

---

# Evelyn Partners Voting Policy

---

## Policy Introduction

This document should be read in conjunction with our Responsible Investment Policy, which is our over-arching policy, together with the related SRD II Engagement policy. Other relevant documents include the United Nations-supported Principles for Responsible Investment (UN PRI) submissions and our UK Stewardship Code 2026 reports, plus our regular reports on voting and engagement activity and our Sustainability-Related Disclosure Statement. These are all publicly available on our website at [www.evelyn.com](http://www.evelyn.com).

Stewardship, as defined by the Financial Reporting Council (FRC), is *"the responsible allocation, management, and oversight of capital to create long-term sustainable value for clients and beneficiaries."* This encompasses exercising voting rights on behalf of our clients and, where investments are managed externally, overseeing fund managers who hold responsibility for voting on the underlying holdings.

## Policy Owner

This Policy is owned by Evelyn Partners Stewardship & Responsible Investment Group, Investment Management.

## Scope

This policy applies to assets managed within discretionary portfolios managed by the Evelyn Partners Group (the Group – see end of policy for a list of applicable legal entities).

## Evelyn Partners Voting Policy

The group's voting process covers discretionary holdings in our monitored universe for direct equities, companies on the AIM market and closed-ended investment trusts. The voting process uses external service providers, Glass Lewis and Broadridge, and we have developed Evelyn Partners' policy alongside the Glass Lewis research.

It is our expectation that we will vote in favour of most management resolutions in our direct holdings, given that good governance and proven management is a significant element of the investment rationale. We would therefore aim to be largely supportive shareholders throughout our stewardship activities.

The Responsible Investment (RI) team reviews voting matters and research. Where it concludes that a vote against management is warranted, the relevant Sector Specialist assesses the recommendation and passes it to a member of the Stewardship & Responsible Investment Group (SRIG) for a second opinion, followed by a third and final approval from the Head of Responsible Investment. If all three reviewers agree, the vote recommendation is sent to our Corporate Actions team for execution. In case of disagreement, a meeting takes place to reach an agreed voting position.

Our in-house Sector Specialists and RI team conduct in-depth research by holding meetings with companies and this specialist knowledge facilitates effective voting decisions.

## Factors Affecting Voting Intention

Voting is affected by our analysis of corporate and specific director performance and is also dependent on the wording of the individual resolution, whether it is a company or shareholder proposal.

Areas where Evelyn Partners receives detailed research on governance matters by company from Glass Lewis, and principles upon which we consider in our voting decisions include:

---

### **Leadership**

Companies should have a talented board with a proven record of protecting and delivering value. Board members should have diverse backgrounds, positive performance records, and a breadth and depth of experience. The board should also reflect diversity in gender, nationality, and ethnic origin.

For effective oversight and protection of shareholders' interests, the board should be significantly independent. Ideally, only independent directors should serve on a company's audit and remuneration committees, while a majority of the nomination committee members should be independent. Additionally, at least one member of the audit committee should have relevant financial experience.

### **Effectiveness**

There should be a clear division of responsibilities at the head of the company between the running of the board and the executive responsibility for the company's business operations. The board and its committees should have the appropriate balance of skills, experience, independence, and knowledge of the company to effectively discharge their duties and responsibilities.

The Committee Chair is responsible for the actions of the respective committee. The audit committee should act independently from the executive to ensure shareholders' interests are protected in relation to financial reporting and internal control. Audit committees are assessed based on their monitoring decisions and the level of disclosure provided to shareholders. Committees should have at least three members, or two for smaller companies.

Nomination committees are responsible for ensuring the board has the right balance of skills, experience, independence, and knowledge, as well as adequate diversity, to effectively oversee the company on behalf of shareholders. This includes managing board appointments, both initially and on an ongoing basis, with an emphasis on progressive refreshment. The committee should set out the board's diversity policy, specifically referencing gender, and include details of any internal objectives and progress against them.

### **Accountability**

Each company should be led by an effective board, collectively responsible for the company's long-term success. Good governance requires continuous and high-quality effort. The board should promote shareholders' interests and consist mostly of independent directors, who should be held accountable for their actions and results.

The board should establish a formal and transparent process to review the company's corporate reporting, risk management, and internal control principles. A director's history can often indicate future conduct, so it is likely that voting against directors will occur for directors who have served on boards or as executives of companies with poor performance records, over-remuneration, audit or accounting issues.

### **Remuneration**

Executive remuneration should be directly linked to the performance of the business that the executive manages. Incentive programs should generally include specific and appropriate performance goals.

Executive pay is examined on a case-by-case basis. Good disclosure of the company's remuneration structure and practices is important for shareholders to make an informed assessment.

In the event of significant opposition to remuneration proposals, the committee's responsiveness to shareholder concerns is assessed. Incentives tied to long-term performance and holding restrictions provide the strongest alignment with the interests of long-term shareholders.

Remuneration committees should retain a reasonable level of discretion to ensure that pay outcomes are justified and linked to performance, and that the implementation of the remuneration policy remains appropriate.

### **Performance of directors**

Performance measures should be carefully selected by the company to align with the specific business and industry in which the company operates, particularly focusing on the key value drivers of the company's business. Individual performance of directors is evaluated in their roles as board members and executives of the company, as well as their performance in other positions at different firms. We would consider voting against an individual if they fail to attend at least 75% of board meetings.

### Climate Accountability

Director and Board accountability for climate related issues plays an important part in our voting decisions. Companies whose greenhouse gas (GHG) emissions may pose a financially material risk should provide clear and comprehensive disclosures regarding climate risks, including how these risks are being mitigated and overseen.

For companies with significant exposure to climate risk from their operations, we expect thorough climate-related disclosures in line with the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD).

### Priority specific abstentions

Evelyn Partners has identified a series of bottom-up RI priorities of *Environmental Resilience*, *Workplace Standards* and *Excellence in Governance*:

- **Environmental Resilience** includes the examination of a company's business model in terms of its environmental footprint, including carbon, and its plans to adapt to our future, both in terms of risk mitigation as well as finding ways to generate revenues in climate-related solutions. The KPIs selected were chosen both for their relevance to climate factors as well as adverse corporate impact drivers identified by the Task Force for Nature Related Disclosures (TNFD). For example, water use in areas of high-water stress is a metric used across all our investee companies.
- Our social orientated theme is **Workplace Standards**, which looks at the commitment of investee companies to maintain acceptable working conditions in their own operations and in their supply chain. We believe that fair and equitable policies form a solid foundation for ongoing productivity and success.
- The final theme of **Excellence in Governance** comes with the expectation of a competent, independent, inclusive and committed board that aligns strategies with goals and with reasonable, long term remuneration terms. We expect them to have appointed credible management teams and make changes where necessary.

Our policy supports the identification of companies which fare poorly against these priorities to indicate relevant areas for our voting activity. For example, this has involved abstaining on resolutions where a company has no form of net zero or climate-related target, where a company has no board remuneration link to health & safety, and/or when there is no overall link that the company has strong overall ESG related credentials.

### Policy updates

This policy is based on best practice and is updated at least annually after approval by Evelyn Partners Investment Process Committee.

### Reporting

We report on our Proxy Voting activities on a quarterly basis as well as annually in keeping with our commitments to SRD II, the UN PRI and the UK Stewardship Code 2026 principles. These reports can be found on our website. Individual client voting records can be provided upon request.

### Legal Entities

The Group's Investment Management business is a signatory of the UN PRI and UK Stewardship Code 2026 and a participant to the UN Global Compact via its subsidiary company Evelyn Partners Services Ltd on behalf of the Evelyn Partners Group. This policy applies to the following legal entities which provide the Group's discretionary portfolio management services: Evelyn Partners Investment Management Services Limited (FCA) | Evelyn Partners Investment Management LLP (FCA) | Evelyn Partners Discretionary Investment Management Limited (FCA) | Tilney Discretionary Portfolio Management Limited (FCA) | Evelyn Partners Securities (FCA) | Evelyn Partners Investment Services Limited (FCA) | Dart Capital Limited | Evelyn Partners International Limited (Jersey) | Evelyn Partners Investment Management (Europe) Limited (Ireland).

Evelyn Partners UK legal entities are authorised and regulated by the Financial Conduct Authority  
 Evelyn Partners Investment Management (Europe) Limited is regulated by the Central Bank of Ireland  
 Evelyn Partners International Limited (Jersey) is regulated by the Jersey Financial Services Commission