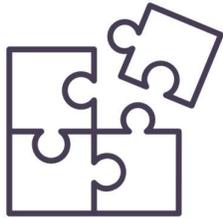




Annual Report 2024
UK Stewardship Code
&
BPPG Code of Conduct

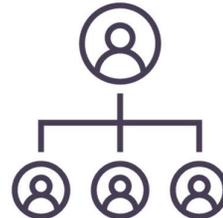
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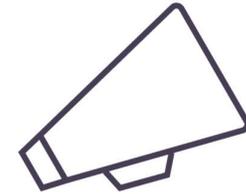
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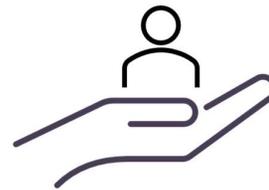
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FOREWORD

As global capital providers embed stewardship-driven systems-level investing as the norm, the challenges and expectations facing service providers continue to increase in complexity. Minerva Analytics ('Minerva') recognises that investors need high-quality, trustworthy stewardship support. To that end, Minerva is committed to providing dynamic and innovative solutions which meet the challenges and opportunities that sustainable stewardship demand.

Critical issues such as climate change, biodiversity, business conduct, diversity, equality and human rights are no longer peripheral 'extra-financial' concerns but can be material long-term investment risks. Investors increasingly recognise that companies which prioritise sustainability are more likely to be successful in the long run.

At the same time, the need to tackle greenwashing in the finance sector is a high priority. Globally, regulatory bodies are proposing rules to prevent greenwashing and ensure that ESG products meet the standards they claim. These efforts are crucial to maintaining the integrity of sustainable investing and ensuring that investors' money is being put to good use.

Data, information, and expertly curated knowledge are essential ingredients for good stewardship. For almost 30 years, the Minerva team has maintained a detailed focus on service integrity. Our agile team of experienced and knowledgeable professionals is dedicated to providing high quality support to help our clients navigate the ever-changing landscape of responsible investing.

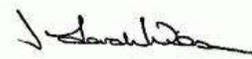
Minerva fully supports the values and vision embedded in global stewardship codes and standards, which is why Minerva chooses to recommit its support for these principles.

Minerva's goal is to ensure that our clients can be confident, active and engaged stewards and are able to take control of their ownership rights.

We believe this is best achieved by supporting them with the best quality sustainable research data and software tools, together with informed insights from an expert team:

- I. **Research quality:** ensuring that the data we curate, and subsequent research and analysis, is of the highest quality and goes beyond one-size-fits-all box-ticking.
- II. **Customisation:** our clients are all individuals, and we have never believed that one size fits all. Minerva clients therefore benefit from a fully bespoke approach to policies as standard, to ensure that their stewardship strategies are aligned with their investment beliefs.
- III. **Continuous improvement:** the Minerva team has maintained its commitment to excellence and innovation with new tools and data to support our clients and their stewardship programs.

This report has been produced to fulfil the requirements of both the 2020 Stewardship Code and the Best Practice Principles for Shareholder Voting Research, as required by the [Shareholders Rights Directive](#) in the UK and Europe.



Sarah Wilson FRSA
Chief Executive

PRINCIPLE 1: PURPOSE, STRATEGY & CULTURE

Signatories' purpose, strategy and culture enable them to promote effective stewardship.

About Minerva

Minerva has been wholly owned by [Solactive AG](#) (Solactive), an award-winning German FinTech company, since 2022. This acquisition has allowed Minerva to benefit from Solactive's extensive expertise and resources, significantly enhancing our service offerings and capabilities. Together, Minerva and Solactive provide fully bespoke stewardship support services, as well as research, data, ESG indices and benchmarks to their combined global client base of more than 500 organisations.

Minerva retains full operational and strategic independence; this report, therefore, is mainly focused on Minerva's activities and services, aside from some areas of Solactive's business for which we provide key data. Our governance structure is illustrated in the organogram provided under Principle 2: Governance, Resources & Incentives.



Our Services

Our mission statement is 'Better Data: Better Stewardship'.

Since our foundation in 1995 (as The Manifest Voting Agency), Minerva has provided institutional investors with a comprehensive range of stewardship support services. In addition to our core 'bespoke as standard' vote management solutions, the Minerva product suite covers the following competencies and deliverables:



Further services provided by Minerva are listed below:

- Governance Watch: voting and ESG policy & activity audits;
- Stewardship and voting policy gap analysis;
- Expression of Wish/pooled fund split voting;
- Sustainable securities lending management;
- Implementation Statement reporting;

- Responsible Investment (RI) policy development;
- Climate change analytics and reporting;
- Sustainable Development Goal (SDG) analytics; and
- ESG research for index or benchmark creation.

Our Business Model and Strategy

Minerva's business model focusses on providing holistic solutions that work seamlessly with clients' existing operations. Minerva's agility and responsiveness, combined with many value-added features included as standard, not only reduce the total cost of stewardship but offer clients assurance that they are not only operationally effective, but fully compliant with current and emerging regulatory demands.

Minerva has developed a comprehensive research meta-framework which is grounded in legal, regulatory, academic and investor global good practice requirements. The [OECD Principles of Corporate Governance](#) and the [ICGN Global Governance Principles](#) are, in turn, supplemented by local market standards.

While Minerva's clients all agree that good governance and stewardship matter, not everyone shares the same perspective or prioritises the same issues. Uniquely, therefore, Minerva does not impose a one-size-fits-all 'House Policy' or standardised voting recommendations. In keeping with our ethos of 'vote agency', all of Minerva's clients have bespoke voting policies and voting guidance that are tailored to meet their individual needs and preferences.

We remain committed to offering investors independent, objective and flexible shareholder voting solutions. As market views evolve on diversity, equity and inclusion (DEI) issues, this has resulted in a revaluation of DEI initiatives among a wide array of US businesses, including in proxy voting assessments on director elections. In 2025 we

published a statement [reaffirming](#) that investors should set their own stewardship priorities, including DEI, climate change, and net-zero goals.

Instead of being constrained by a narrow or singular view, Minerva's commitment to 'bespoke as standard' service delivery enables our analysts to research a broader range of topics in more depth. This, in turn, means they can more quickly identify new and important issues which might otherwise be overlooked.

Minerva's rigorous and flexible approach enables us to provide comprehensive and thoughtful analysis that is responsive to, and evolves with, market practices. For example, Minerva has integrated the recommendations of leading frameworks, such as the Task Force on Climate-related Financial Disclosures (TCFD) (now retired), the Transition Pathway Initiative (TPI), and ClimateAction 100+ into our voting framework. Minerva recognises the important role the Principles for Responsible Investors (PRI) plays in promoting the incorporation of sustainability issues into investment practices and decision-making processes. Minerva works with and supports its clients in applying and fulfilling their reporting obligations under the six Principles of the PRI.

In terms of source materials, while issuers' public disclosures (i.e. annual reports, sustainability reports or websites) represent the core of our analysis, Minerva also uses a range of sources including regulatory websites, supranational bodies and Non-Governmental Organisations (NGOs). Regardless of source, and, despite the highly variable and inconsistent nature of disclosures from market to market, issuer data is subject to stringent quality control procedures. We normalise and standardise our data to ensure it can be easily understood by our clients.

Our Values and Culture

Minerva's primary focus is to ensure that clients receive the best possible stewardship support service that we can deliver, and that we continue to be an organisation in which they can have trust and confidence.

Minerva's business culture is professional, yet personal and supportive. Our knowledgeable and expert team leverages deep domain knowledge and technological capabilities, to deliver a truly customised service to each of our clients. Our core values guide us towards providing stewardship services to an exceptional standard. The following is a list of each of Minerva's core values and how they promote effective stewardship with our clients:

Research Objectivity

Minerva's research philosophy is underpinned by a commitment to an independent and objective approach, which supports the needs of investors as providers or managers of risk capital.

Our objectivity is evidenced and reinforced by our regular contributions to the development of UK standards through independent, objective and evidence-based data analysis. We have pioneered efforts that uphold objectivity in the sector and enhance our clients' stewardship efforts, such as establishing the [Best Practice Principles for Shareholder Voting Research](#).

Quality

Minerva strives to provide consistently accurate and relevant research, reinforced by proactive and thorough administrative support. Rather than imposing one-size-fits-all methodologies, Minerva prioritises high quality data and decision-support models which empower our clients to make informed stewardship decisions. We do not, however, simply wait for new regulations or guidelines, but are always horizon scanning for emerging trends that help investors identify, assess and manage stewardship risks.

Communication

Our agency principle means that we are driven by a commitment to act in the best interests of our clients. Our clients are therefore central to shaping our overall approach and refining our systems. Our proactive and

interactive approach ensures that we stay ahead of forthcoming developments in the responsible investment arena. Our close relationships with clients also create opportunities to enhance and develop our services and in-house platform. More detailed information regarding the effectiveness of our client communication is outlined in Principle 5: Supporting clients' stewardship.

For example, as an extension of our sustainability governance data suite, we recently undertook a pilot study for a client to investigate the frequency and levels of Greenhouse Gases (GHG) emissions verification and assurance for the UK's largest 350 companies. The analysis identified significantly divergent practices and approaches. This constrains investors from taking an informed view of climate governance and raises concerns about climate risk management. The outcome of this project is that climate assurance quality will be embedded across our entire range of services and for all companies in our research coverage. This not only supports our clients' needs to proactively manage their climate investment risks but fulfils Minerva's commitment to the [Net Zero Financial Service Providers Alliance](#) and wider client needs to manage climate risks.

As a commercial financial information business, Minerva provides comprehensive data, analytics and research services on an ad hoc or straightforward subscription basis, to any organisation with an interest in governance or ESG. However, as a fundamental principle, we do not provide advisory or consulting services to issuers as we believe this would create undue conflicts of interest.

Continuous Development

Minerva’s staff are an essential ingredient for supporting the company’s development and growth. We continually invest in training and development, not only at induction and early career stages, but through continuing professional development. In partnership with our local university, Anglia Ruskin University, a number of our team members have completed Level 7 Advanced Apprenticeships in data science, deploying new technologies and techniques such as Neuro Linguistic Programming (NLP) and Artificial Intelligence (AI) tools. Staff members are also encouraged to complete relevant vocational qualifications such the PRI and CFA Institute certificates in Sustainability and Climate Change.

This investment in ongoing skills and knowledge enables our team to deliver innovative new solutions for our clients. During 2024, we initiated a number of new projects which leverage our data and expertise, as outlined in the table on the right.

Supporting Effective Stewardship

Minerva continually strives to support our clients’ stewardship activities and assist them to become more effective by providing a comprehensive range of services. To that end, Minerva plays an active part in the wider stewardship community, contributing to the ongoing development of better standards to support our clients’ objectives.

Since our last UK Stewardship Code compliance report, Minerva has continued to enhance its clients’ stewardship proposition as identified in the previous table. Each of these improvements to our stewardship services has been enabled by the core values that underpin our business.

Minerva’s team of account managers are committed to provide rapid query responses within 24 hours and are easily contactable via email and telephone. They play an important role in delivering primary client support, overseeing implementation management, as well as assisting in business development.

Selected Service Enhancements - 2024
Shareholder Proposal Framework
Due to the increased volume of shareholder proposals, the quality and credibility of proposals and the proponents behind a proposal have become important voting considerations. Ahead of the 2025 voting season, Minerva further refined its shareholder proposal evaluation framework by updating the approach to flagging shareholder proposals filed by “anti-ESG” organisations to provide greater clarity on when a proposal is considered a “shadow proposal” filed for political purposes to roll back social and environmental policies and initiatives, and when a proposal has been filed by an anti-ESG organisation which has been assessed as having potential benefits if enacted for companies and shareholders.
Monitoring Managers’ Voting Activity
Asset Owners are increasingly engaging in active ownership to align with the Paris Agreement goals. To support this, Minerva has enhanced the Manager Monitoring service, providing greater transparency into fund managers’ voting activity. This enables clients to assess whether managers voting instructions align with their net-zero goals, and other stewardship priorities. To complement this service, we offer bespoke voting policies tailored to clients’ net-zero objectives and real-world decarbonisation targets and can use these policies to undertake gap analyses of managers’ votes.
Regeneration and Decarbonisation Framework
We have developed a climate impact-focused framework for Minerva, in collaboration with a new climate-focused team acquired by Solactive . This framework is designed to identify companies with strong sustainability potential and help align them with investors who prioritise long-term value creation through a lens of prosperity and regeneration. By focusing on solutions that deliver measurable climate impact, the framework aims to accelerate the transition toward a more sustainable and resilient economy.

By establishing effective and ongoing communication channels with our clients and other relevant stakeholders, Minerva’s account managers ensure positive onboarding experiences and successful project completions. Their close client relationships and regular ‘check-in’ calls enable them to effectively discern and address clients’ needs.

Regular contact with our clients, coupled with an annual service review meeting, enables us to understand their needs, to evaluate whether we are meeting their expectations and to listen to their thoughts on future requirements and potential industry developments. This contact also allows us to re-evaluate our approach if necessary and to react quickly when their requirements evolve naturally.

We measure our effectiveness in serving our clients’ best interests through multiple key indicators. One of the primary metrics is client retention, which stands at over 95%. This high retention rate reflects the trust and satisfaction our clients have in our services.

In addition to retention rates, we also place significant importance on direct client feedback. In 2024, we conducted a comprehensive survey to gather insights from our clients. The feedback provided through this survey has been invaluable in helping us understand our clients’ needs, preferences, and areas where we can improve. By combining these two metrics—retention rates and client feedback—we can ensure that we are consistently meeting and exceeding our clients’ expectations.

In keeping with market trends and client expectations, our service approach includes an internal consultation to identify and prioritise the issues most important to our clients. This is followed by annual updates to our data suite and associated voting guidelines, which are then discussed on a confidential, one-on-one basis with each client. In tables 1 and 2 overleaf, we highlight some examples of new data and voting updates for 2025.

Table 1: Voting Policy Updates for 2025

Climate Change Remuneration Linkage

Minerva has expanded its voting policy question coverage on the incorporation of climate-related performance metrics in executive remuneration. The questions allow clients to apply the consideration to all companies or apply a materiality threshold to companies in high impact sectors only. The approach aligns with guidance from the UK Transition Plan Taskforce, Climate Action 100+ and the Institutional Investor Group on Climate Change.

Sustainability Reporting

An increasing number of European markets are adopting a shareholder vote on sustainability reporting under a standalone AGM agenda item, largely due to regulatory developments such as the European Union’s CSDR. Minerva has introduced a new resolution guideline for analysis on resolutions to approve non-financial information and sustainability reports in order to allow clients to take a tailored and customised approach to these new types of votes. Additionally, Minerva updated its approach to vote analysis on the approval of the social and ethics committee report and the election of committee members in the South Africa market in response to regulatory developments.

Board Diversity

Minerva introduced a new voting policy question for the European Union Member markets in order to align with the recommendations of the [European Union Directive on Gender Balance on Corporate Boards Directive](#).

Shareholder Proposals.

As noted in Table 2 below, Minerva has updated its approach on the analysis of shareholder proposals filed by “anti-ESG” organisations, as well as updating its methodology for analysing proposals on director resignation bylaws, the removal of directors by a majority with or without case, reporting on board skills & competencies, disclosure of disaggregated voting results, and proposals on biodiversity and nature practices and policies.

Shareholders Rights

Minerva reviewed and clarified its approach to flagging issues on important shareholder rights considerations. These included updated voting guidelines on proposed changes in jurisdiction of incorporation at controlled companies, amendments to director liability, the filing of ‘vote no’ shareholder campaigns, the exclusion of shareholder proposals from the meeting agenda without regulatory consent, and votes on meeting procedures in the Brazil market.

Table 2: New Data Collection for 2025
<p>The Road to Net Zero</p> <p>We prioritise identifying companies that are individually aligning with the Paris Agreement and actively working towards setting and achieving Net Zero targets. To enhance our analysis, we are gathering additional data points to better assess the specific actions and commitments these companies are making. This includes evaluating their carbon reduction strategies, timelines for achieving Net Zero, and how their efforts contribute to global climate goals. By deepening our understanding of these initiatives, we aim to support and highlight companies that are leading the way in sustainability and climate responsibility.</p>
<p>Sustainability Research Reports</p> <p>The Sustainability team has significantly expanded our data collection efforts to better align with evolving market trends and our clients' Net Zero and climate goals. This enhancement now includes questions on lobbying governance, human rights policies, adherence to external standards, and alignment with the GHG Protocol.</p>

We are cognisant of, and sensitive to, the criticisms of shareholder stewardship by certain vocal lobby groups. We are also aware of the highly politicised nature of the anti-ESG and anti-climate change lobby which has emerged since the Global Financial Crisis of 2008 and the associated reforms proposed by groups such as the Financial Stability Board. It is deeply regrettable that some issuers continue to make unfounded allegations against stewardship service providers and their clients, despite the overwhelming independent regulatory and academic research which refutes the arguments and demands for intrusive and burdensome regulation.

Companies enjoy overwhelming high levels of support from investors in the vast majority of votes. Both positive and negative votes have been executed after thorough and thoughtful consideration of corporate disclosures. It is, however, the nature of democracy that there will not always be universal agreement. A difference of opinion is not a mistake

and reasonable requests for accountability cannot, we believe, be said to be intrusive or time-wasting. Nevertheless, Minerva continues to work constructively with regulators to further greater understanding of the stewardship process.

Recognition of Minerva's Stewardship Achievements

Minerva's leadership and innovation are increasingly recognised in the wider investment community. In the past 12 months, Minerva has been shortlisted for a [prestigious award](#) for innovation and market leadership, earning high praise from clients who have shared glowing testimonials in support of our services. Clients have commended our innovative approach, exceptional customer service, and the tangible results they have achieved through our in-house voting platform and various solutions. These testimonials highlight the trust and satisfaction our clients have in Minerva, reinforcing our commitment to excellence and continuous improvement.

Client Testimonials

"Regarding the voting guidelines update, it is great to see that Minerva's policies continue to reflect best practice in the market and in a number of cases being more forward-looking, like in regard to the position on time-based sunset clauses."



“The responsiveness and support provided by Minerva are truly excellent. They consistently go above and beyond to ensure all our needs are met promptly and efficiently.”



“The Minerva Framework has been instrumental in ensuring we receive a consistent appraisal of corporate governance across the coverage universe, and their research team ensures we receive timely, high-quality data. Their IT expertise and responsiveness has enabled integration of this data into our own ESG assessment framework. We greatly value this collaboration and look forward to continuing our partnership.”



“We value the fact that Minerva allows us to customise our voting policy and align it with our voting policy on Swiss companies. Minerva provides us with in-depth research reports on the various company meetings and has a technological advantage in the execution of proxy voting. In addition, and most importantly for us, Minerva has helped us to feed the votes cast directly into our website. This allows our beneficiaries and other relevant stakeholders to see how PUBLICA has voted the day after an AGM and supports our reporting requirements. The above feedback shows that so far, we are happy with the services we receive from Minerva. The processes run smoothly (update and implementation of proxy voting policy, automation of c-b-c, execution of proxy voting, reporting) and generally our requests are answered quickly.”



“Minerva Analytics has been an invaluable partner in supporting GSI’s stewardship and proxy voting efforts. Their platform offers a rare combination of flexibility, transparency, and depth – allowing us to efficiently manage our proxy voting activity and align it with our investment principles.

We particularly value the ability to navigate the platform with ease and generate granular, tailored reports on our voting behaviour. This level of access enhances our internal governance processes and supports our ongoing client and regulatory reporting requirements. Examples of which are available in our own Stewardship Code Report.

The guidance Minerva provides around voting policy is another key strength. Their support has enabled us to develop and refine our own policy while drawing on a foundation of independent, best practice standards. Their approach is refreshingly free from conflicts of interest, which gives us confidence that their recommendations are based on objective analysis and long-term stewardship considerations.

Minerva’s responsiveness, combined with the thoughtfulness of their research and policy insight, makes them a trusted and highly valued partner in our responsible investment work.



Note: There is considerable overlap and alignment between the Stewardship Code, the Shareholders Rights Directive and the BPP Principles.

To help stakeholders better understand how Minerva addresses the needs of each individual framework, as well as our overall approach to stewardship, in future years, Minerva will provide a single fully integrated stewardship and regulatory report. In the meantime, a comparison of the current principles and requirements is provided at the end of this report.

Minerva’s alignment with Principle 1 of the UK Stewardship Code is also aligned to ‘Article 3j Transparency of Proxy Advisors’ from the [Shareholders Rights Directive 2](#) and ‘Principle 1 Service Quality’ from the [Best Practice Principles for Shareholder Voting Research](#) (BPP Principles).

PRINCIPLE 2: GOVERNANCE, RESOURCES & INCENTIVES

Signatories' governance, workforce, resources, and incentives enable them to promote effective stewardship.

The following section provides an overview of Minerva's structure, governance, workforce and processes. Examples are given to demonstrate how each of these enables Minerva to provide effective stewardship for our clients.

Governance Structure

Minerva is incorporated under English company law and is wholly owned by [Solactive AG](#), a German FinTech business which provides bespoke index and benchmarking services, including bespoke ESG indexes.

Completing their acquisition of Minerva in late 2022, Solactive brings 18 years' financial services experience which provides complementary insights into the regulated funds industry. From their headquarters in Frankfurt and their offices in Dresden, Berlin, Toronto, and Hong Kong, Solactive services over 500 fund clients. Solactive is a registered benchmark administrator under the European Benchmarks Regulation ([BMR](#)), with the German Federal Financial Supervisory Authority ([BaFin](#)), the European Securities and Markets Authority ([ESMA](#)) and complies with the IOSCO Principles for Financial Benchmarks ([IOSCO](#)).

Solactive's acquisition of Minerva has played a crucial role in driving substantial growth for the company, aligning with the transition towards a more sustainability and stewardship-focused approach to investment.

The strategic investment in talent, coupled with comprehensive training programmes and established processes, has enabled the ongoing delivery of high-quality services to meet clients' expectations for 2024. Once again, this is demonstrated by the high level of client satisfaction and retention.

Insights into the effectiveness of these efforts were collected through internal annual reviews and feedback received from clients during the annual review process. The commitment to transparency is evident in the timely delivery of voting guidelines, research reports and reporting, all of which met the expected standards of quality and timeframe set by clients. Minerva provides Solactive with ESG data for numerous bespoke index strategies which are negotiated on a fully arms' length basis. While general governance themes and trends are discussed at board level, Solactive plays no part in setting or approving Minerva's research methodology.

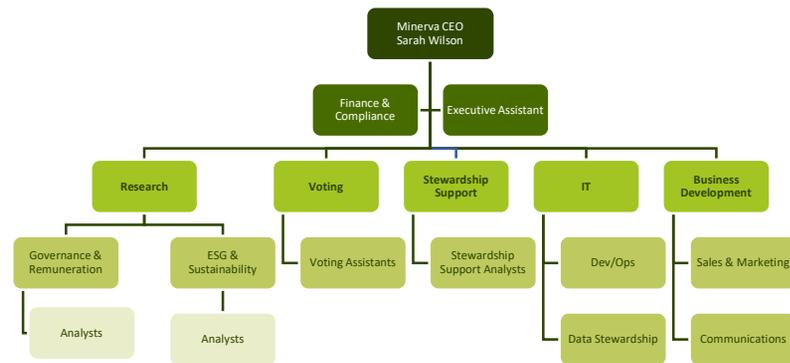
In 2024, Solactive acquired the iClima index strategy, marking a major step in scaling sustainable finance. The iClima team has joined Minerva, bolstering its in-house sustainability research. This integration has led to the development of six thematic climate pillars targeting decarbonisation and regeneration. These frameworks now power bespoke climate indexes aligned with initiatives such as the Paris-Aligned Benchmark and the Transition Pathway Initiative.

Minerva's enhanced methodology includes deep analysis of Scope 1-3 emissions and pioneering use of Avoided Emissions to capture the real-world impact of climate solutions. This comprehensive lens helps investors better identify companies driving measurable progress toward Net Zero.

Minerva is structured to ensure oversight and accountability for promoting effective stewardship. The main board of Minerva comprises three directors: Sarah Wilson, CEO, Steffen Scheuble, CEO of Solactive and Roger-Marc Noirot, outside director. Below board level, Minerva is

organised into primary groupings including Research, Voting, Stewardship Support, IT and Business Development.

Minerva’s CEO, Sarah Wilson, is actively engaged in Minerva’s daily business. Attending weekly strategy meetings among the stewardship support, voting, and research teams, she personally keeps the Minerva team tightly aligned and ready to respond to the latest client requests or market developments. Minerva’s structure is illustrated below:



Minerva has always operated a Quality Management System (QMS) which is closely aligned with ISO9001. This puts client needs and ensuring ‘fitness for purpose’ at the heart of everything we do. Quality management is focused both on product and service quality, and on the means to achieve it. Therefore, our approach is predicated on collaboration, clear communication and close co-operation to achieve the four QMS dimensions:

- Quality planning;
- Quality assurance;
- Quality control; and
- Quality improvement.

Minerva’s team leaders have clear lines of authority and responsibility enabling them to deliver value to our clients through efficiency and proactivity in the decision-making process.

Having teams that are experts in specific areas is core to our business, and our line managers, also experts in their field, have the authority to make decisions and act quickly so that innovative solutions are developed.

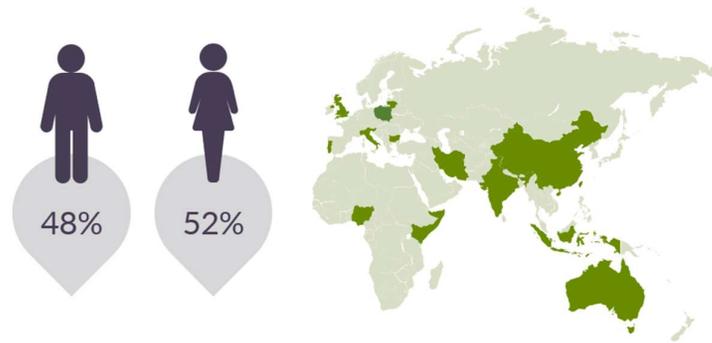
The Board has ultimate responsibility for the strategic direction of the company and the managers for implementing the agreed business plan. Team leaders have day-to-day responsibility for service delivery within agreed guidelines and documented ‘Detailed Working Instructions’. All our research goes through a minimum of four eyes checks, and in the unlikely event of disagreement the matter is referred to the managers and directors.

Workforce

Minerva’s research, analysis and guidance are developed by analysts who individually, or collectively, have appropriate qualifications, knowledge and skills in researching the jurisdiction in which the company covered is based. Our staff typically have at least one degree, with many possessing higher degrees e.g., MA, MSc, MBA or PhD. To support the intensity of peak season workflows, Minerva has a blend of core full-time employees and seasonal associates. This means that our headcount increases and decreases dynamically each year, with a 30% increase attributed to seasonal analysts to meet production demands. Minerva recognises and appreciates the skills and contributions of its seasonal staff and has a policy of retaining some of these where a flair for the role is shown.

Minerva is a highly diverse, multi-ethnic, multi-nationality organisation with language skills that include Polish, Bulgarian, French, German, Italian, Mandarin, Portuguese, Russian and Spanish. Women are well represented within Minerva, making up 52% of all staff members this year, up from 48% previously. With an average tenure within the senior leadership team in excess of 15 years, the organisation is very stable.

Minerva staff nationalities breakdown



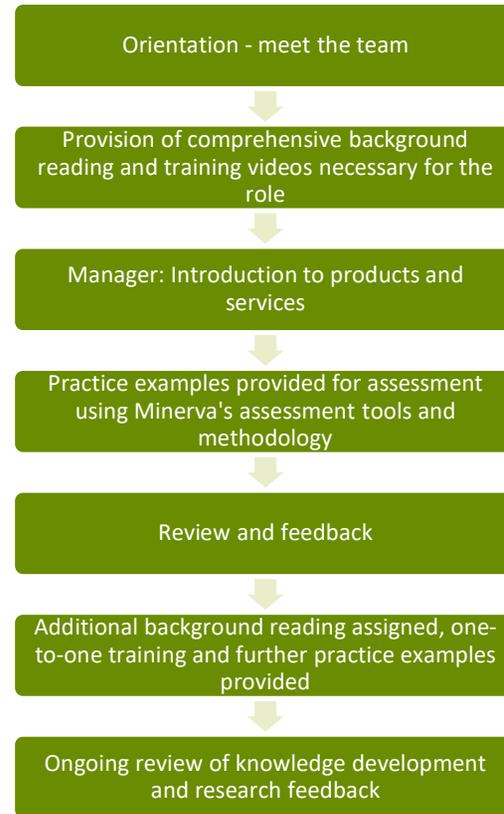
Training

Minerva’s stable team enables us to guarantee a high level of service and stay ahead of our clients’ needs based on market demands. Minerva supports team managers with training development to keep them updated on the latest developments.

Each team leader is a Subject Matter Expert in their field, providing ongoing training to their team. The training of new staff is comprised of a maximum of six people at a time, as we consider this to be the optimum size for training, enabling each staff member to interact effectively with the manager and maximise the benefit of training sessions. Staff are

encouraged to schedule one-to-one training to further their knowledge in specific areas they want to develop.

Team Orientation Process:



The Minerva teams cover the following areas of expertise:

- Voting;
- Stewardship support;
- Screening;
- Sustainability;
- Remuneration; and
- Governance.

During onboarding, staff are taken through a presentation by the Research Manager, introducing Minerva and our products and services. Beyond this point, the training process differs according to each department. For example, an analyst working in Minerva's Sustainability team follows a comprehensive induction and onboarding programme.

Within six months of employment, the individual is expected to have comprehensive knowledge of independent rating systems, the ESG regulatory landscape of the UK, EU, and USA, the UK Stewardship Code and the EU Taxonomy as a minimum.

After the initial induction, new staff members pass through a six-week training programme. After initial onboarding, the induction and in-depth training process continues, including trial analysis, until the line manager deems the new team member ready to begin live service delivery. Ongoing regular training exercises keep staff knowledge aligned with the needs of our clients. This may include asking analysts to prepare briefings and presentations for their team on a topic with which they are less familiar.

Incentives

Minerva believes that a positive and motivating workplace culture is crucial to achieving our objectives. We understand that providing the right environment for our team to succeed is an important factor in keeping them engaged and motivated, particularly bearing in mind the complexity, intensity and expectations of peak season.

Our approach to incentives is not to pay bonuses based on research volumes, rather to recruit individuals with the right values and motivation and providing opportunities for growth and advancement.

Staff salary bands are graded according to levels of responsibility and the ratio of average employee salary to the highest paid individuals is 4.5:1. In addition to annual salary reviews and advancement, staff are supported with health and wellbeing benefits.

We also prioritise creating a supportive and inclusive work environment that fosters collaboration, creativity and innovation. By investing in our employees' development and their wellbeing, we aim to cultivate a motivated and engaged team that is committed to supporting sustainable stewardship.

To support opportunities for professional development, Minerva reimburses or contributes to course-related fees upon successful completion.

While the AGM season is highly demanding, we aim to create a working environment which supports our colleagues, and which gives them opportunities for growth and advancement. In terms of employee remuneration, our objective is to set pay at levels which reflect the value that our clients place on stewardship services and the fee income that stewardship services can maintain.

Examples of the various professional qualifications held by Minerva staff in 2024 include:

- CFA Climate and Investing Certificate
- CFA Certificate in Sustainable Investing
- CFA Certificate in Impact Investing
- PRI Applied Responsible Investment Certificate
- MSc Digital and Technology Solutions (Data Analytics)
- MSc Economics & Management
- MA International Relations
- PhD International Environmental Law and Policy
- ESG & Sustainability Reporting Course
- HR Support Level 3 Course
- EQ Business Certificate

Development and Maintenance of Expertise

Knowledge comes through the transformation of data into actionable insights. The demand for better ESG, stewardship and climate change insights in recent years has been created by a regulatory revolution. Since 1995, Minerva’s leadership team has been at the vanguard of evolving data and disclosure practices to confidently navigate the changes and support clients accordingly.

As such, information technology, data and regulations are central to Minerva’s strategy, and our team associates are critical to the company’s development and growth. Therefore, we invest in training in new technology and data gathering techniques. We are committed to further research into Artificial Intelligence and algorithms to support our analysts in the company disclosure review process to become more efficient.

Maintaining and updating the skills and knowledge on ESG matters is a mixture of having the right skills and using the right sources.

These include:

- Educational opportunities, e.g., CFA Sustainability and climate change certificates, MSc advanced apprenticeships in data science; on-the-job training;
- Monitoring changes to the regulatory and business environments using primary sources;
- Absorbing ESG and RI information captured during the research process;
- Participation in industry working groups (e.g., Local Government Pension Scheme Advisory Board Responsible Investment Advisory Group, Department of Work and Pensions Taskforce on Social Matters, Pensions for Purpose and Financial Conduct Authority Working Group on Vote Reporting);
- Working with ESG-related partners (e.g., on engagement activity);
- Exchanging data knowledge within our parent company, Solactive; and
- Attending industry events and working with other third parties.

Through a combination of skills, knowledge and proven experience, we believe that Minerva’s team has an appropriate, comprehensive and wide-ranging approach to maintaining and updating our skills and knowledge on ESG/RI matters. Accordingly, our clients can be assured that any advice provided keeps pace with data quality and legislative reporting requirements as they evolve.

Minerva has a comprehensive library of sources and undertakes ongoing research, as well as actively participating in regulatory initiatives including, for example, ICGN, UKSIF, and GRI. A more detailed list of

memberships, affiliations and supported initiatives can be found in Principle 4: Promoting well-functioning markets.

Systems, Processes and Research

Evolving Data Management Tools and Techniques

Good stewardship depends on high quality data to make informed and insightful decisions. The scope and scale of data required, combined with the highly variable and inconsistent nature of data quality from issuers, can make the research task daunting, particularly when considering the highly compressed nature of the 'Peak Season', as illustrated below:



Minerva deploys a number of specialised tools and techniques to support the research process to maintain high levels of integrity and trustworthiness. These tools play a crucial role in, for example, monitoring corporate and regulatory disclosures, gauging sentiment by scrutinising web news, identifying potential controversial products, and

flagging potential violations of UN standards. Additionally, the team uses advance data analysis techniques to explore Minerva's extensive datasets and long-time series, thereby uncovering patterns and trends that contribute to data-driven decision making.

The case study below showcases a real-world example of how we leverage our proprietary system and advanced data analysis techniques to deliver a comprehensive audit of fund managers' voting activity for our client. It highlights our approach to identifying key issues, assessing risk exposures, and uncovering actionable insights that support better oversight and decision-making.

Case Study: Service Development - Manager Selection Vote Audit

Working closely with an existing client, we helped support and inform their investment decision-making when they were selecting a new external asset manager.

They wanted to see if their shortlisted managers' stewardship activities were aligned with their own stewardship priorities, and indeed aligned with the managers' own publicly stated policies. The client requested we focussed attention on Climate, Nature and Human Rights-related issues.

Minerva's Stewardship Team processed raw voting data for a one-year period from each of the six prospective managers, covering 3,308 company meetings and 27,725 individual resolutions.

The team focussed on six key reporting areas:

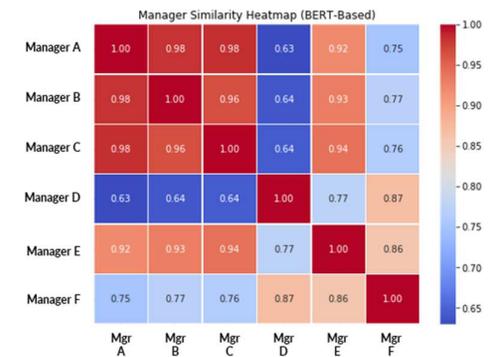
- 
1. Overall Voting Statistics → Dissent rates by proponent, voting policy recommendation alignment
- 
2. Voting on Climate → Voting at CA100+ companies, voting on climate-related resolutions and rationales
- 
3. Voting on Nature → Voting at NA100 companies, voting on nature-related resolutions and rationales
- 
4. Voting on Human Rights → Voting at Advance focus list companies, voting on human rights-related resolutions & rationales
- 
5. Voting on Governance → Dissent rates by resolution category and common rationales
- 
6. Voting on Shareholder Resolutions → Shareholder resolution voting trends

Case Study: Service Development - Manager Selection Vote Audit (Cont.)

A range of qualitative and quantitative output was produced by the team, diving deep into each manager's voting activity. The team additionally undertook a *BERT based analysis of the voting rationales provided by the managers when they cast 'against' votes. This showed that some managers' rationales were very similar, suggesting they were just stating the text provided by their proxy voting service provider.

Voting patterns at companies in focus lists varied, with managers only tending to vote against management more often in CA100+ companies

We found relatively few instances of fund managers referencing climate concerns in their rationales when voting against routine resolutions and even fewer where nature and human rights were cited.



*BERT (Bidirectional Encoder Representations from Transformers) is a powerful natural language processing (NLP) model known for its ability to understand context and relationships between words in a sentence by considering both preceding and following words

Methodologies

Research Methodology

Minerva uses methodologies that are rigorous and systematic, to ensure that stewardship research, analysis and guidance can be objectively validated based on historical experience, empirical proof, or client request.

Our research processes take account of regulatory frameworks and local market specificities, as well as global standards; however, as these can all vary, our clients may choose to apply more stringent criteria where the objective is to raise standards.

Minerva’s research policy framework has been continuously evolving over the last 30 years, and feeds directly into our full range of services.

Minerva sets itself apart by not adhering to a uniform "house policy." We provide a policy engine that allows clients to define their unique perspectives on asset stewardship. Our baseline policies are developed in accordance with global and national frameworks, clients' individual investment strategy statements, and the varying company laws across different markets. The foundational policy sources are listed in the table below.

Policy Sources

- Desk-based research by Minerva analysts;
- Client feedback and requests;
- National and supranational best practice principles e.g. the [G20/OECD Principles of Corporate Governance](#), [IIGCC Institutional Investors Group on Climate Change](#);
- Binding rules, regulations and laws of each jurisdiction e.g. company law, listing rules etc;
- Investor bodies, including, for example, the PLSA Voting Guidelines or the Council of Institutional Investors Corporate Governance Policies;
- Academic literature review; and
- Market research with a variety of stakeholders including NGOs, trustee associations, professional bodies.

ESG Methodology

Minerva’s philosophy is to understand the approach to sustainability undertaken by issuers, based on their public disclosures and supplemented by a range of independent data sources. Minerva’s ratings measure alignment against global corporate governance and sustainability best practices. The rating works not only at fund level but also cascades down to individual holdings, including sovereign bonds.



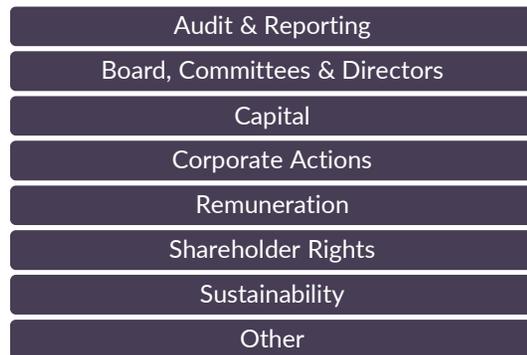
Data Analysis Approach

- Minerva only uses verifiable public documents;
- Analysts scrutinise public disclosures against almost 1,000 indicators every year ahead of each shareholder meeting;
- Analysts use an in-house developed and maintained database to record public corporate disclosures in a consistent, repeatable and comparable format;
- Training and feedback are provided on a regular basis;
- Automated and manual quality controls are combined with support provided by senior team members;
- Guidance materials are based on features existing in particular countries, laws and regulations that companies are subject to, but also in different languages;

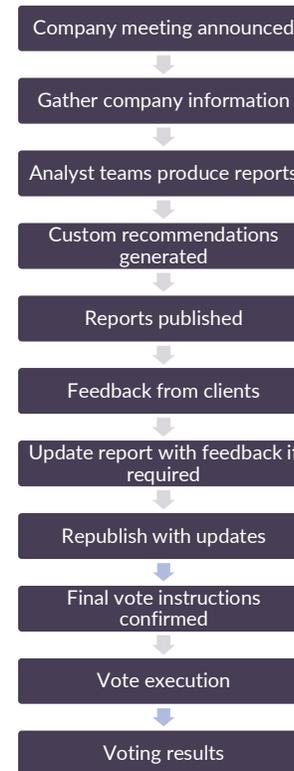
- Staff interpret the data within the context of the laws and regulations governing disclosure and the methodology employed by Minerva;
- Staff use their experience to interpret the data and will make comparisons to similar scenarios in the past to ensure consistency;
- Staff are typically assigned to work from a particular grouping of countries and topics, to enable specialisation; and
- All research and data are reviewed by a senior analyst before publication

Shareholder Voting Policy Management

In respect of shareholder meetings, all meeting resolutions are allocated a category of meeting business, e.g., Director Election or Appointment of Auditors. The underlying policy issues are also organised into a logical hierarchy which forms the basis of a 'Voting Template'. As there is not always a direct connection between a stewardship policy concern and a votable resolution, the Minerva Voting Template is arranged around a comprehensive and robust policy pillar framework which is underpinned by a further two levels of categorisation.



This approach means that Minerva’s clients can have greater choice, flexibility and control over how their votes are exercised. For example, an investor concerned about workforce disclosure standards can choose to vote on the financial statements or, if they prefer, the Chair of the risk committee. The following flow chart of our research process shows our approach in a simplified format:



Shareholder Voting Guidelines

Minerva is not a shareholder, nor is it an activist or a 'proxy shareholder'. Our role is to ensure that our clients have research, guidance and administration tools to support their stewardship beliefs and manage the complexities of AGM vote management. Whilst many clients share common perspectives of what constitutes good practice, they each have their own views. Consequently, Minerva does not publish a 'one size fits all' or 'House/Benchmark' voting policy. This is because our clients all receive fully bespoke voting guidance based on their individual preferences. This is achieved through sophisticated technology, coupled with the expertise of our highly knowledgeable and dedicated analysts. Minerva blends a client's own stewardship policy beliefs with supra-national good practice principles, rules and regulations, as well as local market standards to achieve independent and objective voting.

The Minerva Voting Template is underpinned by robust, quality-driven data and research processes, supported by leading-edge technology ensuring consistent insights and guidance to facilitate informed decisions.

Every shareholder meeting is analysed against a framework within more than 2,000 Voting Policy Questions to identify any policy issues. There is rarely a one-to-one match between voting policies and the resolutions presented at meetings, therefore Voting Policy Questions are frequently associated with one or more Resolution Guidelines. Clients set their individual policy threshold for a specific voting action on pre-determined resolutions, for example, a threshold to the number of women directors on the board. The threshold may be country-specific, such as 40% for the UK and 33.3% for other developed markets, or a threshold could require at least one female director irrespective of market.

The Minerva Voting Guidelines are used in three complementary ways:

- **Research Reports:** Our Governance, Remuneration and Sustainability reports provide consistent analysis on companies and are focused on the resolutions to be voted on at forthcoming meetings;
- **Bespoke Voting Guidance:** The voting guidelines, coupled with the associated research and corporate disclosures guiding them, detail the rationale for each vote cast, and translate to form vote instructions; and
- **The Minerva ESG Rating:** The Minerva ESG Ratings framework provides a comprehensive assessment of corporate accountability - not just at a company level, but across the entire portfolio, and is fully customisable.

The three factors detailed above provide Minerva's clients with a unique resource, enabling them to be more informed and attentive stewards of the investments they hold and manage.

Minerva has developed numerous custom voting policies to accommodate diverse perspectives. Client expectations span a wide spectrum, ranging from policies related to climate issues, to those grounded in faith. Through collaborative efforts involving client input, the expertise of Minerva's policy development team, and adherence to best practices, we have successfully formulated distinct policies such as a focused Net-Zero voting policy, an International Catholic policy, a Red Lines-aligned policy, as well as many other custom voting policies.

Annual Policy Review

Minerva conducts a comprehensive annual review of global governance and voting guidelines every year, to ensure that the Minerva Voting Template system accurately reflects current good practice. This entails a review of each market for which Minerva offers customised analysis/voting, as well as global good practice developments. Our

starting point is those markets which have issued a revised corporate governance code and/or new legislation, and with new institutional guidelines published. For example, in the UK the Pensions and Lifetime Savings Association (PLSA) and Investment Association (IA) are given priority. Additionally, guidelines from supranational bodies such as the Organisation for Economic Co-operation and Development and the International Corporate Governance Network (ICGN) are reviewed.

As part of this year's annual update review, Minerva invited clients to share their views on emerging stewardship themes and systemic risks for 2025 and beyond. We consider clients' insights into market developments to be essential to ensure our voting guidelines and research reports align with client needs and expectations now and in the future.

The annual update for 2025's proxy voting season reflected emerging trends in stewardship. We have taken the opportunity to review and clarify our approach to flagging issues on important shareholder rights considerations. These include proposed changes in jurisdiction of incorporation at controlled companies, the filing of shareholder member statements ('vote no' campaigns), the exclusion of shareholder proposals from the meeting agenda without regulatory consent, amendments to director and officer exculpation terms, and the existence of a reasonable time-based sunset provision for dual-class share structures, amongst others.

Whilst governance and shareholder rights are back in the headlines, social and environmental factors continue to be important stewardship considerations for institutional investors and universal shareholders. In European markets, ESG-focused resolutions are becoming regular AGM agenda items, such as votes on non-financial information and the appointment of the auditor for non-financial information. The 2025 updates include updated analysis approaches for these resolutions, as

well as enhanced evaluation on the incorporation of climate-related performance metrics in executive remuneration.

Market regulators are increasingly introducing new regulations mandating disclosure on ESG issues and major regulatory initiatives such as [SFDR](#) and the Corporate Sustainability Reporting Directive (CSRD) in Europe. Furthermore, the [International Sustainability Standards Board \(ISSB\)](#), [Taskforce for Climate-related Financial Disclosures](#) and the [Taskforce for Nature-related Financial Disclosures](#) will impact global companies and introduce greater standardisation in reporting.

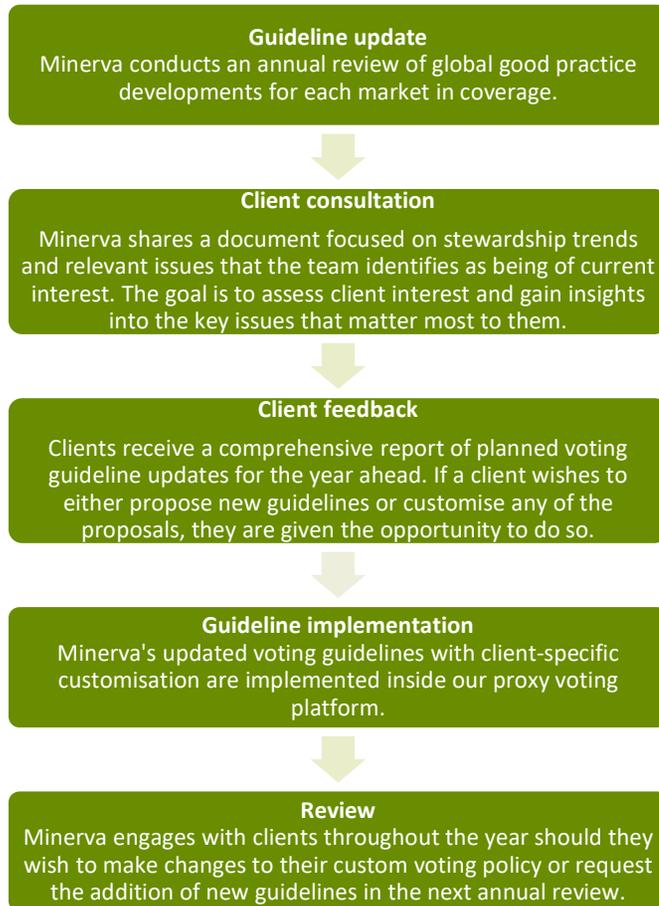
The ESG regulatory landscape is becoming increasingly fragmented. Whilst the European Union has been expanding ESG disclosure requirements, the omnibus simplification package deferred and scaled back reporting against CSRD and CSDDD. However, there remains a 'transatlantic divide' in the scope and scale of mandated disclosures between US and EU/UK regulations. Notably, the EU disclosure regulation will not only impact EU-based companies but also large multinationals and subsidiaries.

ESG disclosure in the United States remains largely voluntary and focused at the state level, such as California's climate-related disclosure laws. At the federal level, the regulatory landscape for ESG under the new administration and Securities and Exchange Commission (SEC) is uncertain. The new SEC has introduced major changes, including dropping its legal defence of its climate disclosure rules that began under the previous administration, issuing new guidance on reviewing company requests to exclude shareholder proposals from an issuer's proxy statement, and publishing new guidance on when shareholder engagement on ESG requires a Schedule 13D filing.

Despite the uncertain regulatory environment, Minerva remains committed to providing investors with independent, objective, and choice-driven proxy voting solutions, including custom voting guidelines, that ensures we are responsive to evolving good practices, regulatory

developments and that our services offer the most relevant and thoughtful approach to stewardship and voting according to our client needs and own policies.

The annual guideline review process is illustrated below:



Case Study: LPFA Climate Voting Principles

“The London Pensions Fund Authority had a requirement to monitor how their manager, Local Pensions Partnership Investments (LPPI), makes use of voting rights in the context of climate risk considerations. Minerva developed a bespoke [voting policy](#) which aligns with the LPFA’s Net Zero objectives and targets to decarbonise real world emissions. Minerva’s analysis provides the LPFA with independent evidence of how LPPI’s voting actions support common Net Zero priorities. The voting policy is used to generate analysis of each vote LPPI undertakes at each shareholder meeting. Minerva also gives LPFA access to specialist ESG research which helps support other aspects of its active ownership programme, including as a member of the IIGCC’s Net Zero Engagement Initiative.” LPFA



Research Quality Assurance

Through its Quality Management System, Minerva undertakes thorough project and resource planning for the research process, to ensure that we can perform quality research on all the companies that we analyse.

The Shareholder Rights Directive regulations require that proxy advisors attest to the ‘accuracy and reliability of advice’. Given the diversity, subjectivity of opinions and lack of agreement around voting or ESG, it would be difficult to say that any recommendation or point of view can be said to be ‘accurate’ or indeed ‘reliable’.

What we can say, however, is that the research and analysis which underpins any guidance is as accurate as it can be within the constraints of the raw materials we work with – annual reports and corporate websites. Our research reports and associated voting guidance are

prepared with strict quality control criteria and data accuracy is our utmost priority.

Our advice, is, we believe, as accurate as it reasonably can be given the significantly varying standards of data provided by companies or procedures operated by third party intermediaries, over whom we have no influence or control.

Comprehensive Monitoring Procedures

Prior to publication, each subsequent participant in the analytical process, and finally an editor, reviews draft research reports and underlying data. Each stage of the research process is monitored with a detailed audit trail consisting of the analyst's name and a time stamp.

Comprehensive Audit Trails

The provenance of every data point that we collect is noted, including the precise location in the relevant disclosure. We also log feedback from clients, whether this relates to queries about data or interpretation, or indeed opportunities to develop new services.

Complaints and Feedback

Minerva complies with the [Best Practice Principles Group Complaints Procedure](#), which is designed to ensure that complaints about the application of the Best Practice Principles ('Principles') are properly investigated and are given careful consideration.

Minerva's analysts are required to give due consideration to company explanations which are benchmarked against the UK's Financial Reporting Council's guidance '[What Constitutes an explanation under 'Comply or Explain'](#).' This means that a meaningful explanation should:

- Set the context and background;

- Give a convincing and coherent rationale for the action, describing mitigating action to address additional risks or maintain conformity with the relevant principles; and
- Explain the timeframe for the non-conformity and likelihood for a return to the relevant governance principle.

Differences of opinion or points of view regarding general governance practices, methodologies or company specific situations are not the same as factual inaccuracies.

Minerva has a well-documented process for monitoring research quality and will always respond to queries about data or research issues. As a matter of longstanding policy, we do not provide pre-publication drafts of research reports to either issuers or clients.

A significant inaccuracy or misleading statement in a research report will be promptly corrected and associated database records updated. Feedback is logged in our Q&A system; it will then be investigated by a person independent of the original research process.

Not all issues or questions raised are errors; they may be differences of methodology or understanding. Minerva classifies inaccuracies as either major or minor. A major inaccuracy is one that would be likely to have a material outcome on a client voting decision. A minor inaccuracy is one, which while unfortunate, would not have a material impact.

Examples of a **Major Inaccuracy** would be:

- An assertion that a share plan did not have performance conditions when this is patently incorrect based on annual report disclosures;
- Misstating the attendance record of a director at board meetings; or
- Misstating that the auditors had provided a qualified audit opinion.

Examples of a **Minor Inaccuracy** would be:

- Typos and literals e.g. 'hte' for 'the'; 'Smith, Joan' for 'Joan Smith'; or
- Data errors (rounding, minor mismatches with text/table/figures, transposition of table labels) where supporting text or conclusions clarify.

Minor errors are resolved at the analyst level under the direction of the relevant Team Leader. The QA management team, which includes the executive directors, reviews major errors to determine what caused the error and if any changes to procedures would have made a difference. We will respond to companies in writing to address the substance of their concern and where we agree, changes will be made.

Undue pressure from companies or harassment of Minerva or its employees for not agreeing to make changes to reports is a form of retaliation and is deemed unacceptable as it undermines the integrity and objectivity of the research process. After analysing our report, the feedback provided usually falls into two categories: either feedback about the content or identification of actual errors. This feedback or error is documented in our database to aid the team in identifying potential issues as part of their audit control process. These issues may stem from either internal or external factors.

Minerva's production teams maintain comprehensive quality assurance logs which are monitored by team leaders on a daily, weekly and monthly basis, with senior management oversight to identify critical issues.

This systematic review process not only pinpoints areas for improvement but also allows for post-season analysis to mitigate recurrence.

Despite our best efforts, errors can still occur in any process. We have outlined below a comprehensive analysis of the data quality for the year 2024:

During 2024, Minerva published a total of 12,061 research reports. Of these, 265 issues were flagged, representing approximately 2.1% of the total reports. These issues were identified through both internal reviews and client feedback.

Of the 265 flagged issues, 50 were identified by clients after the reports had been published. The remaining 215 issues were detected internally before publication. Among the 50 errors reported by clients, 32 were considered material, meaning they had the potential to impact voting outcomes. The other 18 errors were classified as requiring no changes, as they only necessitated further explanation.

Additionally, a total of 84 errors were flagged internally, but no changes were required. In some cases, further details were added to provide additional insight into the issues.

Minerva collects an average of 1,100 data points per company. On average, only one data point per company contains an error, which translates to an error rate of approximately 0.09%.

These identified issues were promptly addressed by updating the underlying data both before and after the publication of the relevant research reports and client custom voting guidance. This ensured that the information provided was accurate and reliable.

At the end of each peak season, we conduct a thorough analysis of feedback logs to identify recurring issues. Based on this analysis, we develop strategies to address these issues and prevent them from reoccurring. Annual client service review meetings play a crucial role in this process, as they provide an opportunity to communicate the plans we have developed to mitigate errors in our reports.

The case study shown illustrates our approach to reducing errors in our reports and highlights the steps we are taking to improve data quality and client satisfaction.

If a stakeholder is concerned about unresolved feedback following engagement with Minerva, they can escalate it to the Independent Oversight Committee of the Best Practices Principles Group, which has implemented a [formal procedure for filing complaints](#). The BPP Oversight Committee ensures that all complaints are appropriately investigated and carefully considered.

Case Study: Improving Feedback Processes and Climate Metrics Reporting

Minerva has maintained a structured approach to logging feedback on reports, including both internal and external feedback. This practice helps identify and correct mistakes and clarify complex issues.

In 2024, Minerva faced challenges with a new policy question related to climate metrics. The question asked companies in environmentally sensitive sectors to disclose the percentage of climate-related metrics in bonus and LTIP opportunities. Two issues arose: inconsistent calculation of climate metrics due to varying interpretations by analysts, and irrelevant responses from companies outside of environmentally sensitive sectors.

To address these issues, Minerva took a two-pronged approach:

1. Refined guidance on calculating percentages, introducing a semi-automated methodology through an Excel tool to ensure consistency and minimise human error.
2. Implemented a system filter to present the question only to relevant companies, reducing accidental flagging and irrelevant responses.

As a result, Minerva achieved more robust and dependable results.

Additionally, Minerva conducted a detailed year-end analysis of inaccuracies in reports, identifying areas needing attention. Recurring issues led to additional training focused on these themes, ensuring staff received the necessary support.

Insights from this analysis were incorporated into training materials for new employees and regular training sessions throughout the year, promoting a consistent standard across the team.

To enhance the feedback process, Minerva implemented automated feedback logging system, simplifying documentation, review, and response to feedback, speeding up resolution times, and supporting ongoing quality assurance.

Example Client Service Level Assessment of Minerva		
Key Performance Indicator	Target	Status
Coverage of all markets in which the client invests	100%	Achieved No Issues
Access to the voting platform	100%	Achieved No issues
Research reports delivered on average 15 days in advance of a voting deadline	100%	Achieved No issues
Quality of research reports and analysis in order to cast informed votes	100%	Achieved Some technical issues blocked the client from viewing the REM score but were fixed immediately.
Accurate application of client Voting Policy and bespoke voting guidelines	100%	Substantially achieved Minor oversight regarding the inclusion of the voting guidelines. Action: The team quickly and satisfactorily resolved the issue.
Successful submission of votes	100%	Substantially achieved Missed one vote due to additional voting requirements. Action: Minerva investigated and updated internal procedures to prevent such instances in the future.
Provision of quarterly monitoring reports, no later than two weeks post period end	100%	Achieved No issues
Provision of annual meeting review	100%	Achieved No issues
Annual Voting Template Update with adequate time for review and implementation before peak season commences	100%	Substantially achieved The client expected the updated voting guidelines to be implemented sooner, leading to a perceived delay. Action: In 2025, the updates will be introduced earlier.

Client Fees

Each client signs a contract with Minerva where fees for the services required are agreed in advance as part of the initial negotiations. Minerva believes that its fees are appropriate and provide value for the client. Each client receives, as standard, a bespoke service for which there are no additional or hidden fees. Minerva has a high level of client retention due to the quality of the service it provides, coupled with cost-effective pricing.

We consider client retention and attraction to be the best indicators of appropriate fee levels. If fees were excessive, clients would cease to renew their contracts, and we would not attract any new business. This is corroborated by the fact that in 2024, Minerva has a high level of retention, as well as attracting new clients.

Enhancing Governance Strategy

The analysis of Minerva's service performance, as illustrated in the previous table, shows the positive impact of our investment in training and process enhancements, guided by both client feedback and Minerva's internal procedures. This rigorous effort has yielded a notably high level of effectiveness in serving our clients.

Client evaluations indicate that the established KPIs were satisfactorily met. The client assessment table example on the previous page shows that Minerva's service received high ratings, confirming our capability to meet their service expectations. This assessment confirms that we successfully handled all their requirements, delivering high quality research reports and analyses on a timely basis.

Additionally, our close relationship with the client enabled us to identify areas where we could enhance our services to better align with their needs. For example, by recognising issues that were important to them, we were able to incorporate those considerations into our broader

service offerings and use them to inform a review of our systems and solutions.

Throughout 2024, our clients suggested various development opportunities, which Minerva diligently implemented wherever feasible. This highlights our flexibility and strong client focus, reinforcing our position as a client-oriented solution provider.

To accommodate the growing demands of our expanding business and to meet the heightened expectations of our clients, we continue to recruit appropriately qualified team members. We do this to ensure that we are right-sized and always equipped with a workforce sufficient to manage increasing workflows whilst maintaining the high quality of our services.

We offer development opportunities for experienced team members to take on mentoring and quality assurance roles. Their expertise is instrumental in looking 'beyond the horizon' to identify potential issues, thereby ensuring smooth and error-free execution of tasks and projects. Investing in training and systems to integrate data into the development of our screening offering continues to be central to delivering a high-quality service customised to our clients' needs.

Supporting investor protection and helping to create sustainable long-term value for our clients and their beneficiaries is at the heart of our business purpose. The directors believe that the planning, resourcing, and execution of the company's strategy leads to material value-added benefits for our clients. We believe that the recognition from our clients and wider stakeholders is evidence that the Minerva approach to stewardship meets the expectations and requirements of the Stewardship Code Principles.

Additionally, our adherence to Principle 2 of the Stewardship Code ensures compliance with Article 3d of the [Shareholders Rights Directive 2](#) and Principle 1 'Service Quality' from the [Best Practice Principles for Shareholder Voting Research](#).

PRINCIPLE 3: CONFLICTS OF INTEREST

Signatories identify and manage conflicts of interest and put the best interests of clients first.

Conflicts of Interest Policy

Minerva's Conflicts of Interest Policy and Standards of Conduct and Performance Policy are integral parts of our commitment to maintaining the highest ethical standards and upholding the trust placed in us by our clients. Minerva's primary goal is to avoid conflicts of interest; however, we recognise that potential conflicts will inevitably arise. What matters, therefore, is how they are identified and managed. Our approach to conflicts of interest rests on six principles to minimise any potential or actual harm and so protect service integrity:

1. **Define:** Define what constitutes a conflict of interest and provide examples of situations where conflicts of interest may arise.
2. **Identify:** Establish procedures for identifying conflicts of interest, including regular risk assessments and reviews of potential conflicts of interest.
3. **Mitigate:** Develop procedures for mitigating conflicts of interest, such as disclosure and consent procedures, separation of functions, or limitations on activities.
4. **Monitor and report:** Establish processes for monitoring and reporting conflicts of interest, including regular reporting to senior management and the board of directors.
5. **Train and educate:** Provide regular training and education to employees on identifying and managing conflicts of interest.
6. **Review and update:** Regularly review and update the Policy to ensure that it remains relevant and effective in managing conflicts of interest.

Minerva's Conflicts of Interest Policy details scenarios that might lead to a conflict of interest, with examples, and specifies the behaviour expected from employees to avoid and, if necessary, manage such conflicts.

Each employee must confirm the presence of any potential or actual conflicts of interest and provide written disclosure of such conflicts. If uncertainty arises about the status of a situation, or if there are questions about the Conflicts of Interest Policy, employees are encouraged to submit an email inquiry to their immediate manager.

Minerva's organisational structure is well-defined, ensuring that managers and Team Leaders have distinct lines of authority and responsibility for the identification and control of any conflicts of interest. Nevertheless, in exceptional circumstances, the Board holds ultimate responsibility for managing and controlling any conflicts of interest.

In the first instance Minerva's business model is designed to minimise conflicts of interest, as illustrated below:

No consulting services provided to the issuer community

Client identity is kept confidential from individual research analysts

Independent research reports prevent commercial influence

Physical separation between research analysts and vote agency staff

Our primary client base is comprised of institutional investors, both asset owners and asset management firms that invest on behalf of asset owners. Although some issuers do buy our research reports or use our data, we do not sell issuer advisory services to issuers. We believe that direct issuer relationships of this nature would be in direct opposition to our Conflicts of Interest Policy. In addition, we do not monetise our clients' voting information, for example we do not sell voting data to asset managers.

Research Integrity

Confidence in our research process is of utmost importance to our clients and indeed the wider market. We therefore manage our research process to avoid conflicts. For example, our research analysts and vote agency teams are firewalled from sales activities and strict confidentiality procedures are in place to protect voting transactions from disclosure to unauthorised parties. While analysts are aware of specific clients and their public voting policies, they are not aware of the specifics of portfolio composition or their likely voting intentions.

Independent Methodology

The determination of any analytical outcome is influenced only by factors relevant to the research process, irrespective of client or other personal or professional relationships.

Conflict Disclosure Processes

Minerva has written internal procedures and mechanisms to identify, eliminate, manage and disclose, as appropriate, any actual or potential conflicts of interest that may, or conceivably could, influence the research process. This also applies to the judgment and analysis produced by employees or those who may have an influence on the research process. Minerva will disclose to clients such conflict avoidance and management measures.

When employees sign their contract of employment with Minerva, they agree to the following statement:

'Whilst employed by the Company, you must not put yourself in a position that may cause a conflict with the interests of the Company. This means that you should not be concerned or interested in any trade, business or activity, which competes with the Company or in any way is, or may be, in conflict with the interests of the Company, without the express agreement of the Company. Any such interests must therefore be declared to the Company.'

Immediate Disclosure if/when conflicts occur

Minerva's disclosures of actual and potential conflicts of interest are intended to be complete, timely, clear, concise, specific (considering the need to protect proprietary information) and prominent.

Training

Minerva provides regular training and education to employees on the identification and management of conflicts of interest and all employees are required to review the Policy annually.

In addition, employees must abide by Minerva's Standards of Conduct and Performance Policy, which is available in Minerva's HR portal. The Standard of Conduct and Performance Policy provides insight into the expected behaviours at work among colleagues and clients.

The HR portal also provides access to other policies and training videos to educate employees in different areas such as equal opportunities and whistleblowing issues.

Disciplinary Procedures

Minerva has in place procedures to address any breaches of conduct by its staff. It has in place formal Conflict of Interest and Standards of Conduct and Performance policies to which staff must adhere. In the case of a breach in either of these policies, the employee's manager will

escalate the issue to a designated director. Following on from this, the employee may go through a disciplinary procedure.

The disciplinary procedures policy is available on Minerva's online HR portal and states that an employee may be suspended from work in order to allow Minerva to carry out or conclude an investigation, or if it is considered necessary to remove the employee from the company site.

Alternatively, Minerva may move the employee to an alternative department or work area whilst an investigation is carried out or completed.

All incidents are formally recorded by Minerva's management team and directors.

Confidential Information

- Minerva has procedures and mechanisms to protect the confidential nature of information shared with clients, or other parties under the terms of service agreements or alternatively via a mutual understanding that the information is shared confidentially. Unless otherwise permitted by such agreements or required by applicable laws or regulations, Minerva and its employees must not disclose confidential information in press releases, to future employers, or conversations with clients, investors, other issuers, or other persons.
- Should Minerva be made aware of non-public information of the kind required to be disclosed under applicable laws and regulations, depending on the jurisdiction, we may be obliged to make this information available to the public. However, prior to doing so, we would indicate to the issuer our intent to release this information and permit the issuer to immediately disclose this information itself.
- Minerva employees are required to take all reasonable measures to protect all property and records belonging to, or in possession of the Company, from fraud, theft or misuse.

- Minerva employees must not disclose any non-public information about research and guidance, or possible future guidance produced by the Company.
- Minerva employees must not share confidential information within the Company except on an 'as needed' basis.
- Minerva employees must not use or disclose confidential information for trading securities, as outlined in our Share Dealing Policy, or for any purpose other than conducting the Company's business.

Public Appearances and Media Relations

- Public appearances are defined as: participation in a seminar; open forum (including an interactive electronic forum); radio, television, or other media interview; or other public speaking activity in which a Minerva representative offers an opinion.
- Only authorised employees are permitted to discuss research and analysis with the media or make public appearances. Each media request is carefully considered to determine the appropriateness of participation in relation to our values of independence and objectivity.
- No Minerva research report will be distributed to the media prior to publication to clients. Reports or an analysis distributed to the media by Minerva are solely for information, education or marketing purposes; they are not used for the solicitation of votes in favour or against any particular resolution. Some reports may be specially commissioned by the media on standard commercial terms.
- Although reports are subject to copyright protections and licensing terms, Minerva is unable to determine how its reports will be used by clients or third parties.

In addition, our Media Policy, available on Minerva's HR portal, outlines the expected behaviour when interacting with social/digital media and digital communications.

Potential Conflict of Interest Disclosure

Minerva recognises that conflicts of interest are unavoidable, however, with the right management approach they can be contained and mitigated.

We aim to show that our 'do no harm' culture aims to protect the integrity of, and trust in, our services.

To date, we have not identified any conflicts of interests associated with the range of services that we provide, across a wide range of existing and potential clients. We would expect to identify any potential conflicts at the initial service scoping stage of any potential new business and proceed accordingly, based on the processes in place to manage conflicts of interest. Examples of potential conflicts of interest and how they would be managed could include:

- Where an employee who is responsible for providing reports and analysis has a financial stake in a company. In such cases, the employee should promptly disclose this information to their direct manager via email, per our policy. To avoid any conflicts of interest, the direct manager would then notify the staff member that they will be restricted from accessing any information related to that company.
- In cases where individuals on our Board hold positions outside of our organisation, such as directorships in companies, there may be a risk to the impartiality of our research process. To address this risk, we limit information to the affiliated individual, and our reports would contain a statement declaring unobstructed independence in reporting.

- Another potential conflict of interest could occur when an employee analyses an issuer who is simultaneously a client. To mitigate this conflict in advance, analysts are kept unaware of our clients' identities to prevent any conflicts of interest. Furthermore, the analysts are also situated separately from the Marketing and Voting teams, ensuring that all client information remains confidential and is not shared with them.

Minerva's compliance with this principle of the Stewardship Code has also allowed us to remain compliant with Article 3j 'Transparency of Proxy Advisors' from the [Shareholders Rights Directive 2](#) and Principle 2 'Conflicts of Interest Management' from the [Best Practice Principles for Shareholder Voting Research](#).

PRINCIPLE 4: PROMOTING WELL-FUNCTIONING MARKETS

Signatories identify and respond to market-wide and systemic risks to promote a well-functioning financial system.

As an agile organisation, Minerva is structured to be sensitive and responsive to market and systemic uncertainty. Minerva continuously works to develop new solutions to support institutional investors as they seek to take an integrated approach to sustainable stewardship. Minerva's services take a holistic approach to systems risk management. To that end, we actively engage with regulators and other relevant stakeholders on emerging issues to protect our clients' interests and promote a well-functioning financial system.

The primary systemic risks we address as examples within this report include human rights, biodiversity and climate change.

Minerva Services Accounting for Systemic Risk

Minerva Nexus Portfolio Screening

One of the biggest challenges posed by the evolution of the change process is its unsettled nature– there is not yet full agreement as to what is or should be the right way to measure and manage ESG risks and opportunities.

Competing frameworks are emerging not only from asset owner membership bodies, but also national regulators. To address this challenge, Minerva has comprehensively mapped the most investment-relevant frameworks to create Minerva Nexus, a powerful ESG risk screening solution which allows clients to create fully customised models of the ESG factors their investee companies face.

The result is a scalable meta framework which allows users to cross reference issues in multiple dimensions.

We closely monitor company-level performance indicators with reference to, for example:

- UN Sustainable Development Goals;
- Sector/industry group-specific issues; and
- Themes e.g. labour standards, anti-corruption, climate stability.

The analysis of a company is built on a framework that is based on the pillars that guide Minerva's research.

Our methodology integrates 10 UN Global Compact (UNGC) principles by outlining company actions which we then analyse to help us identify violations of any of these principles.

The violations are then categorised under one of the following four pillars:

- Human Rights;
- Labour Rights;
- Environmental Damage; and
- Anti-Corruption.

Minerva uses a severity scale for assessing UNGC violations, enabling us to maintain a complex assessment strategy for responsible business conduct of companies on the market. This framework is specifically structured and permits us to identify and address systemic risks in the market on a sector level.

Case study: Defence Investing and ESG Rules - Clarifying the Boundaries

Recent political commentary has suggested that ESG rules present an obstacle to investing in European defence companies, implying that frameworks like SFDR or Article 8 classification prevent support for the sector. However, this is a misconception.

ESG regulation in Europe does not prohibit investment in defence or national security companies. Conventional defence and even companies involved in nuclear weapons remain investable under Article 8, provided disclosure and risk management are in place. Strict exclusions exist only for controversial weapons, such as cluster munitions and anti-personnel landmines, due to international law and near universal condemnation.

In response to growing geopolitical instability, defence exposure is becoming more politically acceptable, and investor interest in the sector is rising. However, defence remains a sensitive area from a sustainability perspective, particularly where exposure to controversial weapons is concerned.

One emerging trend we explored this year is the evolving treatment of nuclear weapons within ESG-labelled investment products. With governments calling for stronger national security, nuclear weapons have re-emerged as an area of investor interest. Whilst these weapons remain indiscriminate in nature, they have long been considered a strategic deterrent, leading some investors to reconsider restrictions on companies involved in their production.

Although not explicitly prohibited under European frameworks such as the Taxonomy or SFDR, nuclear weapons remain governed by international treaties, and any investment strategy involving them must be considered carefully.

One approach Minerva offers is a screening framework that enables clients to align nuclear defence exposure with the Non-Proliferation Treaty (NPT), focusing on companies based in treaty-compliant jurisdictions. This helps investors navigate geopolitical realities, whilst maintaining consistency with international legal standards.

However, such exposure should be handled with caution. In markets like France, the Nordics and Germany, any nuclear weapons involvement, regardless of NPT status, may still be seen as incompatible with sustainable investing and trigger reputational or regulatory scrutiny.

As part of our stewardship efforts, we continue to monitor shifting expectations, support clients in navigating sensitive ESG issues, and ensure transparency between product labels and holdings, all of which are essential for financial system stability.

Minerva Decarbonisation and Green Revenue Framework

The Minerva Sustainability team has advanced its capabilities to offer [Solactive](#), our parent company, a comprehensive and forward-thinking climate index solution. Grounded in a robust framework of six thematic climate pillars, each designed to unlock decarbonisation potential, this offering empowers Solactive to co-create bespoke indexes that are both scientifically credible and strategically impactful.

Our approach integrates globally recognised methodologies, including the Paris-Aligned Benchmarks and the Transition Pathway Initiative, ensuring each index reflects the latest in climate science, regulatory alignment, and transition risk intelligence. These indexes go beyond traditional ESG scoring by embedding a deeper layer of insight, capturing sector-specific emissions trajectories, regional policy dynamics, and technological readiness across value chains.

For Solactive, this means a direct ability to:

- **Design custom climate indexes** that align with specific Net Zero targets, risk appetites, or thematic focus areas (e.g., energy transition, nature-positive outcomes, or industrial decarbonisation).
- **Access enhanced sustainability intelligence**, unlocking forward-looking indicators and benchmarking tools that support regulatory disclosures, investor engagement, and strategy development.
- **Shape policy-relevant outcomes**, as the index methodology supports scenario analysis and pathways that inform credible transition planning at both portfolio and policy levels.

This multidimensional framework does more than quantify climate alignment, it provides a practical, adaptable roadmap for climate leadership. Whether the objective is portfolio reallocation, benchmark innovation, or driving systemic change, Minerva’s custom climate index solution enables Solactive to lead with integrity, insight and measurable impact. The case study overleaf illustrates how our model is applied to analyse a company, showcasing the framework’s ability to assess climate transition readiness and performance.

Minerva Sustainability Increased Data Collection

We have significantly expanded our core stewardship research and data scope. Our latest research reports and enhanced voting guidelines on ESG and climate are designed to support our clients' Net Zero commitments and climate change stewardship goals.

The new data points added to our scoring system are related to:

- Lobbying;
- Human rights standards;
- Cyber-security/artificial intelligence (AI) standards; and
- Alignment with critical sustainability-related frameworks and standards, including TNFD, Global Biodiversity Framework, SBTN, TIDE, and ISSB.

As climate change presents a major source of systemic risks, potentially destabilising the financial system, Minerva Sustainability framework focuses on the identification and analysis of climate risks.

Case study: Green Business and Index Performance Review

The climate team conducts an annual analysis of public companies providing climate change solutions in order to give investors insight into the products and services provided by each company and understand the percentage of annual revenues that are derived from green, brown or neutral solutions.

This analysis can help investors understand how companies are changing over time, allows them to select companies that align with their values for green index or fund creation and provides useful data to support stewardship activities.

Here is an example of an energy production company that became a 100% green after disposing of its last thermal energy assets in 2021

Company X	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024
Total Green Revenue (%)	98.95%	98.97%	99.68%	100.00%	100.00%	100.00%
Total Brown Revenue (%)	1.05%	1.03%	0.32%	0.00%	0.00%	0.00%

The team also conducted a portfolio analysis for a client, providing an overview of company reporting of climate impact metrics across different segments of the portfolio. The analysis helped to highlight the progress and challenges of impact reporting across segments which can support stewardship and engagement.

Potential Avoided Emissions Reported by Segment

Segment	2019	2020	2021	2022	2023
Green Energy	60%	70%	75%	72%	70%
Green Transportation	20%	25%	22%	35%	38%
Water & Waste Improvements	45%	48%	45%	55%	58%
Enabling Solutions	35%	40%	45%	48%	42%
Sustainable Products	45%	55%	65%	68%	62%

UN Sustainable Development Goals Portfolio Alignment

ESG and sustainability-centric investment is predicated on understanding a wider range of systemic risks than the investment research process has traditionally considered. The UN Sustainable Development Goals (SDG) are an overarching framework which aims to show the interconnectedness of ESG and sustainability risks. While they are not all necessarily immediately investable, it is possible to identify the positive and negative contributions of global corporations towards the achievement of the Goals.

One of Minerva’s stewardship services, launched back in 2022, is our SDG Portfolio Alignment service. To build the foundations of this service, our expert stewardship team assesses sectoral impacts against each individual SDG. Economic sectors are defined using the EU’s NACE codes, and each sector is marked as having a positive, negative, or neutral impact upon the potential delivery of each individual SDG. The resulting heatmap, similar to the example provided below, is then used to assess clients’ portfolios for systemic risks.



Enhancing Voting and Engagement

Minerva conducts an annual review of our voting guidelines to ensure our services address ongoing and emergent systemic risks. For example, climate risk-related frameworks including TCFD, TPI and the ‘Just Transition’ have been integrated into our research, thereby supporting our clients in adapting their voting and voting-related engagement work to include systemic risk issues.

Partners for Sustainability

Minerva works with a select number of partners to help clients address market risks in a more holistic manner, including:

- **Engagement International (EI)** supports clients with bespoke ESG and Climate Change specific outreach and engagement across a range of issues. The EI team is based in Copenhagen and led by CEO Erik Alhøj. Erik has over 20 years’ experience of responsible investment. As one of the pioneers of responsible investment in Denmark, Erik has been a board member of DanSIF and CSR and has led hundreds of face-to-face engagement meetings with listed companies all over the world; and
- **Discern Sustainability (DS)** are experts in ESG, Investment and Stewardship Integration. Founded by Niall O’Shea, they have over 20 years’ comprehensive ESG experience across sectors, themes, asset classes and investment styles. DS provides clients with bespoke sustainability analysis, market and product advice, as well as leadership services.

Internally Accounting for Systemic Risks

Reporting our own Carbon Emissions

Once Minerva’s parent company, Solactive, began reporting their carbon footprint in 2021, discussions began for Minerva to do the same. Since 2022, we have been working together with a third-party climate footprint calculator, ClimatePartner. For 2025, Minerva is preparing a voluntary

TCFD/Climate Change report covering Scope 1, 2 and 3 greenhouse gas emissions data for 2024 compared to 2023, to demonstrate the company's efforts to reduce our carbon emissions. Also, the report will outline how Minerva discloses, identifies, assesses and manages climate-related risks within our own operations, as well as how we will support our clients in addressing these challenges.

Building Capacity for Sustainable Stewardship

In 2015, Minerva launched its sustainability governance research service to provide insights into the disclosures, processes and assurances of the world's largest 1,000 listed companies. Over time, we have grown our coverage so that every client has an opportunity to have their 'Say on Sustainability' at all the companies they own. In the past three years, we have undertaken six major steps to ensure that our services will continue to support sustainable stewardship in the years to come:

- I. Grown our sustainability team to map emerging risks and policy developments beyond traditionally understood concepts of ESG and controversial products;
- II. Developed new data storage and analytics tools;
- III. Extended ESG and sustainability training to all research analysts;
- IV. Enhanced our market communications on ESG and sustainability topics;
- V. Extended our research to include analysis of individual companies' climate transition plans; and
- VI. Developed an award-winning platform, enabling clients to seamlessly incorporate our data into their investment strategies, therefore allowing them to consider climate risk factors.

Memberships and Affiliations

Supporting and contributing to sustainable stewardship and voting on a global scale is a significant part of Minerva's business strategy. Minerva is closely involved with several key organisations and initiatives addressing systemic issues within the finance industry. We are either corporate or individual members or supporters of the following organisations and initiatives illustrated below:



In addition to these memberships, some examples of industry initiatives Minerva have participated in during 2024 are outlined below:

Global Principles for Sustainable Securities Lending (Global PSSL)

Sarah Wilson, CEO of Minerva, has been appointed as the group's strategic advisor to enhance sustainable securities lending by fostering broader industry engagement and emphasising accountability.

DWP Social Issues Taskforce

The Taskforce on Social Factors (TSF) was launched in February 2023 and published its guide for pension trustees on the identification and monitoring of social risks and opportunities of investments in 2024. Minerva CEO Sarah Wilson was appointed as a member of the TSF alongside other representatives from pension schemes, asset managers, data providers, cross-industry collaboration groups and civil society.

Minerva reviewed the guidance in order to ensure its voting guidelines and research reports offer comprehensive coverage of material social factors. Changes made in 2024 and 2025 have included updated voting guidelines on board gender and ethnic diversity, enhanced guidelines on shareholder proposals on social factors, such as anti-microbial resistance and the right to collective bargaining and freedom of expression, and enhanced coverage of company disclosure on the approach to human rights and use of artificial intelligence standards and frameworks. These developments compliment Minerva's existing coverage of social factors in our guidelines and research reports. Additionally, in recognition of income inequality as a key systemic social risk, Minerva is a data partner to the Fair Reward Framework (FRF). The FRF, the first-of its kind, asset-owner-led and free-to-access tool provides comparable data on how top companies pay their leaders, alongside key metrics putting the proportionality of pay practices in context across the whole firm.

Fair Reward Framework

Minerva played a pivotal role in supporting the [Fair Reward Framework](#), a free online tool that evaluates the pay and reward practices of the UK's leading companies. This collaborative effort, driven by the Church of England Pensions Board, Brunel Pension Partnership, People's Partnership, and Scottish Widows in partnership with the High Pay Centre, showcases the critical importance of Minerva's data in shaping insights on executive remuneration and corporate governance.

LGPS SAB Responsible Investment Advisory Group

Minerva provides support and insights in respect of stewardship and ESG issues to the UK's Local Government Pension Scheme (LGPS) Scheme Advisory Board (SAB) Responsible Investment Advisory Group ([RIAG](#)). In 2024, Sarah Wilson, CEO of Minerva, participated in discussions regarding the group's commitment to Net Zero and the proposed requirement for all pension schemes to develop credible transition plans aligned with the goals of the Paris Agreement.

Best Practice Principles for Shareholder Voting Research Group

The Best Practice Principles Group ([BPPG](#)) was formed to address a recommendation from the European Securities and Markets Authority ([ESMA](#)) that the shareholder voting research industry should seek to improve their transparency and institutional investors' understanding of the role and services they provide.

The BPPG also seeks to strengthen the market for stewardship services by promoting sound business practices and advocating the highest level of ethics and integrity. Minerva was a founding signatory to the BPPG and has been actively involved in the development of the Best Practice Principles for Shareholder Voting Research since February 2013. Our CEO, Sarah Wilson, currently sits on the BPPG Committee.

The Committee is responsible for handling comments and feedback regarding the Principles. It conducts regular reviews assessments of the Principles and oversees the development, issuance and analysis of consultations. Our statement affirming our commitment to the Principles can be found [here](#).

Net-Zero Financial Service Providers Alliance (NZFSPA)

In 2021, Minerva, together with its parent company Solactive, became founding members of the Net Zero Financial Service Provider Alliance ([NZFSPA](#)). As a founding member of the NZFSPA, Minerva has committed to achieving the Paris Agreement goals of ensuring the

maximum average global temperature rise of +1.5°C above pre-industrial levels by 2050. In 2022, the group established a permanent secretariat at the PRI and has been developing more detailed targets for each type of financial service provider within the alliance.

Net Zero Finance Service Providers Alliance - Commitments

- NZFSPA supports the UN's [Race to Zero](#).
- NZFSPA is comprised of 18 organisations providing services to investors and the wider financial market.
- Signatories include stock exchanges, credit rating agencies (CRAs); auditors; investment consultants; index and benchmark providers; together with ESG and stewardship service providers. Minerva's commitment to the NZFSPA can be found [here](#).
- Participants are aligned with a science-based Net Zero transition path.

Supporting Well-Functioning Financial Markets

Outside of industry initiatives, Minerva also aids the market in addressing systemic risks by actively participating in regulator consultations. Key examples of our consultation responses are provided below.

EURONEXT - Irish Corporate Governance Code Consultation

Minerva responded to the Irish Corporate Governance Code Consultation in July 2024, which [proposed replacing](#) the reliance on the UK Corporate Governance Code for Irish listed companies with a dedicated Irish framework. The new Irish Code draws heavily from the UK Code but seeks to reflect Ireland's position within the EU and its evolving regulatory ecosystem.

Minerva highlighted several concerns regarding proposed deviations from the UK Code, including the increase of the shareholder dissent threshold from 20% to 25%. Minerva emphasised that this change could undermine minority shareholder rights, advocating instead for a lower threshold of 10% as a more appropriate indicator of significant shareholder concern. Another observation raised in our response was focused on the proposed three-year "cooling-off" period for Non-Executive Directors (NEDs) who were former employees, recommending the retention of the longer five-year standard to mitigate conflicts of interest and enhance board independence.

Minerva also supported provisions aimed at improving transparency, such as the recommendation for comprehensive disclosure of board evaluation outcomes and audit committee independence. However, Minerva called for more stringent guidance in areas such as clawback reporting and the exclusion of excessive executive pension arrangements to maintain alignment with best practice.

Council of Institutional Investor (CII) - Voting results by share class

In May 2024, Minerva submitted feedback on the Council of Institutional Investors' proposed policy advocating for the breakdown of [voting results by share class](#). The proposal aimed to enhance market transparency by requiring public companies to disclose voting outcomes segregated by the class of shares held.

Minerva strongly supported this initiative, emphasising that disclosing votes by share class enables investors to evaluate the influence of different shareholder groups, particularly in dual-class share structures where voting power is unequally distributed. This transparency is crucial for maintaining investor confidence in corporate governance practices and ensuring that minority shareholder voices are visible and accounted for in company decision-making. Minerva urged for clear, standardised

reporting templates to minimise ambiguity and strengthen the utility of such disclosures for institutional investors.

PLSA (Pensions and Lifetime Savings Association) - Voting Guidelines

As in previous years, Minerva continued to provide insight and data to the Pensions and Lifetime Savings Association to support the ongoing development and update of their voting guidelines. The [Voting and Stewardship Guidelines](#) to be used in 2025 set out a framework on key issues that should be considered by pension schemes in their stewardship activities.

Systemic Risk and Financial Market Stability

Minerva believes it plays an essential role in identifying systemic risks through knowledge dissemination, as well as providing financial market support.

The Russian invasion of Ukraine obviously brought a great deal of uncertainty to the financial market. In response to this, Minerva worked with our clients to meet their proxy voting needs in order to account for the associated risks and opportunities. Our proactive and flexible approach assists investors to respond appropriately and quickly to the challenges and risks that such situations cause. Market uncertainty – an uncertain geopolitical and macroeconomic environment – presents a systemic risk for investors as companies navigate inflation, higher interest rates and a new 'America First' administration in the US. Due to these external factors, the G in ESG is an important consideration in ensuring boards are well positioned to provide effective oversight of material financial and sustainability risks and opportunities and protect the bottom line in an uncertain operating environment.

Minerva supports investors through its research and voting guidelines in considering a range of factors that are integral to ensuring well-composed and effective boards, including independence, diversity, skills

and experience, as well as director capacity and overcommitment. Additionally, for 2024 Minerva has enhanced its coverage of sustainable shareholder returns with the introduction of new guidelines on dividend cover and debt ratios.

In preparation for the 2025 peak season, we conducted our annual review of voting guidelines and introduced new questions to better address climate-related and other relevant issues, helping our clients more effectively identify potential risks.

Recent shifts in the U.S. discourse around DEI and Climate Change have not altered our approach to these critical topics. We continue to offer objective analysis and a consistent framework, enabling our clients to determine what aligns best with their individual investment strategies and fiduciary responsibilities. Our commitment is to support investors with the insights and flexibility needed to make informed decisions that reflect their values, risk tolerance, and long-term objectives.

It is widely recognised that climate risks have clear financial implications for institutional investors, which gives them a key role in driving the climate transition and engaging with investee companies. Market developments have:

- Increased awareness and demand for climate-related disclosures from companies in line with TCFD recommendations;
- Raised awareness and opportunities for investing in climate change solutions;
- Influenced and raised expectations on engagement, voting and lobbying around climate-related issues; and
- Strengthened the rules on social and environmental information that companies must report on in Europe through the European Union Corporate Sustainability Reporting Directive

Minerva has introduced new climate-related voting guidelines that examine the level of incorporation of climate-related performance criteria in executive remuneration, expanding on its established 'Say on Sustainability' framework. In recent years Minerva has also codified and clarified its voting guidelines on shareholder proposals on anti-ESG proposals. We also updated our approach to the provision of voting guidance on company resolutions seeking approval of non-financial information/sustainability reports and the appointment of the auditor for sustainability information.

However, alongside this momentum, there has been growing opposition to ESG initiatives and an increase in volume of “anti-ESG” shareholder proposals. In response to this development, Minerva updated its approach to the identification and analysis of shareholder proposals filed by “anti-ESG” organisations to more clearly differentiate between proposals filed by such organisations that would enhance company disclosures and practices and those that are considered “shadow proposals” with a political angle.

Minerva participates and contributes where we believe that we can add value with evidence-based insights. The outcome of our most recent initiatives has resulted in:

- Support and guidance in the development of the PLSA Voting and Stewardship Guidelines;
- Support and guidance on responsible investment policy development for Local Government Pension Scheme Funds;

- 'Net Zero' voting commitments; and
- Clarity around pooled fund split voting.

Minerva provides a well-balanced analysis of issues pertaining to clients' concerns to empower them to make informed decisions. From Minerva's perspective, as an active owner, investors have a chance to influence companies' conduct, making divestment a final resort strategy. The two case studies presented in this section illustrate how Minerva effectively guides clients in identifying ESG risks and opportunities.

In addition, Minerva diligently produces insightful ESG content for the industry, viewing it as a responsibility to share its expertise. Minerva's regulatory briefings look at new and emerging issues from the UK and Continental European perspectives. These are available on our website [here](#).

Our demonstrated response to market-wide and systematic risks confirms our compliance with Principle 4 of the Stewardship Code. As a result of this, we are also aligned to Article 3j 'Transparency of Proxy Advisors' from the [Shareholders Rights Directive 2](#) and both Principle 1 'Service Quality' and Principle 3 'Communications Policy' from the [Best Practice Principles for Shareholder Voting Research](#).

PRINCIPLE 5: SUPPORTING CLIENTS' STEWARDSHIP

Signatories support clients' integration of stewardship and investment, taking into account material environmental, social and governance issues, and communicating what activities they have undertaken

Supporting Client Stewardship Integration

Sustainable stewardship support is at the heart of Minerva's offering. Throughout the full stewardship value chain, Minerva's services are designed to enable institutional investors to achieve their sustainable stewardship goals. The following section outlines how our services support informed investor stewardship.

Minerva's clients are always in the stewardship driving seat. Our starting point is to understand what our clients consider material to them. All clients go through an onboarding process, which explores the key issues so that we understand how to implement each client's policy preferences. Concepts of materiality are informed not only by regulatory standards or agreed frameworks, but also by our own analysis of issues with reference to academic research. Everything we do, therefore, is grounded in a solid evidence base which is clearly articulated to our clients.

Vote Agency

Minerva is not a shareholder, nor does it solicit votes or seek to block votes for its own purposes. Rather, we manage the logistics of the AGM season by streamlining and automating the highly complex processes associated with shareholder voting. Our unique 'golden ballot' methodology manages over 10,000 company meeting notifications each year. All agendas are checked for legal validity, resolutions are classified, and research categories allocated to them. Daily portfolio holdings checks are performed with automated reconciliations across our clients' custodians.

At the end of the cycle, voting results are obtained to enable clients to understand the impact of their votes. All this information is fully transparent to clients through our user-friendly web platform. Additionally, our client-facing team members are in regular contact with clients to support them with the administrative tasks or issues associated with voting.

All of Minerva's clients have [custom voting policies](#) as standard, to reflect their individual preferences. Therefore, while our clients outsource the administrative, research and analytical functions to us, our role as a facilitator of stewardship means that clients are always in the driving seat.

Voting guidance is advisory and based on each client's predetermined concerns. Moreover, when clients also use our integrated issuer engagement letter module, it means that when voting instructions are passed down the chain, or in some cases directly to the meeting, it is clear to their investee companies that it is the client who is the 'fiduciary steward'. We maintain a comprehensive series of audit trails to demonstrate that the key stages from meeting agendas through to lodgement have been transacted as per client specifications.

Annual voting policy reviews are undertaken through a mixture of client outreach, desk-based research, and academic research. All clients are offered a one-to-one meeting with our stewardship team to evaluate their individual concerns or preferences.

Pooled Fund Split Voting

The [unique architecture](#) of our voting platform enables asset owners and managers to steward their assets jointly through the application of bespoke templates and advanced algorithms for asset ownership reconciliation. We have been providing split voting services since 1996, but only recently has the wider market become aware of the concept of 'Expression of Wish'.

Sustainable Securities Lending

Minerva supports clients who have expressed a desire to adopt a nuanced approach to stock lending by providing tools and data which enable them not only to take sustainability and voting considerations into account with regard to asset lending and recall decisions, but to execute their decisions in line with their stewardship commitments.

Research Reports

Our governance, remuneration and sustainability [research reports](#) make a valuable contribution to stewardship and engagement by providing clients with the deep dive information needed to support their stewardship expectations. Voting guidance is supported by comprehensive and in-depth governance, remuneration and sustainability profiles based on leading good practice indicators. Granular audit trails of data sources are provided, down to the relevant page reference.

Stewardship Consulting

Clients value the support we can give them in developing their stewardship policies and processes in line with new regulatory and best practice developments. Through our Stewardship Team, we provide a range of policy consultancy services to investors, including climate risk stewardship, implementation statements, as well as Stewardship Code statement support.

Stewardship Monitoring and Benchmarking

Not all clients vote their shares themselves. Therefore, to help asset owners we provide a comprehensive stewardship benchmarking service which consolidates their managers' voting disclosures with a

comprehensive analysis of activities to identify potential opportunities for closer alignment with clients' values.

Engagement

Minerva's clients have strongly expressed preferences for undertaking their own engagement directly with issuers. Our role, therefore, is to facilitate that process with expert insight, high quality data and appropriate software systems to make the engagement process as successful as possible. We provide this service through offerings such as our [Sustainable Governance Reports](#). Our platform also allows us to support our clients with bespoke engagement letters automatically sent to companies on their behalf, which set out why the client has voted in a particular way.

Custom ESG Indices

To support the allocation of capital towards more sustainable outcomes, Minerva works closely with Solactive's product development team and provides bespoke ESG data screens covering a range of taxonomy-aligned data points.

Communicating with our Clients

As highlighted under our response to Principle 1: Purpose, Strategy & Culture of the Stewardship Code, communication is a core value of our business culture. We continually engage with our clients, giving them ample opportunity to communicate with us to identify their requirements, as well as providing feedback on our services.

Method and Frequency of Communication

Clients have access to dedicated account managers during UK business hours, who receive all incoming enquiries. The account managers are the first points of contact for these queries, which are then routed internally to the appropriate specialist. Operational voting queries are routed in the first instance to our Voting Manager; research queries are routed to the appropriate Research Manager (Governance, Remuneration, Sustainability or Data). Client service support queries submitted by email

are responded to within a 24-hour timeframe, and on a same day basis wherever possible.

Live technical support is also available on Minerva’s dedicated client platform during UK office hours. Responsibility for follow up on those queries will be dependent upon the nature of the query (complexity and urgency). Additionally, IT-related queries (e.g. queries about platform tools) can be sent into our support email address.

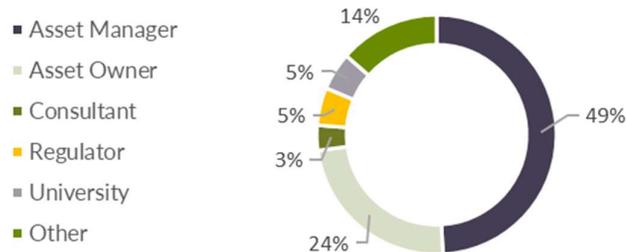
Minerva’s Stewardship Team is also on hand to assist clients with ad-hoc requests. We use group emails to ensure that the entire team is aware of any issues, and these are routed to our Client Relationship Management platform to provide a comprehensive audit trail. The account management and stewardship teams are based in Minerva’s Head Office in Witham, UK.

Client Base

Minerva provides various services for clients who are responsible for the management of assets valued in excess of GBP 11.3 trillion. While Minerva’s primary client base is in Europe, we also provide services to clients in Japan, Taiwan, South Korea and the US.

A breakdown of the types of clients to whom Minerva provides its services is shown below:

Client Base Breakdown



Client Views and Feedback

As part of our client service offering, Minerva conducts client service review meetings on an annual basis. These meetings serve as an opportunity to provide our clients with service metrics as to how Minerva has performed over the previous year, as well as enabling discussions around any areas for development or potential changes in service levels for the forthcoming year, for example, changes to a voting template. These service review meetings are generally conducted online but can be held in person at the client’s request. Prior to the meeting, an agenda is circulated within Minerva’s Stewardship Team and to the client.

Example agenda items are listed below:

- Update from client on stewardship activity and expectations;
- Update from Minerva (to include, for example, business, people and processes);
- Service metrics and feedback from client;
- Market observations with regards to voting which would impact client’s voting guidelines;
- Any changes to client’s voting template; and
- Governance: update on ownership and costs for next year.

Any outcomes from the meeting are noted and followed up where required. Meeting notes are also entered into Minerva’s Client Relationship Management system.

Service metrics allow Minerva to form an objective view on our performance and whether our clients are being appropriately supported. Furthermore, all client support requests are logged from the point they are raised and are then closely monitored by the client servicing manager until they are resolved to the client’s satisfaction.

Client feedback also gives Minerva the opportunity to further improve our offerings, whether existing or through the development of new products or services. For example, Minerva’s clients identified a few

minor areas within Minerva’s online client portal, where enhancements could enable the client to use the portal more effectively. Minerva acted swiftly to ensure these amendments were completed to further improve our clients’ experience.

Minerva Briefings

Our Communications Manager ensures that our clients receive all the latest webinars, news briefings, and blogs. We now host our webinars on YouTube, covering a variety of topics, regarding the latest developments in ESG investing and stewardship. As an example, one webinar focused on sustainable securities lending, bringing together several speakers from across the financial sector to discuss how investors can be responsible for their lending.

We provide clients with policy ‘Briefing’ notes on a range of topics which are evidence-based. These notes summarise key issues or developments that we believe are of interest and relevance to our clients and contain our views and comments on such developments. As experts in this area, these avenues provide us with the opportunity to share our knowledge and analysis of these topics with our clients.

Over the past few years, we have shared briefings on the topics shown below. These briefings are then distributed through multiple mediums, including webinars on YouTube , on our website, newsletter subscription, client’s platform and social media. Minerva’s growing library of webinars serves our clients and the wider finance community, acting as a platform for discussion of important and emerging issues facing investors. Webinars aired in the past include:

- 2023 Proxy Season Review
- 2023 Proxy Preview: ESG at the crossroads
- Sustainable securities lending - the next greenwashing scandal in the making?
- Sustainable Stewardship and SDG Alignment



Effectiveness of Client Communication

Minerva has dedicated account managers who play a critical role in delivering primary client support, overseeing implementation management, and providing assistance in business development. By establishing effective and ongoing communication channels between clients, relevant stakeholders and Minerva, the account managers ensure positive onboarding experiences and successful project completions. Their close client relationships and regular 'check-in' calls enable them to discern and address clients' needs effectively.

Regular interaction between the account managers and clients occurs through various media such as emails, phone calls, and meetings, with all communications documented in our customer relationship management (CRM) tool. Emails are automatically logged into the CRM, while meeting and phone call notes are diligently recorded. Clients are encouraged to copy in the account manager in all email communications with the company, ensuring their comprehensive awareness and proactive involvement in all client-related matters.

This proactive approach allows the account manager to intervene and guide clients to the appropriate department if initial contact is misdirected.

Effective communication channels, facilitated by the account manager and including direct interaction with relevant teams are available Monday to Friday (and Saturdays during peak seasons), and contribute to the efficiency of client communication. Clients have direct access to the teams responsible for Voting, Stewardship, IT and Reporting.

The comprehensive log of all communications serves as a valuable resource for the account manager to review and address issues encountered throughout the year. This aids in ensuring that responsible parties are well-informed about how concerns were addressed and resolved in the best interest of the client.

The following case study below demonstrates how Minerva has incorporated client feedback and implemented actions to enhance various aspects of our service.

Case Study: Enhancing internal processes following client feedback
<p>During a routine client service review meeting in January 2025, a client's feedback highlighted a concern regarding a vote that had been missed. This had occurred as Minerva had not disseminated crucial information in sufficient time for the client to act. As a result, an internal investigation was conducted. This highlighted the need for enhanced communication to the client from the Voting Team to ensure this would not reoccur in the future.</p> <p>Based on the findings of the internal investigation, Minerva implemented new measures to address the issue and ensure timely communication, acknowledging the importance of meeting deadlines. These measures include the involvement of the relationship managers in such situations, to both ensure efficient communication and remove some pressure from the Voting Team in busy times such as peak season.</p> <p>This case study demonstrates Minerva's dedication to acting on client feedback. By listening to clients and taking meaningful action, Minerva strengthened its relationships and enhanced client confidence in its services. Through continuous improvement and proactive measures, Minerva remains committed to delivering exceptional service and meeting client expectations.</p>

Evaluation of the Effectiveness of Client Communication

Regular ongoing contact, coupled with the annual service review meeting with our clients, helps us to understand their needs and to evaluate whether we are meeting their expectations. The regular contact allows us to re-evaluate our approach should that be needed, and to react quickly when client requirements evolve naturally.

In 2024, during the annual Minerva meeting, clients were encouraged to provide feedback on what worked well and to highlight areas for improvement in the year ahead. Minerva also conducted an evaluation of our communication efforts to identify any potential areas for

enhancement. Overall, the feedback from the meeting was very positive and helped us refine several processes that were flagged for improvement.

Summary

Minerva constantly monitors clients' views, feedback and changing needs. The analysis of Minerva's service performance shows the positive impact of our investment in training and process enhancements, guided by both client feedback and Minerva's internal procedures. This rigorous effort has yielded a notably high level of effectiveness in serving our clients. That said, Minerva continually strives to improve its effectiveness in this area to ensure that its communication continues to serve the needs of its clients, and that we react to any additional requirements.

Client Feedback and Evaluating Communication Effectiveness

We believe that understanding our clients' views and needs is essential to delivering exceptional work and enhancing our services to better meet their expectations. Accordingly, in 2024, we conducted an internal consultation to gather client perspectives on recent market developments and key ESG factors. The insights gained will help us shape the development of our services, voting guidelines and reports to ensure they align with client preferences and policies.

We have placed strong emphasis not only on enhancing our services but also on evaluating and reflecting on their effectiveness. Over the reporting period, we carried out regular engagement activities, including ongoing check-ins, annual formal meetings, and the distribution of surveys, to assess how well our services were meeting client needs.

To measure the effectiveness of our client engagement, we systematically tracked participation metrics such as the number of client meetings held, engagement rates with our briefings and news articles, and survey response rates. We also monitored engagement outcomes,

evaluating both the quality of feedback received and the number of actionable items generated from client input.

As a result of these evaluations, we made several enhancements to strengthen our stewardship activities. For example, to improve survey participation rates, we introduced shorter, more targeted surveys and increased the use of personalised email communications to encourage greater engagement.

Through this ongoing process of reflection and evaluation, we ensure that our methods for understanding client needs and communicating with them remain robust, inclusive, and responsive to evolving expectations.

In terms of key statistics, Minerva has achieved the following:

Data Point	2024
Meetings logged	10,442
Resolutions coded	106,198
Companies analysed	8,804
Research reports written	12,061

The Minerva database is a comprehensive, independent archive of objective governance data, and we are extremely proud of our close links with scholars who use our data in the creation of world-class high-impact academic research.

Since December 1995, Minerva has:

- Analysed 157,723 meetings
- Logged over 1.5 million resolutions
- Reviewed the biographies of 307,908 directors
- Captured voting results for over 114,051 meetings

As a result of our reporting on the Stewardship Code Principle 5, we are also aligned to Article 3j 'Transparency of Proxy Advisors' from the [Shareholders Rights Directive 2](#) and both Principle 1 'Service Quality' and Principle 3 'Communications Policy' from the [Best Practice Principles for Shareholder Voting Research](#).

PRINCIPLE 6: REVIEW AND ASSURANCE

Signatories review their policies and assure their processes.

Policy Review Processes

Minerva's management system is based on [ISO9001 quality management principles](#) which covers seven key areas:

- Customer focus;
- Leadership;
- Engagement of people;
- Process approach;
- Improvement;
- Evidence-based decision making; and
- Relationship management.

All aspects of our workflows are comprehensively documented, and our central knowledge management system is supplemented by continuing professional development.

Examples of controls and checks for our vote agency service include:

- Agenda procurement;
- Annual report publication;
- Sustainability report publication;
- Data quality controls – automated and manual oversight; and
- Pre-publication research report checking.

We undertake systematic reviews of all aspects of our business on a range of timescales, from daily monitoring of agenda availability, through to annual voting policy reviews.

Minerva's senior executives are closely involved in product delivery and service quality is a standing item at board level meetings. Each team has a comprehensive assurance framework for monitoring quality standards to ensure any service gaps are addressed and there are regular team meetings between the directors and department heads.

Furthermore, as discussed under Principle 2: Governance, Resources & Incentives, Minerva conducts an annual review of our voting policy guidelines based on the following methodology:

Guideline update

Minerva conducts an annual review of global good practice developments for each market in coverage.

Client consultation

Clients receive a comprehensive report of planned voting guideline updates for the year ahead. If a client wishes to either propose new guidelines or customise any of the proposals, they are given the opportunity to do so.

Guideline implementation

Minerva's updated voting guidelines with client-specific customisation are implemented inside our proxy voting platform.

Review

Minerva engages clients throughout the year should they wish to make changes to their custom voting policy or request the addition of new guidelines in the next annual review.

Audit and Assurance

Minerva has an established internal audit procedure aligned with good quality management principles. We aim to ensure that internal audits are conducted with due professional care, integrity and independence. All conclusions derived from the audit are based upon objective and traceable evidence. Where any processes are found to be deficient, recommendations will be made for an improvement.

Minerva's operational process and procedures are tightly controlled and documented, and we ensure the separation of roles and responsibilities. Comprehensive internal controls separate functions so that only authorised employees have access to client data. All our procedures are documented, and key processes are subject to internal audit. Dual sign-off for activities is also a central protection. Our production process is supported by a comprehensive business process control platform to enable smooth teamwork and collaboration.

An audit of our quality management system (QMS) is conducted at planned intervals to:

- Determine whether the QMS conforms to planned arrangements;
- Determine whether the QMS is properly implemented and maintained; and
- Provide information on the results of audits to Senior Management.

Internal auditing is undertaken at least once annually. Audits may be completed with a greater frequency if determined by the IT Director or as determined by:

- Quality system requirements;
- Client complaint;

- Quality objectives/policy;
- Corrective actions;
- Statutory/legal requirements;
- Management decisions;
- Concerns raised by third parties;
- Employee concerns; or
- Management review concerns.

We welcome our clients to refer their auditors to us for review of our processes and audit trails, as our system is already equipped with that functionality. Available process control points for audit include the date of receipt of meeting notice, upload of agenda onto our system, completion of agenda analysis to enable allocation of relevant customer voting policy questions to each ('attaching guidelines'), the status of research process (in production; editing; published) as well as date of production of reports, the status of vote confirmation from client (Not Amended; Amended; Confirmed), are all available in our platform at any point in time.

We use many of these control points as parts of our own continuous improvement monitoring process, enabling us to monitor the efficiency of each part of the process, including logging new meetings, data input (including breakdown by financials, governance and remuneration), guidelines attachment (broken down by governance, remuneration and sustainability), research report production (for each of the Governance, Remuneration and Sustainability reports) and report editing for each of the three types of report as well. Each of the above is time/date-stamped and records the analyst responsible.

The control points and process employed facilitate managers and Team Leaders to recognise and rectify issues. This strategy has proven effective

as it enables the identification and resolution of issues on an ad hoc basis, promoting efficient internal audit control.

Minerva also emphasises the significance of client feedback in our ongoing efforts to enhance our services and meet their needs. The annual review meeting follows a standardised format for all clients to evaluate the services we have agreed upon. This annual meeting allows us to assess our processes and strategies based on client input.

Combining internal audits with client feedback enables us to confidently assure the efficiency of our processes.

Minerva has also achieved FSQS certification, demonstrating compliance and risk assessment standards required by financial institutions.

This certification enables us to have:

- Trusted Supplier Status – Minerva is recognised as a pre-qualified and compliant supplier for banks, financial services, and other regulated entities;
- Regulatory Compliance – the certification ensures that Minerva adheres to financial industry regulations, data protection laws, and risk management protocols;
- Enhanced Credibility – holding FSQS accreditation strengthens Minerva’s reputation in the financial sector, making it easier to work with high-profile clients;
- Operational Efficiency – the certification streamlines the onboarding process with financial institutions, reducing the need for repeated due diligence checks; and
- Risk Management and Security – certification demonstrates that Minerva has strong financial stability, cybersecurity measures, and business continuity plans in place.

During 2024, a review of the Risk Assessment and Business Impact was conducted to evaluate and update our understanding of potential risks and their impact on business operations.

One notable improvement identified during the review was the transition from individual servers to a clustered setup of new, more resilient in-house and remote servers. This change significantly enhances our infrastructure by introducing automatic synchronisation between systems, which reduces the risk of data loss, improves system availability, and enables faster recovery in the event of a failure. By moving to a cluster-based architecture we have increased redundancy and minimised single points of failure, ensuring that critical services can continue to operate even if one server or location experiences an outage. This shift represents a strategic upgrade aligned with our business continuity and disaster recovery objectives. Also, as part of our internal audit and assurance assessment, we reviewed and updated both the Policy and the Procedures of Business Continuity, which outlines how Minerva will continue operating during an unplanned disruption in service. It ensures that critical business functions can keep running or be quickly restored after emergencies like natural disasters, cyberattacks, power outages, or pandemics.

Vote Agency Platform

Minerva’s award-winning vote management platform, [Manifest.info](https://manifest.info), has a number of dedicated pages focused on audit. Clients can view and download real-time reports of all votes submitted as well as details of portfolio holdings reconciliation. These pages enable full management and oversight of the process from receipt of meeting notice to submission of voting instructions. This includes the production status of issuer research for upcoming voting events, as well as the date and identity of client confirmation of votes and their dispatch by Minerva.

Settled portfolio holdings positions are captured from client custodians daily to ensure that our clients have a comprehensive picture of their

voting queue. The messages are exchanged through secure file transfer and include, where relevant, information relating to stock lending. All records in the system are time, date and user ID stamped for comprehensive audit trails.

During the busy 'Peak Season', time is of the essence. For this reason, Minerva does not rely on overnight batch processing. Instead, agendas are added to the voting queue in real time throughout the working day to ensure the timeliest delivery possible.

Uniquely, Minerva operates a 'Golden Ballot' methodology. This means that one agenda is used to create all client voting positions based on their legal ownership. Once an agenda has been translated, coded and released, a sophisticated algorithm checks all client settled holdings positions (which have been obtained directly from their custodian) to identify stockholders.

Minerva's proactive 'Golden Ballot' methodology is proven to be faster, more accurate, and because it uses less computing power overall, more environmentally friendly.

Our voting platform keeps all records of voting, engagement, and research processes in a unified, real-time proprietary database. This setup allows for complete adaptability in meeting reporting requirements. This is one of the key advantages of the Minerva platform: that it is operated on a single database system to reduce errors associated with manual data transfer.

Minerva provides both standardised and tailored governance ratings for companies, encompassing our Governance, Remuneration, and Sustainability reports. Fund-level ratings are also offered. The research methodology guarantees a consistent analysis of companies according to voting guidelines. The reports offer insights into each meeting resolution and other relevant issues as part of our due diligence process, following our report production methodology. Stringent processes are in place to ensure consistency and quality.

Every research output undergoes a thorough review by a minimum of two individuals, adhering to our quality control standards and client specifications. In the rare event of disagreement, the matter is escalated to managers and directors for resolution.

The annual voting policy review serves to affirm that our reporting quality adequately supports clients in their voting decision-making. Having all records in one place with previous years' voting, research, and issuer engagement activities also helps pinpoint issues highlighted in reports and during interactions with individual companies.

Stewardship Reporting: Fair, Balanced and Understandable

Minerva offers a comprehensive range of operational and legally required reports related to voting activity. These reports adhere to transparency standards and best practices, including SEC, SRDII, PLSA, GRI, Stewardship Code, and PRI reporting requirements.

Custom Reporting Solutions

Minerva's expert Stewardship Team provides customised web and narrative reports upon request, providing clients with detailed insights into the companies on which they have voted.

These reports serve a number of purposes, including:

1. Satisfying board meeting reporting requirements - providing customised narrative and adding visual elements such as charts, graphs and tables to the reports which are available on an annual, semi-annual or quarterly basis;
2. Internal audit reporting - via online-accessible reports from Minerva's platform;
3. Enabling clients to meet legal requirements for voting disclosure - facilitating seamless integration of interactive voting results, establishing a link between our database and a client's website based on their unique needs and preferences; and

4. Making additional reporting options available by aligning client investments with the Sustainable Development Goals (SDGs) and the commitment to achieving 'Net-Zero' outcomes.

The reports undergo internal review by various levels of management and clients prior to publication, ensuring their balance and comprehensibility.

Minerva leverages the expertise of its teams to ensure that its stewardship reporting is fair, balanced and understandable. The 2023 Stewardship Code report was shaped by valuable feedback from the FRC, laying a strong foundation for this year's submission. The 2024 report builds on that groundwork, thoughtfully updated to reflect the progress, developments, and changes we have undergone over the past year.

To ensure that the document provides a fair and balanced statement of Minerva and its activities in 2024, information for specific sections of the report was provided by the relevant team managers. The report has been thoroughly reviewed to ensure that the language used is understandable and concise, leveraging Minerva's expertise in producing client reports. The final draft was reviewed and approved by senior managers to help ensure both the accuracy and clarity of the information. The report is approved and signed by Minerva's Chief Executive Officer.

Reporting Accessibility

Ensuring data accessibility is a priority for Minerva and we enable a broad client audience to utilise the reports that we generate. We diligently adhere to the accessibility regulations which bind our clients, thereby guaranteeing inclusivity and usability for everyone

Audit of Voting Process

Minerva operates a quality management system which monitors key elements of the entire vote lifecycle. For both internal and external

clients' purposes, we audit our internal controls and produce a report that is provided to directors that includes:

- Percentage of votes lodged as a proportion of possible votes;
- Percentage of missed votes;
- Timeliness of research report production to support clients with voting; and
- Reasons for missed votes (e.g. stock sold after the record date, stock acquired too close to meeting, etc.).

Minerva has robust internal control and audit arrangements through our platform that are available to facilitate external audit's scrutiny of internal controls.

All voting records are available in real time so that clients, their compliance teams and auditors have a transparent window on the entire process.

Best Practice Principles Reporting

Minerva is a fully compliant signatory of the Best Practice Principles for Shareholder Voting Research.

The Best Practice Principles Group (**BPPG**) was formed to address a recommendation from the European Securities & Markets Authority (**ESMA**) that the shareholder voting research industry should seek to improve their transparency and understanding of the role and services they provide. The BPP oversight committee serves as an external auditor, conducting an [annual independent review of the monitoring of the Best Practice Principles](#) and the public reporting of each BPP Signatory. Consequently, Minerva's transparency and service quality are reviewed annually through the submission of our compliance statement to the Group.

Continuous Improvement Based on Review and Assurance Feedback

Minerva has established a comprehensive framework that utilises both internal and external assurances to effectively identify and mitigate risks. This framework also encourages a culture of accountability and continuous improvement. Further, by providing transparency and offering our clients the opportunity to audit our services, Minerva encourages trust and strengthens the bond we have with our clientele.

Each year, we conduct a review of our research and voting guideline process. Minerva's annual voting guideline review ensures that we are responsive to evolving good practices and that our services offer the most relevant and thoughtful approach to stewardship and voting. The voting review is a comprehensive analysis of global governance codes, investor best practices, academic research, client feedback and market developments. From this, we identify which of the voting policy questions and research report components require pre-season updates. In Principle 1: Purpose, Strategy & Culture, we have provided a table showing new guideline updates for 2024 as part of our post season review.

Minerva is also able to provide reporting in a variety of formats, according to the client's needs, including adhering to the UK disability accessibility report standards. In terms of external assurance, the [BPPG](#) provides confirmation of adherence to the principles.

Driven by client feedback and grounded in our culture of proactivity and adaptability, we are committed to the ongoing development of our services and systems. We don't view feedback as a one-off checkpoint but as an integral part of our evolution. Our platform is in a state of constant refinement; not only in response to the dynamic demands of our industry, but also because we firmly believe that true partnership means anticipating and adapting to our clients' needs. This philosophy ensures that what we offer today is always better than what we offered

yesterday. This philosophy extends beyond platform improvements, it also shapes the way we design our services and approach data collection, ensuring that every aspect of what we do remains relevant, responsive, and client focused.

Minerva's compliance with the UK Stewardship Code Principle 6 is aligned with our commitment to 'Article 3c 'Facilitation of the exercise of shareholder rights' from the [Shareholders Rights Directive 2](#) and Principle 1 'Service Quality' and Principle 3 'Communications Policy' from the [Best Practice Principles for Shareholder Voting Research](#).

CONCLUSION

Whilst this document has been written primarily with the FRC Stewardship Code in mind, there is an intersection between the Code principles and the Shareholders Rights Directive II, together with a number of voluntary or regulatory principles in the broader ESG space, for example, the Principles for Responsible Investment. Where possible we have synthesised our response to meet the needs of these frameworks.

To assist readers of this document, we have provided a summary table which shows the relationship between the three principal frameworks that apply to Minerva: The Stewardship Code, the Shareholder Rights Directive and the Best Practice Principles for Shareholder Voting Research.

Minerva Analytics Ltd
April 2025

For more information about Minerva's approach to sustainable stewardship, please get in touch by either email or telephone.

Telephone: +44 (0)1376 503500
Email: hello@minerva.info
Website: www.minerva.info

Better Stewardship, More Sustainable Outcomes

We recognise that our clients are the providers of risk capital to the financial system and wider economy. Their goal is to deliver long-term sustainable returns for their underlying clients, beneficiaries and indeed, society at large. We believe that effective stewardship supports those objectives, and we welcome the opportunity to support those goals with data, software, informed insight and attentive client support.

The shareholders, directors, managers and staff of Minerva therefore remain fully committed to offering our clients a best-in-class stewardship support service.

CODE ALIGNMENT

Stewardship Code 2020	Shareholders Rights Directive 2	Best Practice Principles for Shareholder Voting Research
Principle 1: Purpose, strategy and culture	Art 3j: Transparency of proxy advisors	Principle 1: Service Quality
Principle 2: Governance, resources, and incentives	Art 3d: Non-discrimination, proportionality, and transparency of costs Art 3j: Transparency of proxy advisors	Principle 1: Service Quality Principle 3: Communications Policy
Principle 3: Conflicts of interest	Art 3j: Transparency of proxy advisors	Principle 2: Conflicts of interest management
Principle 4: Promoting well-functioning markets	Art 3j: Transparency of proxy advisors	
Principle 5: Supporting clients' stewardship	Art 3j: Transparency of proxy advisors	Principle 1: Service Quality Principle 3: Communications Policy
Principle 6: Review and assurance	Art 3c: Facilitation of the exercise of shareholder rights	Principle 2: Conflicts of interest management Principle 3: Communications Policy

NORMATIVE REFERENCES

[Stewardship Code 2020](#)

[Shareholders Rights Directive 2](#)

[Best Practice Principles for Shareholder Voting Research](#)

BPPG PRINCIPLES ALIGNMENT

	Company Name	Minerva Analytics Ltd	
	Registration Office	9 Freebournes Court, Newland Street, Witham, Essex, CM8 2BL	
	Contact Person	Sarah Wilson, CEO	
	E-mail Address	hello@minerva.info	
Guidance		General Information	
Available Options: Yes, No, Not Applicable (N/A), Not Disclosed (N/D)		Comply	Details
Principle 1 - Service Quality: Signatories provide services that are delivered in accordance with agreed client specifications. Signatories should have and publicly disclose their research methodology and, if applicable, “house” voting policies.			
1.2. Responsibilities to Clients	Services provision in accordance with agreed specifications	Y	Pages 22-23 + 35
1.3. Quality of Research	Relevance, accuracy and review of voting research and analysis by appropriate personnel prior to publication	Y	Pages 14-23
	Demonstration of a reasonable and adequate preparation standard of reports, analyses, guidance and recommendations	Y	Page 22 (KPI table)
	Systems and controls in place to ensure the reliability of the information used in the research process	Y	Pages 44-46
	Retention of records of the data sources used for the provision of services to clients	Y	Pages 46-48
	Adequate verification or double-checking of the quality of research provided	Y	Pages 12 + 44-48
1.4. Research Methodology	Transparency regarding the research information provided to clients, including, when applicable, dialogue with issuers or shareholder proponents	Y	Pages 20 + 36-37
	Disclosure of a general approach that leads to the generation of research	Y	Pages 15-17
	Disclosure of the information sources used	Y	Pages 4 + 5 + 15 -16
	Disclosure of the potential consideration of local conditions and customs	Y	Pages 14-17

1.5.a. Shareholder Policies	Disclosure of any existing custom policies	Y	Pages 17 + 18
1.5.b. Signatory Policies	<ul style="list-style-type: none"> • Disclosure of any existing signatory or benchmark or house voting policies • Disclosure of the consideration of any explained from issuers deviations from comply-or-explain corporate governance codes • Disclosure of the inclusion in research of any corporate transactions and/or ESG-Sustainability matters 	Y	Pages 15-20
	Explanation of how voting policies are developed and updated	Y	Pages 17-19
	Incorporation of feedback in benchmark policies development	Y	Page 15
	Annual review of policies	Y	Pages 18-19
1.6. Employee Qualification & Training	Educated, skilled, competent and experienced staff	Y	Pages 10-14
	Staff training on the relevance and importance of their activities	Y	Pages 12-14
	Disclosure of control exercised over any outsourced procedures	Y	We align with ISO 9001 quality management standards.
1.6. Employee Qualification & Training	Disclosure of operational arrangements for the provision of services	Y	Pages 1-7 + 10-13
1.7. Timeliness	Provision of adequate and timely services, subject to the availability of source information and intermediary constraints	Y	Page 22 (KPI table)
	Use of the most up-to-date information available when delivering services	Y	Page 19
1.8. Complaints & Feedback Management	Existence and disclosure of policies for managing and responding to complaints, comments or feedback about services provided	Y	Pages 20-21
1.9. Client & Supplier Understanding	Notification of clients of the scope of the services provided, as well as any known or potential limitations or conditions that should be taken into account in the use of signatory services	Y	Pages 36-38
	Provision of a framework that enables clients to fulfil their due-diligence requirements	Y	Pages 35-38
1.10. Client Disclosure Facilitation	Assistance to clients, upon request, with disclosure issues relating to the clients' discharge of stewardship responsibilities	Y	Pages 36-38

Principle 2 - Conflicts of Interest Management: Signatories should have and publicly disclose a conflicts-of-interest policy that details their procedures for addressing potential or actual conflicts of interest that may arise in connection with the provision of services.			
2.1 Introduction		Y	Page 24
2.2. Conflicts of Interest Policy	Conflicts-of-interest policy in place	Y	Page 24
2.3. Possible Conflicts for Consideration	List of potential conflicts	Y	Page 26
2.4. Conflict Management & Mitigation	Transparent policies and procedures	Y	Pages 24 - 26
	Code of ethics	Y	We have equivalent: Standard of Conduct and Performance Policy
	Division of labour	Y	Page 24
	Employee recusal	Y	Pages 25-26
	Firewalls/IT systems and controls	Y	Pages 43-44
	Information barriers and ring-fencing	Y	Page 24
	Independent oversight committees	N/A	Research policy is agreed by the management board
	Physical employee separation	Y	Pages 24-25 (Research analysts are physically separated from other activities in the company)
	Separate reporting streams	Y	Page 24
2.5. Conflict Disclosure	Disclosure of any existing material conflicts to the relevant client and management of the conflicts as further detailed in the signatory's respective policy	Y	Page 26

Principle 3 - Communications Policy: Signatories should have and publicly disclose their policy (or policies) for communication with issuers, shareholder proponents, other stakeholders, media and the public.			
3.1. Introduction		Y	Page 35
3.2. Dialogue with Issuers, Shareholder Proponents & Other Stakeholders	Policy for dialogue with issuers, shareholder proponents, other stakeholders, and their advisors in place	Y	Pages 35-42
	Communication in the research reports of the nature of a potential dialogue and possibly of the outcome of that dialogue	Y	Pages 20-22 + 40-41
	Disclosure of the circumstances under which such dialogue could occur	Y	Pages 20-21 + 37-41
3.2. Dialogue with Issuers, Shareholder Proponents & Other Stakeholders	Disclosure of ways to verify the information used in the research analysis	Y	Pages 17 + 44-45
	Disclosure of a potential mechanism to review research reports or data used to develop research reports prior to publication to clients	Y	Pages 44-48
	Disclosure of procedures for avoiding receipt of privileged, non-public information	Y	Page 26
	Disclosure of procedures for managing privileged, non-public information in cases where such information is received	Y	Page 26
	Disclosure of steps taken to protect signatories and their employees from undue pressure or retaliatory actions arising from the delivery of services	Y	Page 20
3.3. Dialogue with Media & the Public	Policy for dialogue with media and the public in place	Y	Page 26
	Disclosure of signatory's employees who are permitted to make comments to the media	Y	Page 26
	Disclosure of a policy toward the publication of public recommendations (if made) on any particular resolution prior to the publication of their reports to clients	Y	Page 26