

### Section 172(1) statement and statement of engagement with other stakeholders, including employees

The directors provide the following statement pursuant to the Companies Act 2006 (as amended by Companies (Miscellaneous Reporting) Regulations 2018) (the “**Act**”) to describe how they have acted in accordance with their duty under section 172 of the Act (“**Section 172**”) to promote the success of the Company for the benefit of its member(s) as a whole, and in so doing, how they have had regard to those factors set out in Section 172(1) (a) to (f) during the financial year.

Furthermore, in compliance with the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 (as amended by the Companies (Miscellaneous Reporting) Regulations 2018), the directors provide the statement which follows to describe how they have engaged with employees and had regard to employee interests and the need to foster the Company’s business relationships with suppliers, clients and others, and in each case, the effect of that regard, including on the principal decisions taken by the Company during the financial year.

Section 172 requires a director to have regard to the following matters, among others, when discharging their duty:

- a) the likely consequences of any decision in the long term;
- b) the interests of the Company’s employees;
- c) the need to foster the Company’s business relationships with suppliers, customers and others;
- d) the impact of the Company’s operations on the community and the environment;
- e) the desirability of the Company maintaining a reputation for high standards of business conduct; and
- f) the need to act fairly as between members of the Company.

The board of the Company is collectively responsible for managing the affairs of the Company to achieve its long-term prosperity by making important decisions, monitoring the underlying performance of the Company, as well as being a means for establishing ethical standards. Understanding the interests of key stakeholders is an important part of CBAM’s strategy and helps inform the directors’ and management’s decision making throughout the year. When making decisions the board seeks to understand the impact on each of its stakeholders, including the likely consequences of a decision in the long term, whilst acknowledging that a decision will not necessarily be favourable for all stakeholders, as there may be competing interests between them.

The Company is part of the wider Close Brothers Group plc group of companies (the “**Group**”), and as such it follows a range of Group-wide policies in place to protect employees and provide a safe working environment, to ensure compliance with all regulatory requirements and adherence to the highest professional and ethical standards in dealing with customers, suppliers and colleagues, as well being aware of its social and environmental responsibilities. In doing so, and by balancing the interests of the Company’s stakeholders when making decisions, the board seeks to maintain a reputation for high standards of business conduct. Further information on these Group-wide policies can be found in the annual report and accounts of the Company’s ultimate holding Company, Close Brothers Group plc (“**CBG**”).

### Governance Framework

The Company acts as the unregulated holding company of the group of subsidiaries which collectively form CBAM. In light of the nature, scale, and breadth of its business, CBAM has chosen to operate a governance framework which places emphasis on the formal delegation of the day-to-day management of the division to its executive management. Whilst the board remains responsible for the Company’s long-term success, collective responsibility for the overall strategic direction and operation of the division has been formally delegated by the board to the CBAM Management Committee (“**ManCo**”), which comprises of the board’s directors and CBAM senior management. This cross-membership facilitates the required level of oversight and information flow between the board and the ManCo. The ManCo has in turn formally delegated certain of its responsibilities to, and conferred powers upon, various functional governance committees to assist it and ultimately the board in dealing with and making decisions on complex technical or specialised matters. This approach to governance ensures a clear and appropriate apportionment of significant responsibilities, and that the division’s strategic aims are implemented within a prudent and effective governance, control and decision making framework.

The board reserves for itself the review of and decisions relating to the Company’s structure, capital and financial resources, financial reporting and controls, and material or significant matters such as acquisitions, disposals and investments.

The Company seeks to engage directly with stakeholders wherever possible on certain issues, though the size of the Group means that stakeholder engagement often takes place at an operational or Group level. This approach creates greater efficiency and facilitates a greater positive impact on environmental, social and other issues than may be possible at an individual company level, as well as ensuring consistency of approach across the Group. During the financial year, engagement with stakeholders has been modified in response to the Covid-19 regulations and Government guidance, and has taken place virtually where appropriate. Additional details on engagement at Group level with stakeholders, including employees, suppliers, customers, the community and environment can be found in the Strategic Report section of the Annual Report and Accounts of CBG.

The table and example case studies below set out further examples of the ways in which the board has engaged with the Company’s stakeholders during the financial year, as well as detailing how the directors have had regard to employee interests and the need to foster the Company’s business relationships with suppliers, customers and others, and the effect of that regard, including on principal decisions taken throughout the year, as well as matters set out in section 172(1)(a)-(f) when discharging their duties under Section 172.

**Our Stakeholders**

Our stakeholders:	Why we focus on them and the impact of engagement:	Stakeholders’ key priorities and areas of focus:	How the board and management have directly (or indirectly through its governance framework) engaged and considered stakeholder interests during the year:
<p><b>People</b></p>	<p>The board recognises that the Company’s culture and values underpin the effective delivery of CBAM’s strategy and the importance of the contribution made by our employees, who deliver the highest levels of service for our customers and clients.</p> <p>Engagement with employees helps to build a deep and diverse talent pool by attracting, retaining, developing and motivating the right people to meet its current and future business needs, and creates a healthy workplace culture.</p> <p>Regularly listening to employees’ feedback ensures they feel valued with their views recognised and acted upon.</p>	<p><u>Wellbeing</u> – employees expect the Company to be committed to their wellbeing and need to be supported in a range of ways to ensure their physical and mental health in both their professional and personal lives.</p> <p><u>Recognition</u> – our people need to work for an organisation where they are valued, and their efforts recognised and rewarded.</p> <p><u>Learning</u> – employees want to feel challenged in their role and be provided with opportunities for development.</p> <p><u>Communication</u> – staff expect regular, open and honest communication and that their views and needs are taken into account.</p> <p><u>Leadership</u> – employees expect clear strategic direction and accountability from leadership and management, and that they are accessible.</p> <p><u>Purpose and Values</u> – all staff should feel part of a unified and purposeful culture at work and encouraged and supported to speak up should they</p>	<ul style="list-style-type: none"> <li>• Established competitive remuneration structures which reward performance and a wide range of employee benefits and wellbeing initiatives, including flexible/agile working and the employee assistance programme.</li> <li>• Reviewed and analysed annual employee opinion survey results, and considered follow-up action plans.</li> <li>• Analysed the results of additional ‘pulse’ employee opinion surveys undertaken and regular updates and communications issued in response to Covid-19 (with a focus on well-being and return to work planning).</li> <li>• Regular communications to employees on the performance and operation of the business and participation by directors and management in employee engagement activities, including strategy updates, town halls and Q&amp;A sessions (held virtually).</li> <li>• Regular review of culture MI and KPI’s, including consideration of employee and conduct metrics.</li> <li>• Business Principles embedded through the CBAM Business Principles Committee, 1:1’s, annual performance appraisals, and Business Principles awards.</li> <li>• Updates from management on various metrics and feedback tools in relation to employees.</li> <li>• Implementation of comprehensive whistle-blowing procedures and encouragement to employees to report relevant matters.</li> <li>• Oversight of and participation in</li> </ul>

<p><b>People (continued)</b></p>		<p>observe conduct which is not in line with CBAM's Business Principles.</p>	<p>employee training, development and mentoring programmes (conducted virtually).</p> <ul style="list-style-type: none"> <li>• Ongoing activity to encourage employee participation in the Group's SAYE and BAYE share schemes.</li> <li>• Engagement with employees via Group-wide diversity and inclusion initiatives and working groups.</li> <li>• Consideration of employee-related issues connected with key projects and transformation programmes.</li> <li>• Regular updates on employee issues arising from the Covid-19 pandemic, including responses to lockdowns, continued homeworking, wellbeing issues, discussion of employee opinion surveys and return to work planning.</li> <li>• Proactive engagement to identify optimal future working practices for all departments and roles across the CBAM division, ensuring client needs and risks are prioritised alongside encouraging team collaboration and enabling greater working flexibility for our colleagues.</li> </ul>
<p><b>Clients</b></p>	<p>The Company is an unregulated holding company for the CBAM division and does not have any clients.</p> <p>Notwithstanding this, the Company does however consider the impact of its activities on all of CBAM's stakeholders and has regard to the interests of CBAM's clients in its day-to-day decision making.</p>	<p>Key areas of focus in respect of our clients are to:</p> <ul style="list-style-type: none"> <li>• Deliver consistent high levels of service to and maintain regular communication with both private and intermediary clients.</li> <li>• Provide value-added advice and investment management solutions.</li> <li>• Deliver consistently good investment performance over the longer-term.</li> <li>• Maintain efficient and reliable systems and processes.</li> <li>• Maintain safe custody over their assets.</li> <li>• Keep their personal data secure.</li> </ul>	<ul style="list-style-type: none"> <li>• Continued specific consideration has been given to the issues affecting CBAM's clients and partners as a result of the ongoing Covid-19 pandemic and remote working environment, in particular, operational resilience.</li> <li>• As the holding company for the CBAM division, the Company oversees the activities of its subsidiaries, ensuring that they are adequately capitalised both in terms of maintaining minimum capital requirements and longer-term profitability.</li> </ul>
<p><b>Suppliers and Third Parties</b></p>	<p>Our business is supported by a large number of suppliers who enable us to provide high standards of service to our customers, clients and partners.</p> <p>Engagement with suppliers enables the Company to develop and maintain long-term and sustainable relationships and helps</p>	<p>Suppliers and other third parties need to engage with a financially stable and operationally resilient organisation committed to building strong business partnerships.</p>	<ul style="list-style-type: none"> <li>• Review meetings and other engagement activities with key suppliers and review of material contracts and ongoing relationship management through the broader Group Third Party Management (TPM) function and CBAM Third Party Oversight Committee (TPOC).</li> <li>• Close engagement with key suppliers during the ongoing Covid-19 crisis.</li> <li>• Annual key outsource supplier surveys and due diligence</li> </ul>

**CLOSE ASSET MANAGEMENT HOLDINGS LIMITED (CAMHL) (03773684)**

<p><b>Suppliers and Third Parties (continued)</b></p>	<p>ensure that the Company secures products and services from suppliers who operate responsibly and in line with our policies and standards.</p>		<p>questionnaires.</p> <ul style="list-style-type: none"> <li>• Review and approval of the Group's annual Modern Slavery Act statement.</li> <li>• Management of supply chain risks and issues, with escalation to the board and senior management as appropriate.</li> </ul>
<p><b>Communities and Environment</b></p>	<p>As part of the broader Group, the Company is committed to contributing long-term value and making a lasting, positive impact on the society in which we operate and the environment more broadly.</p> <p>Participating in local communities helps the Board and our employees develop our understanding of the clients, customers and partners so that we can support them and help them to achieve their ambition.</p>	<p>The Company's activities should be beneficial to, and not adversely impact, the environment and communities in which it operates.</p> <p>Reduction in environmental impact and commitment to sustainability is a globally recognised priority which should remain a key focus in the context of the Company's overall strategy.</p>	<ul style="list-style-type: none"> <li>• Active encouragement of employee participation in and contribution to community and charity events e.g. fundraising and volunteering for charities, including the broader Group's charity partners.</li> <li>• Board and management participation in local charitable and volunteering activities.</li> <li>• Participation in the wider Group's SME Apprentice Programme.</li> <li>• Cycle to work scheme.</li> <li>• Consideration of the Group's wider environmental strategy, activities and goals, and the contribution that the Company/CBAM can make.</li> <li>• Development and promotion of environmentally and socially responsible investment products and services.</li> </ul>
<p><b>Shareholder</b></p>	<p>The Company is a wholly owned subsidiary of the Group and, as such, the duty of the directors to have regard to the need to act fairly as between members of the Company is limited.</p> <p>The Company operates as part of the wider Group in delivering its purpose and strategic objectives, in line with Group-wide processes, governance and culture.</p> <p>Engagement supports the Company's understanding of, and contribution to, broader Group activities and strategic aims, and ensures delivery of long-term sustainable value for our shareholder in line with Group policies and standards.</p>	<p>The Company maintains a focus on:</p> <ul style="list-style-type: none"> <li>• The broader Group's purpose and strategic aims.</li> <li>• Alignment with Group-wide risk, governance, compliance and financial priorities.</li> <li>• Consistency of approach to stakeholder considerations and outcomes.</li> <li>• Long-term value creation within the Group and the expectation of the Shareholder of a financial return on its investment in the Company through the payment of dividends.</li> </ul>	<ul style="list-style-type: none"> <li>• Engagement with senior management at Group level, including representation at governance forums to ensure the board has a clear understanding of its role and contribution as part of the wider Group.</li> <li>• Updates to Group level committees, including the CBG board, on the operation and performance of the Company/CBAM.</li> <li>• Participation in Group-wide initiatives and programmes (including those that support consideration of the Company's other stakeholder groups including customers, employees and suppliers).</li> <li>• Budget and financial plans developed as part of the wider Group process.</li> <li>• Participation in broader enterprise-wide risk, regulatory and compliance initiatives.</li> </ul>

Furthermore, set out below is a detailed example of the ways in which the board has engaged directly with key stakeholders during the financial year, how stakeholder interests have been considered in the directors' decision-making, and how the directors have had regard to the matters set out in section 172(1)(a)-(f) when discharging their duties under Section 172. The Company is a wholly owned subsidiary of the Group and, as such, the duty of the directors to have regard to the need to act fairly as between members of the Company is limited.

**Case Study: Returning to the workplace**

As lockdown restrictions have changed and government guidance on returning to workplaces has evolved, communication with employees continued to be a key priority during the period. Throughout the year, the board and management have focused on employee wellbeing, ensuring employees feel supported and engaged, as well as understanding our position in relation to returning to the workplace.

In July 2021, the Government announced that, in England, the next stage of the roadmap out of lockdown would go ahead. This meant that in England, CBAM's workforce could begin a gradual transition back to our workplaces. After considering the Government guidance, feedback received from employee wellbeing and return to work 'pulse' surveys, the canvassing of management opinion and the output from management-led discussions with their teams, the Company made the decision to adopt a gradual and flexible approach to employees returning to the office environment.

The health and safety of employees continues to be of the utmost importance to the Company and whilst there was a desire to permit all staff to return to their workplace immediately, the Company decided to maintain a reduced capacity in its various buildings to continue to allow for social distancing and a gradual and structured return over the summer months of 2021 with the hope of staff returning to their workplaces by September 2021, on a flexible basis dependent upon roles and individual preferences. The Company continues to monitor developments in Scotland, and similarly intends to facilitate a gradual return to the office for Scotland-based employees over the coming months in compliance with local rules and guidance.

In making its decision, the board and Management Committee considered and balanced the competing interests of employees and their families, the ongoing impact to optimum client engagement and service delivery, corporate culture, supervision, risk management, development and training and environmental impact as a result of maintaining a degree of remote working.

By order of the board of **Close Asset Management Holdings Limited**

22 September 2021