annually. Each member of the team is allocated a specific sector globally so that the voting is undertaken by the same individuals who engage with the relevant company. This ensures our stewardship approach flows smoothly throughout the engagement and voting process and that engagement is fully integrated into the vote decision process, therefore sending consistent messaging to companies.

Use of proxy voting services:

LGIM's Investment Stewardship team uses ISS's 'ProxyExchange' electronic voting platform to electronically vote clients' shares. All voting decisions are made by LGIM and we do not outsource any part of the strategic decisions. Our use of ISS recommendations is purely to augment our own research and proprietary ESG assessment tools. The Investment Stewardship team also uses the research reports of Institutional Voting Information Services (IVIS) to supplement the research reports that we receive from ISS for UK companies when making specific voting decisions

To ensure our proxy provider votes in accordance with our position on ESG, we have put in place a custom voting policy with specific voting instructions. These instructions apply to all markets globally and seek to uphold what we consider are minimum best practice standards which we believe all companies globally should observe, irrespective of local regulation or practice.

We retain the ability in all markets to override any vote decisions, which are based on our custom voting policy. This may happen where engagement with a specific company has provided additional information (for example from direct engagement, or explanation in the annual report) that allows us to apply a qualitative overlay to our voting judgement. We have strict monitoring controls to ensure our votes are fully and effectively executed in accordance with our voting policies by our service provider. This includes a regular manual check of the votes input into the platform, and an electronic alert service to inform us of rejected votes which require further action.”