

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

The directors of Close Asset Management Holdings Limited (the “**Company**” and/or “**CAMHL**”) 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 Close Brothers Asset Management’s (“**CBAM**”) 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:
People	<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</p>	<ul style="list-style-type: none"> • Reviewed and analysed annual and additional ‘pulse’ employee opinion survey results, and considered follow-up action plans. • Relunched CBAM’s strategic goals for the year ahead via an employee strategy event and Q&A session with the leadership team to help employees understand how our strategy connects with our culture and brand. • Reignited’ our Business Principles following a targeted employee survey, and embedded these through regular communications from management, the CBAM Business Principles Committee, 1:1’s, annual performance appraisals, and our Business Principles awards. • Engagement with employees via Group-wide diversity and inclusion initiatives, networks and working groups, including the launch of two cross-company mentoring programmes ‘Gender Equity’ and ‘Mission Include’, and the new employee-run ‘Social Mobility’ and ‘Working Parents and Carers’ networks. • Other regular communications to employees on the performance and operation of the business, relevant topics and participation by directors and management in

		<p>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 observe conduct which is not in line with CBAM's Business Principles.</p>	<p>employee engagement activities, including regular newsletters, strategy updates, town halls and Q&A sessions.</p> <ul style="list-style-type: none"> • Regular review of culture MI and KPI's, including consideration of employee and conduct metrics. • Offering of competitive remuneration structures which reward performance, and wide range employee benefits. • Oversight of and participation in employee training, development and mentoring programmes, including the launch of a new training programme aimed at aspiring female portfolio managers to improve gender diversity within the asset management industry. • Encouraging employee participation in the Group's SAYE and BAYE share schemes. • Consideration of employee-related issues connected with both ongoing and new material business projects and transformation programmes. • Continued focus on diversity, inclusion and wellbeing issues, such as mental health and LGBTQ+, through regular communications, workshops. • Successfully ran CBAM's first '10,000 black interns' programme. • Proactive engagement with employees to implement CBAM's planned hybrid/flexible working model and identify optimal future working practices for all departments and roles across the division, ensuring client needs and risks are prioritised alongside encouraging team collaboration and enabling greater working flexibility for our colleagues. • Renamed the existing annual 'Christmas Shopping Day' to a 'Wellbeing Day', to be more inclusive for all.
<p>Clients</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</p>	<p>Key areas of focus in respect of our clients are to:</p> <ul style="list-style-type: none"> • Deliver consistent high levels of service to and maintain regular communication with both private and intermediary clients. • Provide value-added 	<ul style="list-style-type: none"> • Continued specific consideration has been given to the issues affecting CBAM's clients and partners as a result of the challenging year for markets and the global economy as a result of recent macroeconomic and geopolitical factors. • As the holding company for the CBAM division, the Company oversees the activities of its

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	<p>and has regard to the interests of CBAM's clients in its day-to-day decision making.</p>	<p>advice and investment management solutions.</p> <ul style="list-style-type: none"> • Deliver consistently good investment performance over the longer-term. • Maintain efficient and reliable systems and processes. • Maintain safe custody over their assets. • Keep their personal data secure. 	<p>subsidiaries, ensuring that they are adequately capitalised both in terms of maintaining minimum capital requirements and longer-term profitability.</p>
<p>Suppliers and Third Parties</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 ensure that the Company secures products and services from suppliers who operate responsibly and in line with our policies and standards.</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"> • 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). • Close engagement with key outsource providers and suppliers as part of CBAM's Operational Resilience planning. • Annual key outsource supplier surveys and due diligence questionnaires. • Review and approval of the Group's annual Modern Slavery Act statement. • Management of supply chain risks and issues, with escalation to the board and senior management as appropriate.
<p>Communities and Environment</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"> • 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. • Board and management participation in local charitable and volunteering activities. • Participation in the wider Group's SME Apprentice Programme. • Cycle to work scheme. • Consideration of the Group's wider environmental strategy, activities and goals, and the contribution that the Company/CBAM can make. • Continued development and promotion of environmentally and socially responsible investment products and services. • Expanded investment research team to include greater SRI/ESG

			<p>resource.</p> <ul style="list-style-type: none"> • Application made to become a signatory of the UK Financial Reporting Council (FRC) Stewardship Code 2020.
Shareholder	<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"> • The broader Group's purpose and strategic aims. • Alignment with Group-wide risk, governance, compliance and financial priorities. • Consistency of approach to stakeholder considerations and outcomes. • 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. 	<ul style="list-style-type: none"> • 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. • Updates to Group level committees, including the CBG board, on the operation and performance of the Company/CBAM. • Participation in Group-wide initiatives and programmes (including those that support consideration of the Company's other stakeholder groups including customers, employees and suppliers). • Budget and financial plans developed as part of the wider Group process. • Participation in broader enterprise-wide risk, regulatory and compliance initiatives.

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: Reigniting CBAM's Business Principles

Seven years ago, CBAM created its Business Principles. These were designed to be CBAM's guiding values and a reflection of who we are and how we do business. The Principles have held the Company in good stead and are embedded in our corporate ethos, defining what makes CBAM, and its culture, unique.

The Company recognises that it employs a team of individuals who come from diverse backgrounds, all at different stages in their careers with varied skills and attributes. The Business Principles and their underlying statements can and do therefore mean different things to each individual. Given the time passed since their introduction, and in order to ensure that they continue to reflect the organisation CBAM is today and strives to be, the Company made the decision during the year to review and reinvigorate its Business Principles. In December 2021, all employees were invited to share what the Business Principles mean to them by completing an anonymous survey. The aim of the survey was to understand employees' views on the Principles and their underlying statements – what they mean, whether they are still relevant and how the Company can make sure they stay relevant for the future.

A large number of responses were received and all were reviewed and considered, and used to inform the newly refreshed underlying statements that define what the CBAM Principles mean today. These refreshed Principles were shared with employees in March 2022 and now include statements which, among other

things, bring to the fore CBAM's strategic priorities, including the Company's drive to become a more diverse, inclusive and socially and environmentally responsible organisation.

The Company's employees are one of its most important stakeholders. Whilst employees have a variety of different interests, a key interest is the Company's long term success. As part of the work undertaken to refresh the Business Principles, the Company spent considerable time understanding and considering the views and interests of its employees. The output – the reignited Business Principles – will continue to help drive CBAM's culture and conscience, and support the Company in maintaining high standards of business conduct.

Case Study: Implementation of hybrid working model

Effective from 26 January 2022, employees in England were no longer required to work from home. The removal of restrictions was a positive development, meaning that the Company could finally make the decision to properly and consistently implement its hybrid working model across all parts of CBAM.

Following management-led discussions with their teams, employees were able to return to offices under the Company's planned hybrid working arrangements. This has enabled colleagues to come back together face-to-face, collaborate, learn from one another, build connections and relationships and regain those interactions that help build momentum and growth and, importantly, maintain and nourish CBAM's culture. A similar return to the office was introduced for Scotland-based employees in compliance with local rules and guidance.

Throughout the year, the board and management have continued to focus on employee wellbeing, ensuring all employees across different teams and functions feel safe, supported and engaged in relation to office attendance. In making its decision, the board and Management Committee considered and balanced the competing interests of and impacts to 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**

27 September 2022