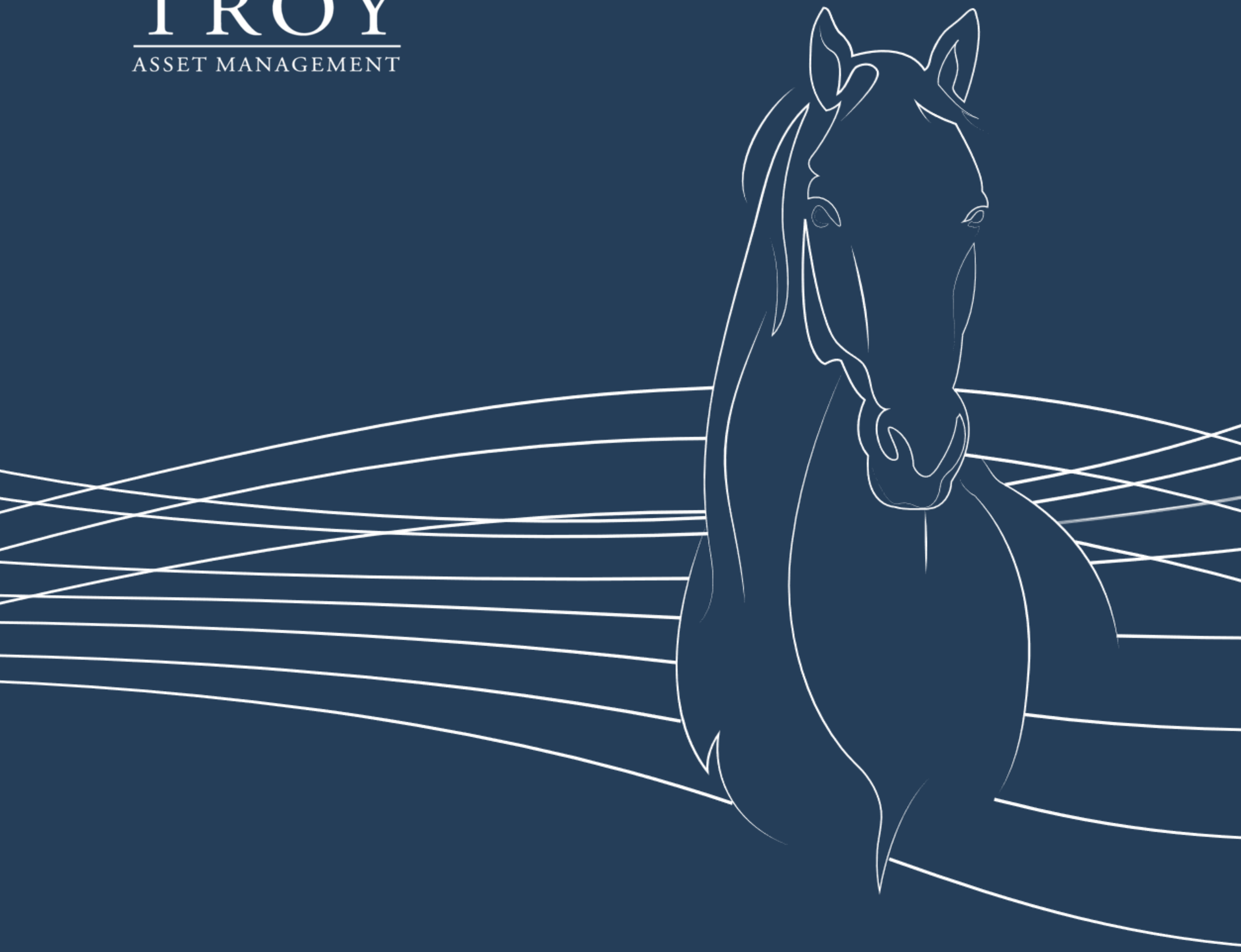

Troy Asset Management Limited

MIFIDPRU 8 Disclosures

Governance, Own Funds, Risk Management and Remuneration

Date: 30 April 2023

Introduction

Troy Asset Management ("Troy" or the "Company") is a privately owned, independent investment boutique. The company was established in 2000 by the late Lord Weinstock and Sebastian Lyon. Their aim was to serve investors who shared the objective of seeking long-term absolute returns, whilst ignoring the distraction of short-term market noise and benchmarks. Over the years we have attracted other investors who share this patient attitude to investment management. These include family offices, wealth managers, investment advisers, charities and endowments.

The Firm acts as investment manager to a number of open-ended and closed end funds. It also provides investment management services to segregated account clients. We are required to disclose publicly certain information in line with prudential rules issued by the Financial Conduct Authority. This disclosure fulfils the Company's obligations to disclose information on the firm's risk management, governance, own funds, and remuneration.

For the purpose of MIFIDPRU rules, we are classified as a non-SNI (small and non-interconnected) firm and are subject to the standard disclosure requirements. We are required to provide a level of detail in our disclosures that is appropriate to our size and internal organisation and to the nature, scope, and complexity of our activities. The disclosures in this document, which have not been subject to audit, are made on that basis by reference to the Firm's position as at 30th April 2023.

This document will be updated and published annually or more frequently if there are significant changes to the Firm's business or activities which might materially affect these disclosures. It is published on the Firm's website (www.taml.co.uk) in the section entitled Legal and Regulatory Disclosures.

Significant changes

The transition period for disclosures under IFPR has now ended and all disclosures for the Firm are now made in accordance with MIFIDPRU.

1. Governance

Troy is a privately-owned company which has always sought to maintain a simple organisational structure. Since inception, we have been overseen by a Board, including strong representation by independent non-executive directors with a diverse range of industry backgrounds. The Board, which meets at least quarterly, is responsible for the direction and strategy of the Firm and the oversight of all business activities. In order to assist it, the Board has established a number of committees to which it delegates responsibility. Each committee has its own terms of reference, and meets on a periodic basis but can also be convened as necessary to deal with any matters arising. Committee members are selected from the relevant areas of the business to ensure that each committee has the appropriate level of knowledge and experience to execute its mandate effectively. Further information is included in the section of this disclosure headed "Risk Management and Objectives".

The Chair, assisted by the Vice-Chair, has ultimate responsibility for considering the overall composition of the Board, identifying any skill gaps and for ensuring that appropriate individuals are approved for appointment.

Each member of senior management has defined responsibilities for the oversight and control of key business processes, and associated risks, within his or her particular area of activity. As per the requirements of SMCR, the responsibilities of each 'senior manager' are set out and documented in a statement of responsibilities.

Conflicts of interest

Good client outcomes are at the core of Troy's philosophy and Troy expects its employees to put client outcomes ahead of their own interests where there is a potential for a conflict of interest. We have designed our remuneration structures to help achieve this, information on which is summarised in the section of these disclosures headed 'Remuneration Policy and Practices'. Potential conflicts of interest are identified and managed through a compliance monitoring programme. Identified conflicts are recorded in a conflicts of interest register, the maintenance of which is overseen by Compliance with each department being responsible for maintaining its own register. It is reviewed at least annually with the results of the review being reported to the Board. Information on outside business interests including potential conflicts of interest arising is reviewed by the Board and Executive Committee.

Diversity and Inclusion

Troy believes that a diverse workforce fuels innovative thinking, creativity and balanced decision making. We are committed to creating a culture where respect and understanding are fostered so that it can create a supportive and inclusive environment where Troy's people can reach their full potential. To achieve this, Troy actively promotes an open exchange of ideas and perspectives where Troy's people feel empowered to contribute to the decisions that affect them. The Board believes that a culture of inclusion and diversity is cultivated through clear tone from the top, with the Board championing diversity and inclusion in support of Troy's values.

Troy recognises the benefits of having a diverse board, and believes that a broad range of views, insights and perspectives will support sound decision making. The Board supports the aim of continuing to promote diversity and inclusion in the boardroom and seeks to foster and maintain a diverse, inclusive and balanced board. Troy's Board Diversity & Inclusion Policy is included as an appendix to this report.

As required by MIFIDPRU 8.3.1R(2), we have listed below information on external directorships held by Troy's directors.

Name	Number of directorships (executive and non-executive) of organisations which pursue predominantly commercial objectives
Gabrielle Boyle (Head of Research)	2
Francis Brooke (Vice Chair)	1
James Findlay (Non-Executive Director)	1
Cressida Hogg (Non-Executive Director)	3
Simon Robertson (Non-Executive Director)	6

No other directors held external executive or non-executive directorships in organisations which pursue predominantly commercial objectives.

2. Own Funds

Composition of regulatory own funds			
	Item	GBP thousands	Source based on reference numbers/letters of the balance sheet in the audited financial statements
1	OWN FUNDS	52,353	
2	TIER 1 CAPITAL	52,353	
3	COMMON EQUITY TIER 1 CAPITAL	52,353	
4	Fully paid up capital instruments	444	Called up share capital
5	Share premium	3,144	Share premium
6	Retained earnings	49,397	Profit and loss account
7	Accumulated other comprehensive income	-	
8	Other reserves	6,528	See Own Funds reconciliation
9	Adjustments to CET1 due to prudential filters	-	
10	Other funds	-	

11	(-)TOTAL DEDUCTIONS FROM COMMON EQUITY TIER 1	(7,160)	See Own Funds reconciliation
19	CET1: Other capital elements, deductions and adjustments	-	
20	**ADDITIONAL TIER 1 CAPITAL**	-	
21	Fully paid up, directly issued capital instruments	-	
22	Share premium	-	
23	(-) TOTAL DEDUCTIONS FROM ADDITIONAL TIER 1	-	
24	Additional Tier 1: Other capital elements, deductions and adjustments	-	
25	**TIER 2 CAPITAL**	-	
26	Fully paid up, directly issued capital instruments	-	
27	Share premium	-	
28	(-) TOTAL DEDUCTIONS FROM TIER 2	-	
29	Tier 2: Other capital elements, deductions and adjustments	-	

Own funds: reconciliation of regulatory own funds to balance sheet in the audited financial statements

		Balance sheet as in published/audited financial statements as at 30 April 2023 (GBP thousands)	Cross reference to Own Funds template
Assets – Breakdown by asset classes according to the balance sheet in the audited financial statements			
1	Tangible fixed assets	898	
2	Investments	20,072	
3	Debtors and prepayments	12,843	
4	Unpaid growth shares	390	Line 11
5	Deferred tax asset	347	Line 11
6	Cash at bank – firm	45,144	
7	Cash at bank - EBT	6,423	Line 11
	Total Assets	86,117	

Liabilities – Breakdown by liability classes according to the balance sheet in the audited financial statements			
1	Trade creditors	144	-
2	Other taxation	20,637	-
3	Accruals and deferred income	5,798	-
4	Deferred tax liability	25	-
	Total Liabilities	**(26,604)**	
Shareholders' Equity – Breakdown by shareholders' equity according to the balance sheet in the audited financial statements			
1	Called up share capital	444	Line 4
2	Own shares	(1,429)	Line 8
3	Share reserve	7,852	Line 8
4	Capital redemption reserve	91	Line 8
5	Share premium	3,144	Line 5
6	Share option reserve	14	Line 8
7	Profit and loss account	49,397	Line 6
	Total Shareholders' equity	**59,513**	-

Own funds: main features of own instruments issued by the firm
The company had 8,081,424 ordinary shares in issue. In addition to ordinary shares, the company had 405,000 G1 growth shares, issued in July 2020, and 405,000 G2 growth shares, issued in July 2021. These growth shares may be converted to ordinary shares in future years should the valuation of company exceed certain hurdles. No dividend is paid on the growth shares and given they are partly paid, the unpaid element of £390,000, that is included in Debtors and Prepayments, is deducted from Own Funds. The nominal value of the ordinary and growth shares is 5 pence each.

3. Own Funds Requirements

Pursuant to MIFIDPRU 4.3, the Firm is required to maintain own funds that are at least equal to its own funds requirement which is the highest of the Firm's:

a. permanent capital requirement (PMR);
b. K-factor requirement (KFR); or
c. fixed overheads requirement (FOR).

A summary of the own funds which the Firm was required to hold is shown in the table below. The Firm has maintained at least the required level of own funds since the reporting date.

Own Funds Requirement	Amount (GBP thousands)
K-AUM (Assets Under Management)	51
K-COH (Client Orders Handled)	40
Total K-factor Requirement (KFR)	91
Fixed Overhead Requirement (FOR)	5,301
Permanent Minimum Requirement (PMR)	75
Own Funds Requirement - Higher of KFR, FOR and PMR	**5,301**

Adequacy of own funds assessment

The Firm is also required to comply with the overall financial adequacy rule (OFAR) which is outlined in MIFIDPRU 7.4.7R. Troy's approach to assessing compliance with OFAR is to undertake a regular (at least annually, and more frequently if required) Internal Capital Adequacy Risk Assessment (ICARA) process.

OFAR requires Troy to hold own funds and liquid assets which are adequate as to their amount and their quality to ensure that:

- it is able to remain financially viable throughout the economic cycle, with the ability to address any potential material harms that may result from its ongoing activities; and
- its business can be wound down in an orderly manner, minimising harm to consumers or other market participants.

Through its ICARA process, Troy has identified that holding just the own funds and basic liquid asset requirements would not be sufficient for the Firm to meet the OFAR, and that additional own funds and liquid assets are required to be held to address potential harms inherent to its business. This outcome has been determined through the various components of the ICARA process, which include, a business model and activity assessments, operational risk scenario modelling, economic and business strategy stress testing, liquidity stress testing and wind-down planning.

4. Risk Management, Objectives and Policies

Risk is inherent in our business strategy and therefore our appetite for risk is a balance between minimising the risk of loss and running an effective business in a challenging environment. The Firm considers its risk appetite to be the level or type of risk it will allow itself to be exposed to in seeking to achieve the objectives of the Company and its clients. Risk is a key component in the daily considerations of all members of the Firm's senior management both in the management of our clients' assets and the firm's own assets.

The Firm defines risk management as the process of identifying risks to the Firm or its clients and implementing the necessary systems and controls to mitigate or manage those risks so as to enable the Firm to conduct its business and achieve its goals.

Troy has established a risk management framework to ensure that effective systems and controls are in place to identify, monitor and manage risks arising in the conduct of its business. This includes a 'three lines of defence' approach to risk management. The first line of defence against undesirable risk events is each business function/department and their respective managers. Senior managers are expected to take the lead in identifying and reporting potential risks and implementing and maintaining appropriate controls. The first line of defence is supported by internal control functions including compliance and risk, which together form the second line of defence. Troy's third line of defence consists of deep dive thematic reviews carried out by the Compliance Team, a well-established committee framework which provides governance and oversight of the business and external controls assurance audits performed by an independent third party.

Risk governance

The Board has ultimate responsibility for the Firm's risk strategy and for determining an appropriate risk appetite, as well as risk tolerance levels within which the Firm must operate. By defining these, the Board demonstrates that it is aware of and, where appropriate, has taken steps to mitigate, the risks that may have a material impact on the Firm. The Board has established four committees, being the Board's Executive Committee, Risk Management Committee, Audit Committee and Remuneration Committee.

Executive Committee

The Executive Directors are responsible for the day-to-day implementation of the Firm's business strategy, as set by the Board. Together with the Board, the Executive Committee takes the lead in promoting good culture within the business. In understanding the risk culture of the Firm, it is important to understand how we manage the assets that we have been entrusted with, as this flows through into the cautious way the business as a whole is managed.

In 2021, the Executive Committee was expanded from six members to ten, and to twelve in 2022, to enhance the diversity of opinions. The Executive Committee has established a Trade Oversight Committee (responsible for governing and making decisions on the Firm's trade execution process and systems and controls relating to that process), Product Governance Committee (oversee the Firm's product strategy and to review the Firm's product governance processes. Its overall purpose is to seek to ensure that the Firm's funds deliver good outcomes for customers), Responsible Investment & Climate Committee (responsible for the oversight of the incorporation and integration of responsible investment, including ESG and stewardship, within the firm) and a Charity Committee (responsible for directing Troy's charitable giving).

Risk Management Committee

The Risk Management Committee is responsible for providing governance of, and making decisions in relation to, the Firm's risk management processes, systems and controls. This involves determining how the risks the business faces may be mitigated and assessing on an ongoing basis the arrangements for managing those risks. It oversees the Firm's risk through a framework of policies and procedures, having regard to the relevant laws, standards, principles and rules (including the FCA principles and rules), Troy's risk register and the ICARA. In carrying out its duties, as outlined above, the Risk Management Committee formally reviews the risks, controls and other risk mitigation arrangements and assesses their effectiveness. Where risks are identified as exceeding the risk appetite, the Risk Management Committee will assess the impact of those risks and consider whether the controls in place require enhancing, or whether the Committee is comfortable with the level of risk. A formal update on operational matters is provided to the Board and Executive Committee on a regular basis. The Finance Team assess the adequacy of the Firm's regulatory capital position on an ongoing basis. Appropriate action is taken where risks are identified which fall outside the Firm's risk tolerance levels or where the need for remedial action is required in respect of identified weaknesses in the Firm's mitigating controls.

Audit committee

The Audit Committee is responsible for monitoring the integrity of the Firm's financial statements. It is also responsible for overseeing the relationship between the Firm and its external auditor.

Material Risks

Troy is exposed to a number of risks. Some risks are deliberately assumed. Other risks are inherent in the performance of the Firm's business strategies. Our risk framework is designed to ensure that key risks are identified and managed by reference to our risk appetite. A summary of the approach for certain key risk categories is as follows:

Own funds requirements: In determining the firm's own funds requirement, Troy has identified, assessed, and presented mitigations against those risks to which the Firm is exposed. This is done as part of the ICARA process where potential harm to clients, markets and the Firm is considered.

Concentration risk: Concentration risk is considered to be the risk arising from a lack of diversification in the business or in the Firm's client base. The Board and Executive Committee keep under review opportunities to develop the geographic scope of the business and the size of client investments in the Firm's portfolios is monitored by the Risk Management Committee.

Liquidity risk: The Firm is required to maintain sufficient capital to ensure that there is no significant risk that its liabilities cannot be met as they fall due or that financial resources can only be secured at excessive cost. Troy retains an amount it considers adequate for providing sufficient capital to meet the working capital requirements of the business. These risks are considered as part of the ICARA under stressed conditions using scenario analysis, also taking into account the control environment and loss history.

5. Remuneration Policy and Practices

This disclosure provides information on Troy's remuneration policies and practices. It summarises our approach to remuneration, the objectives of our financial incentives and provides an overview of relevant decision-making procedures as governance.

In formulating Troy's remuneration policies and practices, Troy is required to comply with relevant requirements within the FCA's handbook of rules and guidance, in particular SYSC 19G, the MIFIDPRU Remuneration Code. These rules recognise that not all principles apply to firms equally and introduced a concept of proportionality, which apply the Remuneration Code to the extent appropriate to a firm's size, internal organisation (including legal structure) and the nature, scope and complexity of its activities.

People are the Firm's most important and valued asset. We are, therefore, committed to recruiting and retaining talented individuals and to maintaining responsible and effective remuneration structures that promote sound and effective risk management, responsible business practices and do not encourage excessive risk taking. Troy's Remuneration Committee has approved a remuneration policy which is designed to ensure that our compensation arrangements:

- deliver pay for sustainable performance;
- align remuneration with the interests of Troy's shareholders and clients;
- attract and retain top talent; and
- prevent excessive risk-taking.

Troy's remuneration policy is designed and governed by the Board's Remuneration Committee which comprises non-executive directors of the Firm. The policy provides a framework to attract, retain and reward employees to achieve the strategic and business objectives of Troy within its risk appetite and risk management framework. It does this by seeking to promote prudent, sound and effective risk management by implementing and maintaining remuneration practices which take into account the type of risks and the degree of risk that an individual may take on behalf of the Firm. No member of staff is paid only variable remuneration. The Company's non-executive directors receive fixed remuneration only.

Remuneration is, of course, linked to performance. However, Troy does not attach pay schemes to explicit targets and no element of remuneration is formulaically linked to investment returns. Remuneration typically comprises a salary with benefits including an electric vehicle leasing scheme, pension scheme, life assurance, private medical insurance and critical illness cover together with a bonus arrangement. A discretionary annual bonus scheme is operated on the basis of the Firm's financial performance and the individual performance of eligible staff over time. The Firm's ability to pay a bonus, which is entirely discretionary, is based on bottom line performance and not top line revenue.

Further, Troy encourages employee share ownership. In certain circumstances, members of staff are required to invest a proportion of their bonus in Troy shares and/or funds to which the Firm has been appointed as investment manager. These arrangements help align staff interests with those of Troy's shareholders and clients.

Measuring Performance

The discretionary annual bonus scheme is operated on the basis of the Firm's financial performance and the performance of eligible staff, including their personal contribution to the well-being of the Firm, good conduct and compliance with applicable compliance manuals and policies. The bonus pool, if any, is determined annually by the Board, following recommendations from the Remuneration Committee. As part of the annual performance review process, management considers remuneration and makes recommendations to the Remuneration Committee. Performance targets are not set, performance fees are not charged unless requested by a client and there is no formulaic link between performance and remuneration. Instead, decisions as to fixed and variable remuneration are determined with reference to a variety of factors considered by the Remuneration Committee to be relevant including profitability, compliance and conduct in accordance with the requirements of the FCA, risk management, training and development outcomes, contribution to corporate and social responsibility and responsible investment processes (including environmental, social and governance matters).

Troy is required to identify those staff members whom it considers to be "Material Risk Takers", as defined in SYSC 19G.5.1R. In general, Material Risk Takers include members of the Firm's management body (in its management and supervisory function), senior management, staff that have authority to approve or veto the introduction of new products and staff that have managerial responsibility for: (a) the Firm's regulated activities; (b) the Firm's control function; (c) the Firm's money laundering prevention; (d) managing material risk within the Firm; and (e) managing the Firm's IT, information security and/or the outsourcing of critical or important functions (as referred to in article 30 of the MiFID Org Regulations). The Firm maintains a list of those individuals whom it considers to be Material Risk Takers and it reviews and updates the list at least annually. Currently there are 7 senior managers and 7 other MRTs, who were not identified as senior managers.

Risk Management and Risk Tolerance

As noted, Troy aims to maintain remuneration policies and practices that are consistent with and promote prudent, sound and effective risk management and which take into account the type of risks and the degree of risk that an individual may take on behalf of the Firm. Through the Firm's Remuneration Policy (in particular, the Performance Adjustment provisions), members of staff are discouraged from, and will not be rewarded for, taking excessive risks. In addition, in determining any bonus pool available, the Remuneration Committee takes into account current and future risks or anticipated risks, the cost and quantity of the capital and the Firm's liquidity requirements as noted further below. Finally, variable remuneration is paid only out of realised profits so as to place minimal risk on the Firm's capital position.

Quantitative Remuneration Disclosure

The table summarises remuneration awarded to all members of staff broken down between remuneration for senior management, other Material Risk Takers (MRTs) and other staff for the performance year ended 30 April 2023.

	Senior Management £'000	Other MRTs £'000	Other staff £'000
Fixed Remuneration	1,774	1,556	3,584
Variable Remuneration	23,244	8,425	6,638
Total Remuneration	**25,018**	**9,981**	**10,222**

For senior management and other material risk takers there was no guaranteed variable remuneration and no severance payments were awarded in the period.

Governance

The Remuneration Committee (comprising two non-executive directors, including the non-executive chair of the Board) and the Board (comprising executive and non-executive directors, including the non-executive chair of the Remuneration Committee) implement and oversee all the Firm's remuneration arrangements, including the discretionary annual bonus scheme and deferral. In addition, the Remuneration Committee is responsible for the application, maintenance and periodic review of the Firm's Remuneration Policy and the Remuneration Principles set out therein pursuant to advice from the compliance function. In the event that a review results in a recommendation for change, the Remuneration Committee and/or the Board will consider and determine whether any changes are required or desired and oversee their implementation.

Deferral

As a non-SNI investment firm, Troy is not required to apply deferral of variable remuneration. However, in order to ensure that the Firm's remuneration structure encourages sound and effective risk management and, in line with best practice, the Firm requires any individual who receives bonuses in excess of a certain threshold to defer a proportion of their after-tax bonus, with the deferred amount applied in the purchase of Troy shares or funds in respect of which the Firm has been appointed as investment manager. The shares or funds acquired will be subject to clawback provisions during the three-year deferral period.

Performance adjustment

Performance adjustment, in the form of malus and clawback, may be applied.

Malus is the adjustment of any portion of variable remuneration which has not been awarded or paid to any member of staff. Any malus adjustment will typically be made on an "in year" (or ex ante) basis in the event that a Performance Adjustment Matter (see below) occurs or comes to light before the variable remuneration has been awarded or paid. Malus may be applied, as determined by the Remuneration Committee, in its absolute discretion, to take account of certain events, crystallised risks or matters of an adverse nature which occur or come to light (each a "Performance Adjustment Matter"). This includes where:

- there is evidence of conduct or behaviour falling below the standards expected by the Firm;
- there is evidence of conduct or behaviour which has brought the firm into disrepute or resulted in significant losses to the Firm; and/or
- the individual is found to no longer be considered as fit and proper to perform their role.

Clawback is the recovery or recoupment of any variable remuneration which has been awarded and paid to any member of staff. Troy has adopted a proportional approach to the application of clawback which takes into account the seriousness of the event, risk or matter in question when determining which element of variable remuneration can be recovered. Consequently, clawback may be applied, as determined by the Remuneration Committee, to the following elements of variable remuneration:

- Any shares or funds held by any member of staff which is subject to deferral may be subject to clawback in the event that any Performance Adjustment Matter has occurred or comes to light during the deferral period.
- Any variable remuneration not subject to deferral (i.e. upfront cash bonus) which has been paid to a Material Risk Taker may be subject to clawback during a period of three years from the date of payment.

Guaranteed Variable Remuneration

The Firm does not provide guaranteed variable remuneration save in exceptional circumstances. In particular, the types of guaranteed variable remuneration set out below will only be awarded to Material Risk Takers where the Firm has a strong capital base and on the following basis:

- Sign-on – The Firm permits the payment of sign-on bonuses only in exceptional circumstances and where any such payment is limited to the recipient's first year of service.
- Buyouts – The Firm permits the payment of buyout bonuses only in exceptional circumstances. Any such payment will be subject to such provisions relating to deferral, retention, vesting and performance adjustment as applied to the variable remuneration which the buyout bonus is replacing.
- Retention – The Firm shall only pay retention awards where:
    - there is a restructuring or other material change to the business of the Firm;
    - an MRT is deemed to be material to the operations of the Firm and the business of the Firm is likely to be materially affected if the MRT were to leave their position; and
    - the MRT in question has met their performance criteria for the last performance period (including both financial and non-financial metrics).

Any guaranteed variable remuneration awarded will be subject to deferral and performance adjustment.

Severance Pay

Payments of variable remuneration to a Material Risk Taker in connection with their termination of employment or services may only be made where such payment reflects performance achieved over time and it does not reward failure or misconduct. In determining early termination payments, the Firm will have regard to the Firm's capital or liquidity requirements and performance of the staff member over an appropriate period, taking into account financial and non-financial performance.

6. Investment Policy

The Firm is not required to prepare a disclosure on its investment policy as it meets the conditions of MIFIDPRU 7.1.41R.

Appendix - Board Diversity and Inclusion Policy

Purpose

This Board Diversity and Inclusion Policy (the "Policy") sets out the approach to diversity and inclusion of the board of directors of Troy Asset Management Limited ("Troy").

Policy Statement

Troy believes that a diverse workforce fuels innovative thinking, creativity and balanced decision making. Troy is committed to creating a culture where respect and understanding are fostered so that it can create a supportive and inclusive environment where Troy's people can reach their full potential. To achieve this, Troy actively promotes an open exchange of ideas and perspectives where Troy's people feel empowered to contribute to the decisions that affect them. The board believes that a culture of inclusion and diversity is cultivated through clear tone from the top, with the board championing diversity and inclusion in support of Troy's values. This Policy is applicable to Troy's board but it sits alongside other relevant policies and a broader commitment to inclusion and diversity.

Troy recognises the benefits of having a diverse board, and believes that a broad range of views, insights and perspectives will support sound decision making. The board supports the aim of continuing to promote diversity and inclusion in the boardroom and seeks to foster and maintain a diverse, inclusive and balanced board.

All board appointments are made on merit to ensure a rounded and effective board. Within this framework, the board will look for opportunities to further enhance diversity where it is consistent with the requirements of the board.

Implementation

To assist with the implementation of this Policy, at least two non-executive directors and one executive director will meet at least once a year (and otherwise as required) to consider succession planning for both executive and non-executive directors.

As part of these discussions and on an ongoing basis:

- Consideration shall be given to the balance of skills, knowledge, experience and diversity on the board, how the board works together as a unit, and other factors relevant to ensuring its effectiveness.
- When discussing board composition, succession planning and talent development, consideration will be given to all aspects of diversity.