

Annual Implementation Statement – for scheme year ending 5 April 2023 Part of the Trustee’s Report and Accounts

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 (“the year”) to 5 April 2023.

The purpose of this statement is to:

- Set out how, and the extent to which, in the opinion of the Trustee, the Plan’s engagement policy (required under regulation 2(3)c of the Occupational Pension Scheme Investment Regulations 2005) has been followed during the year;
- Describe the voting behaviour by, or on behalf of, the Trustee (including the most significant votes cast by the Trustee or on their behalf) during the year and state any use of services of a proxy voter during 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 2023.

This implementation statement covers the assets held in respect of defined benefits in the Plan and does not include member’s Additional Voluntary Contributions.

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 2023.

The SIP was last reviewed and updated during the 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.
- The Trustee regularly monitors managers. Should this 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 Legal & General Investment Management (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, Legal & General Investment Management (parent of Legal and General Assurance (Pensions Management) Limited, are signed up to the UK FRC Stewardship Code and the latest statements of compliance for LGIM can be found via the link 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 2023

A summary of the votes made by LGIM on behalf of the Trustee over the year to 31 March 2023 (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: 9,541• Number of resolutions on which manager was eligible to vote: 99,252• Percentage of eligible votes cast: 99.82%• Percentage of votes with management: 77.36%• Percentage of votes against management: 21.94%• Percentage of votes abstained from: 0.70%• Of the meetings the manager was eligible to attend, the percentage where the manager voted at least once against management: 72.78%• Of the resolutions where the manager voted, the percentage where the manager voted contrary to the recommendation of the proxy advisor: 12.51%

Significant votes

The table below demonstrates a small sample of the votes cast on behalf of the Trustee over the year to 31 March 2023. The Trustee considers this sample as representative of the most significant votes made, which aim to cover a range of the different resolutions that the Trustee's investment manager typically votes on. The votes focus on the different aspects of environmental, social and governance ('ESG') issues, which the Trustee recognise influence a company's long-term financial success. The 'stewardship policy' referenced in the table below represent the particular aspect of ESG that the vote concerns.

The 'proportion of fund' statistics reflect the proportion of the LGIM Diversified Fund the vote was in reference to. For reference, the Plan's holdings in this fund were just under £24 million at 5 April 2023.

Fund	Most significant votes cast
LGIM Diversified Fund	<p><u>Company: NextEra Energy, Inc.</u></p> <p><u>Meeting date: 19 May 2022</u></p> <p>Summary of the resolution: Elect Director Rudy E. Schupp</p> <p>How the manager voted: Against (management recommendation: for)</p> <p>Rationale: A vote against was applied as LGIM expects a company to have at least 25% women on the board with the expectation of reaching a minimum of 30% of women on the board by 2023. LGIM are targeting the largest companies as they believe that these should demonstrate leadership on this critical issue. Also, a vote against was applied as LGIM expects a board to be regularly refreshed in order to maintain an appropriate mix of independence, relevant skills, experience, tenure, and background.</p> <p>LGIM views diversity as a financially material issue for our clients, with implications for the assets we manage on their behalf.</p> <p>Outcome: 85.9% of shareholders supported the resolution.</p> <p>Implications: LGIM will continue to engage with our investee companies, publicly advocate their position on this issue and monitor company and market-level progress.</p> <p>Proportion of fund: 0.337%</p> <p>Stewardship priority: Diversity</p>
LGIM Diversified Fund	<p><u>Company: Royal Dutch Shell Plc.</u></p> <p><u>Meeting date: 24 May 2022</u></p> <p>Summary of the resolution: Approve the Shell Energy Transition Progress Update</p> <p>How the manager voted: Against (management recommendation: for)</p> <p>Rationale: A vote against was applied, though not without reservations. LGIM acknowledge the substantial progress made by the company in strengthening its operational emissions reduction targets by 2030, as well as the additional clarity around the level of investments in low carbon products, demonstrating a strong commitment towards a low carbon pathway. However, LGIM remain concerned about the disclosed plans for oil and gas production, and would benefit from further disclosure of targets associated with the upstream and downstream businesses.</p> <p>LGIM considers this vote significant as it is an escalation of our climate-related engagement activity and our public call for high quality and credible transition plans to be subject to a shareholder vote.</p> <p>Outcome: 79.9% of shareholders supported the resolution.</p> <p>Implications: LGIM will continue to engage with our investee companies, publicly advocate their position on this issue and monitor company and market-level progress.</p> <p>Proportion of fund: 0.285%</p> <p>Stewardship priority: Climate</p>

Fund	Most significant votes cast
LGIM Diversified Fund	<p>Company: <u>Amazon.com, Inc.</u></p> <p>Meeting date: <u>25 May 2022</u></p> <p>Summary of the resolution: Elect Director Daniel P. Huttenlocher</p> <p>How the manager voted: Against (management recommendation: for)</p> <p>Rationale: A vote against was applied as the director is a long-standing member of the Leadership Development & Compensation Committee which is accountable for human capital management failings.</p> <p>LGIM pre-declared its vote intention for this resolution, demonstrating its significance.</p> <p>Outcome: 93.3% of shareholders supported the resolution.</p> <p>Implications: LGIM will continue to engage with our investee companies, publicly advocate their position on this issue and monitor company and market-level progress.</p> <p>Proportion of fund: 0.157%</p> <p>Stewardship priority: Society</p>
LGIM Diversified Fund	<p>Company: <u>JPMorgan Chase & Co.</u></p> <p>Meeting date: <u>17 May 2022</u></p> <p>Summary of the resolution: Elect Director Todd A. Combs</p> <p>How the manager voted: Against (management recommendation: for)</p> <p>Rationale: A vote AGAINST the relevant director was applied as LGIM expects companies to respond to a meaningful level of shareholder support requesting the company to implement an independent Board Chair. Also, a vote AGAINST the re-election of Stephen Burke (Committee Chair), Linda Bammann, Todd Combs and Virginia Rometty was applied in light of the one-off time-based award and LGIM's persistent concerns about pay structures at the Company. As members of the Compensation Committee, these directors are deemed accountable for the Company's pay practices.</p> <p>LGIM considers this vote to be significant and pre-declared their vote intention as an escalation of their concerns regarding remuneration. LGIM also considers this vote to be significant as it is in application of an escalation of their vote policy on the topic of the combination of the board chair and CEO (escalation of engagement by vote). 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 we have supported shareholder proposals seeking the appointment of independent board chairs, and since 2020 we have voted against all combined board chair/CEO roles.</p> <p>Outcome: 95.3% of shareholders supported the resolution.</p> <p>Implications: LGIM will continue to engage with our investee companies, publicly advocate their position on this issue and monitor company and market-level progress.</p> <p>Proportion of fund: 0.052%</p> <p>Stewardship priority: Governance</p>

Fund	Most significant votes cast
LGIM Diversified Fund	<p>Company: <u>Informa Plc</u></p> <p>Meeting date: <u>16 June 2022</u></p> <p>Summary of the resolution: Re-elect Helen Owers as Director; Re-elect Stephen Davidson as Director; Approve Remuneration Report; Approve Remuneration Policy</p> <p>How the manager voted: Against all four resolutions (management recommendation: for)</p> <p>Rationale: LGIM has noted concerns about the company’s remuneration practices for many years, both individually and collaboratively. Due to continued dissatisfaction, LGIM voted against the company’s pay proposals at its December 2020 and June 2021 meetings. The company’s prior three Remuneration Policy votes – in 2018, June 2020 and December 2020 – each received high levels of dissent, with 35% or more of votes cast against. At the June 2021 meeting, more than 60% of votes were cast against the Remuneration Report, meaning it did not pass. At the same meeting, Remuneration Committee Chair Stephen Davidson only narrowly avoided being unseated from the board. Despite significant shareholder dissent at the 2018 and 2020 meetings, and the failed Remuneration Report vote at the 2021 AGM, the company nonetheless implemented the awards under the plan and continued its practice of making in-flight changes to the existing Long-Term Incentive Plan (‘LTIP’) awards’ performance measures. Since the 2021 AGM, the company has made various changes, with Stephen Davidson stepping down as Remuneration Committee Chair, replaced by Louise Smalley. However, he continues to sit on the Remuneration Committee. There have also been changes to the members of the Remuneration Committee, with Mary McDowell stepping down, and Zheng Yin, a new board member, being appointed to the committee. The Remuneration Policy is being put to a vote again at this AGM, with the main changes being the re-introduction of the performance-based LTIP, which is to be approved through a separate resolution, and will come into force from 2024, after the existing Enterprise Resource Plan has run its course. Although this is a positive change, the post-exit shareholding requirements under the policy do not meet LGIM’s minimum standards and with regard to pensions, it is unclear whether reductions will align with the wider workforce. Given previous and continuing dissatisfaction as outlined above, LGIM also intends to vote against incumbent Remuneration Committee members, Helen Owers and Stephen Davidson.</p> <p>LGIM considers this vote to be significant as it is in application of an escalation of their vote policy on the topic of remuneration (escalation of engagement by vote).</p> <p>Outcome: More than 70% of shareholders voted against the Remuneration Report. The Remuneration Policy was approved by 93.5% of shareholders, and 20% of shareholders voted against the re-election of Helen Owers, incumbent member of the Remuneration Committee. The resolution to re-elect Stephen Davidson, former Chair of the Remuneration Committee, was withdrawn due to him stepping down from the board entirely. Dissent against the company’s Remuneration Committee chair, Helen Owers, also declined slightly, from 21.9% in 2021 to 20.2% in 2022.</p> <p>Implications: LGIM will continue to engage with our investee companies, publicly advocate their position on this issue and monitor company and market-level progress.</p> <p>Proportion of fund: 0.014%</p> <p>Stewardship priority: Governance</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 2023, the Trustee met with the investment managers at the Trustee meeting on 14 December 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 2023 in relation to voting and engagement.

The Trustee of the Revlon Group Pension Plan

October 2023

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.”