

Expro Pension Plan

ENGAGEMENT POLICY IMPLEMENTATION STATEMENT

Financial Year Ending 5 April 2025

Introduction

This statement sets out how, and the extent to which, the stewardship policy and related policies on environmental, social and governance (“ESG”) factors and climate change set out in the Statement of Investment Principles (‘SIP’) have been followed during the year to 5 April 2025 (the ‘Plan Year’). This Statement has been produced in accordance with The Occupational and Personal Pension Schemes (Disclosure of Information) Regulations 2013 and subsequent amendments; and the statutory and non-statutory guidance from the Department of Work and Pensions.

Investment Objectives of the Plan

The Trustees believe it is important to consider the policies in place in the context of the investment objectives it has set.

As set out in the SIP, the Trustees’ primary investment objective is to achieve an overall rate of return that is sufficient to ensure that assets are available to meet all liabilities as and when they fall due.

In doing so, the Trustees also aim to maximise returns at an acceptable level of risk, taking into consideration the circumstances of the Plan.

The Trustees also ensure that their investment objectives and the resultant investment strategy are consistent with the actuarial valuation methodology and assumptions used in the Statutory Funding Objective.

Policy on ESG, Stewardship and Climate Change

The Trustees understand that they must consider all factors that have the potential to impact upon the financial performance of the Plan’s investments over the appropriate time horizon. This includes, but is not limited to, ESG factors.

The Plan’s SIP sets out the Trustees’ policies on ESG factors, stewardship and Climate Change.

A new SIP was put into place on 12 September 2024, which replaced the SIP dated 24 September 2020. This reflects a change to the investment strategy and investment arrangements, and also an update to the Trustees’ ESG policies.

The policies in the 12 September 2024 SIP are set out in Appendix 1 to this Statement.

The latest SIP is available online at the following link:

<https://investors.expro.com/governance/governance-documents/default.aspx>

The Trustees keep their policies under regular review and will reconsider them when reviewing the SIP, which is subject to review at least triennially.

Plan’s Investment Structure

The Plan’s only investment is a Trustee Investment Policy (‘TIP’) with Mobius Life Limited (‘Mobius’). Mobius provides an investment platform and enables the Plan to invest in pooled funds managed by third party investment managers.

As such, the Trustees have no direct relationship with the Plan’s underlying investment managers, but have the responsibility of monitoring the pooled funds, in conjunction with advice received from their investment advisor, Mercer.

Trustees Engagement

Mercer's quarterly performance reporting includes Mercer's ESG scores for the funds in which the Plan is invested. These scores reflect Mercer's view on how the managers incorporate ESG factors into the management of their funds and help the Trustees to determine whether further action should be taken in respect of specific funds.

The Trustees monitor the development of these scores over time and are satisfied that Mercer's ESG scores are satisfactory in the context of the mandates of the funds.

As the Trustees have no direct relationship with the Plan's underlying investment managers the engagement initiatives are driven by investment managers, mainly through regular engagement meetings with the companies in which they invest or by voting on key resolutions at companies' Annual General Meetings.

The information in Appendix 2 shows that the Plan's managers engaged with a number of investee companies, including engagements in relation to the Trustees' stewardship priority.

Further information on the investment managers' approach to responsible investment, voting (including significant votes) and engagement with the investee companies is available at the following websites:

Nordea:

<https://www.nordeaassetmanagement.com/responsible-investment>

Columbia Threadneedle:

<https://www.columbiathreadneedle.co.uk/en/inst/about-us/responsible-investment/>

Pictet:

<https://www.pictet.com/uk/en/responsible-vision/responsible-investing>

M&G:

<https://www.mandg.com/who-we-are/mandg-investments/responsible-investing-at-mandg-investments>

Ninety One:

<https://ninetyone.com/en/sustainability>

All the Plan's investment managers are signatories of the UK Stewardship Code as follows:

Manager	Signatory since
Pictet	2022
Columbia Threadneedle	2022
M&G	2021
Nordea	2022
Ninety One	2021

Source: FRC website.

Taking all the above into consideration, the Trustees are satisfied that Responsible Investment is central to the investment managers' approaches to investing.

Voting Activity

If the Trustees are specifically invited to vote on a matter relating to the corporate policy, they would exercise their right in accordance with what they believe to be the best interests of the majority of the Plan's members.

Over the Plan Year, the Trustees have not been asked to vote on any specific matters and have therefore not cast any votes.

As noted earlier, the Trustees have no direct relationship with the pooled funds in which the Plan is ultimately invested, and therefore the Trustees have no voting rights in relation to the Plan's investments and no direct ability to influence the managers of the pooled funds. As a result, the Trustees do not directly use the services of a proxy voter as this is not relevant.

Appendix 2 sets out a summary of the key voting activity over the financial year of the pooled funds in which the Plan's assets are ultimately invested for which voting is possible (i.e., those funds which include equity holdings).

This includes information on what the fund managers consider to be a significant vote. The Trustees have no influence on the managers' definitions of significant votes but have noted these and are satisfied that they are reasonable and appropriate.

The Trustees have identified that climate change and carbon neutrality is their most important stewardship priority and therefore determined that votes in relation to this subject are most significant to them.

Appendix 2 shows those significant votes supplied by the investment manager which the Trustees determine to be a significant vote – ie those that are in relation to climate change and carbon neutrality. Given the number of significant votes supplied, the Trustees have applied a size filter on grounds of materiality and only considered votes to be significant if in relation to a company that constitutes 0.25% or more of the specific fund.

Assessment of how the Engagement Policies in the SIP have been followed for the year to 5 April 2025

The Trustees are satisfied that the Engagement Policies set out in the SIPs, which have been in place over the year have been followed.

Appendix 1 – Policy on ESG, Stewardship and Climate Change

The policies below are included within the 12 September 2024 SIP:

Financially Material Considerations

The Trustees consider many risks which they anticipate could impact the financial performance of the Plan's investments over its expected lifetime. Such risks are set out in the next section of this statement.

The Trustees recognise that environmental, social and corporate governance ("ESG") factors, such as climate change, can influence the investment risk and return outcomes of the Plan's portfolio and it is therefore in members' and the Plan's best interests that these factors are taken into account within the investment process.

The Trustees further recognise that investing with a manager which approaches investments in a responsible way and takes account of ESG related risks may lead to better risk adjusted performance results as omitting these risks in investment analysis could skew the results and underestimate the level of overall risk being taken. Therefore, other factors being equal, the Trustees would seek to invest in funds which incorporate ESG principles.

In setting their investment strategy for the Plan, the Trustees have prioritised funds which provide leveraged protection against movements in the Plan's liability value and also funds which provide actively managed diversification across a wide range of investment markets and consider the financially significant benefits of these factors to be paramount.

The Trustees note that ESG considerations are not central to the first level decision making process within the funds which provide either actively managed diversification or leveraged liability protection. However, in the actively managed Diversified Growth Funds in which the Plan invests, whilst managers typically do not put ESG considerations at the heart of the asset allocation decision, they will embed ESG considerations into the management of the underlying asset classes where it is appropriate to do so.

The Trustees receive ESG scores provided by the investment adviser in relation to the funds in which the Plan is invested and monitor how these develop over time.

The Trustees review ESG considerations to make sure that their policy evolves in line with emerging trends and developments.

The Trustees are therefore satisfied that ESG factors are appropriately reflected in the overall investment approach.

Non-Financial Matters

The Trustees have determined that the financial interests of the Plan members are their first priority when choosing investments.

They have decided not to consider non-financial considerations, such as ethical views, or to take members' preferences into account when setting the investment strategy for the Plan.

Stewardship

The Plan is invested solely in pooled investment funds through the Mobius TIP and the Trustees therefore have no direct voting rights.

The Trustees' policy is therefore to invest with investment managers where responsible investment is embedded appropriately in their approach to investment; including monitoring and engaging with investee companies and exercising voting rights appropriately.

Information on the investment managers' approaches to responsible investment, voting and engagement with the investee companies is available at the following websites:

Nordea:

<https://www.nordeaassetmanagement.com/responsible-investment>

Columbia Threadneedle:

<https://www.columbiathreadneedle.co.uk/en/inst/about-us/responsible-investment/>

Pictet:

<https://am.pictet/en/uk/global-articles/company/responsible-investment/tab/OurActionPlan/LeversOfAction>

Ninety-One:

<https://ninetyone.com/en/international/sustainability>

M&G:

<https://www.mandg.com/who-we-are/mandg-investments/responsible-investing-at-mandg-investments>

Mercer's quarterly reporting to the Trustees includes Mercer's ESG score for the funds in which the Plan is invested. The ESG score incorporates an assessment of engagement and voting as part of the process.

Receipt of this score on a quarterly basis enables the Trustees to monitor that these scores remain appropriate in the context of the fund mandates.

Taking all the above into consideration, the Trustees are satisfied that stewardship and responsible investment is embedded appropriately in the investment managers' approaches to investing.

If the Trustees are specifically invited to vote on a matter relating to corporate policy, they would exercise their right in accordance with what they believe to be the best interests of the majority of the Plan's membership.

If a new investment manager is selected, the Trustees would consider Mercer's ESG score for the new manager as part of their decision making process.

Appendix 2 – Voting and Engagement Activity

This Appendix sets out a summary of the key voting and engagement activity of the pooled funds in which the Plan's assets are ultimately invested.

Engagement:

Fund	Total Engagements	Significant Engagements ¹
Threadneedle Multi Asset	249 ²	18 ²
Nordea Diversified Return Fund	162	87
Pictet Multi Asset Portfolio	341	129
M&G Total Return Credit Fund	10	7
Ninety One Global Total Return Credit Fund	30	9
Columbia Threadneedle LDI	12	9

Sourced by Mobius from the investment managers and covers 12 months to 31 March 2025, which is the nearest quarter end to the Plan's year end.

1. The engagements are considered significant because they relate to environmental issues, as information relating specifically to engagements on climate change and carbon neutrality was not available.
2. The Trustees are seeking to clarify the inconsistency in these numbers.

Voting:

Fund	Proxy voter used?	Voting information	Most significant votes (description)	Trustee significant votes*
Nordea Diversified Return Fund	<p>Every vote cast is considered individually on the background of Nordea's bespoke voting policy, which is developed in-house based on their principles.</p> <p>Nordea use ISS as proxy voting advisers to provide research and deliver their proxy votes.</p> <p>Glass Lewis is used, but mainly used for analytic input.</p>	<p>Total votes: 2,429 resolutions eligible for (94.98% cast)</p> <p>Votes against management: 11.44% of votes cast</p> <p>Abstentions: 1.26% of votes cast</p> <p>Withheld: 0.52% of votes cast</p>	<p>Significant votes are those that are severely against Nordea's principles, and where they feel they need to enact change in the company. The process stems from first identifying the most important holdings, based on size of ownership, size of holding, ESG reasons, or any other special reason.</p> <p>From there, Nordea benchmark the proposals versus their policy.</p>	<p>NextEra Energy Inc</p> <p>Shareholder Resolution: "Report on Climate Lobbying"</p> <p>Date of vote: 23 May 2024</p> <p>Size of holding: 0.61% of portfolio</p> <p>Voting: For resolution</p> <p>Manager Rationale: "Additional disclosure around the company's framework for identifying alignments and its approach to addressing misalignments would allow shareholders to better evaluate the company's lobbying efforts and align it with best practices that have been undertaken by some of its peers and is unlikely to be unduly burdensome for the company."</p> <p>Was this communicated to company ahead of vote: No</p> <p>Vote Outcome: Resolution failed</p> <p>Next steps: "We will continue to support shareholder proposals on this issue as long as it is needed."</p> <p>Ross Stores Inc</p> <p>Shareholder Resolution: "Disclose All Material Value Chain GHG Emissions"</p> <p>Date of vote: 22 May 2024</p> <p>Size of holding: 0.73% of portfolio</p> <p>Voting: For resolution</p> <p>Manager Rationale: "We support the proposal as it is line with our expectations on climate."</p> <p>Was this communicated to company ahead of vote: No</p> <p>Vote Outcome: Resolution passed</p> <p>Next steps: "Disclosure of all material value chain GHG emissions would allow shareholders to better evaluate</p>

Fund	Proxy voter used?	Voting information	Most significant votes (description)	Trustee significant votes*
				the company's progress toward its net zero ambition and help it prepare for potential regulatory requirements."
Threadneedle Multi Asset Fund	<p>Proxy voting decisions are made in accordance with the principles established in the Columbia Threadneedle Investments Corporate Governance and Proxy Voting Principles (Principles) document, and proxy voting practices are implemented through their Proxy Voting Policy.</p> <p>ISS Proxy Exchange used for voting execution.</p> <p>Threadneedle's final vote decisions take account of, but are not determinatively informed by, research issued by proxy advisory organisations, such as ISS, IVIS and Glass Lewis as well as MSCI ESG Research</p>	<p>Total votes: 5,818 resolutions eligible for (99.11% cast)</p> <p>Votes against management: 7.56% of votes cast</p> <p>Abstentions: 1.20% of votes cast</p>	<p>Threadneedle consider a significant vote to be any dissenting vote i.e. where a vote is cast against (or where they abstain/withhold from voting) a management-tabled proposal, or where they support a shareholder-tabled proposal not endorsed by management.</p>	<p>Bank of America</p> <p>Date of vote: 24 April 2024</p> <p>Size of holding: 0.4% of portfolio on 31/12/2024</p> <p>Shareholder Resolution: "Report on Climate Lobbying"</p> <p>Voting: For resolution</p> <p>Manager Rationale: "Would help evaluate alignment between lobbying and net zero commitments."</p> <p>Was this communicated to company ahead of vote: No</p> <p>Vote Outcome: Resolution failed</p> <p>Next steps for all CT votes: "Active stewardship (engagement and voting) continues to form an integral part of our research and investment process."</p> <p>Amazon. Com Inc</p> <p>Date of vote: 22 May 2024</p> <p>Size of holding: 1.6% of portfolio on 31/12/2024</p> <p>Shareholder Resolution: "Disclose All Material Scope 3 GHG Emissions".</p> <p>Voting: Against Resolution</p> <p>Manager Rationale: "Management deemed to be adequately considering risks."</p> <p>Was this communicated to company ahead of vote: N/a</p> <p>Vote Outcome: The resolution was rejected.</p> <p>Meta Platforms</p> <p>Date of vote: 29 May 2024</p> <p>Size of holding: 0.9% of portfolio on 31/12/2024</p> <p>Shareholder Resolution: "Report on Lobbying Alignment with Climate Goals".</p> <p>Voting: For Resolution</p> <p>Manager Rationale: "Would benefit shareholders to ensure alignment with company's 2030 net zero goals."</p> <p>Was this communicated to company ahead of vote: No</p> <p>Vote Outcome: The resolution was rejected.</p> <p>Morgan Stanley</p> <p>Date of vote: 23 May 2024</p> <p>Size of holding: 0.3% of portfolio on 31/12/2024</p> <p>Shareholder Resolution: "Report on Clean Energy Supply Financing Ratio".</p> <p>Voting: For Resolution</p> <p>Manager Rationale: "Would help track progress on net zero financing commitments."</p> <p>Was this communicated to company ahead of vote: No</p> <p>Vote Outcome: The resolution was rejected</p> <p>Bank of America (BAC) & Goldman Sachs (GS)</p> <p>Date of vote: 24 April 2024</p>

Fund	Proxy voter used?	Voting information	Most significant votes (description)	Trustee significant votes*
				<p>Size of holding: 0.4% (BAC) 0.3% (GS) of portfolio on 31/12/2024</p> <p>Shareholder Resolution: “Report on Clean Energy Supply Financing Ratio”.</p> <p>Voting: For Resolution</p> <p>Manager Rationale: “Would help track progress on net zero financing commitments.”</p> <p>Was this communicated to company ahead of vote: No</p> <p>Vote Outcome: The resolutions were rejected</p>
Pictet Multi Asset Fund	<p>ISS provides research and facilitates the execution of voting decisions at all relevant company meetings worldwide.</p> <p>ISS researches the implications of every resolution according to Pictet’s voting guidelines.</p> <p>ISS recommendations are communicated to relevant Investment teams and Pictet’s in-house ESG team.</p> <p>ISS recommendations inform voting decisions but Pictet may deviate from third party voting recommendations on a case by case basis. Such divergences may be initiated by Investment teams or by the ESG team and will be supported by detailed written rationale.</p>	<p>Total votes: 8160 resolutions eligible for (100% cast)</p> <p>Votes against management: 7.44% of votes cast</p> <p>Abstentions: 0.00% of votes cast</p>	<p>Pictet consider a vote to be significant due to the subject matter of the vote, for example a vote against management, a vote out of line with their standard voting policy, important shareholder resolutions that they supported, the company is one of their largest holdings in the portfolio, and/or they hold an important stake in the company.</p>	<p>Amazon. Com Inc</p> <p>Date of vote: 22 May 2024</p> <p>Size of holding: 1.18% of portfolio on 24/03/2023</p> <p>Shareholder Resolution: “Report on Impact of Climate Change Strategy Consistent With Just Transition Guidelines”</p> <p>Voting: For Resolution</p> <p>Manager Rationale: “A vote FOR this proposal is warranted, as shareholders would benefit from more disclosure on whether and how the company considers human capital management and community relations issues related to the transition to a low-carbon economy as part of its climate strategy.”</p> <p>Was this communicated to company ahead of vote: No</p> <p>Vote Outcome: The resolution was rejected.</p> <p>Next steps: “We noted the outcome of the vote. Where we believe the subject of the vote could present a material concern from an ESG perspective, we will continue to monitor and engage with the company, and are doing so in this case. If warranted, we will consider actions as part of our escalation strategy, including future voting decisions.”</p>

Note: The information in the table has been provided by the investment managers and covers 12 months to 31 March 2025, which is the nearest quarter end to the Plan’s year end. CT significant votes are in relation to the calendar year 2024.

* All are considered significant because they relate to climate change and carbon neutrality and are in relation to a company that constitutes 0.25% or more of the specific fund.