

Corporate Governance

Corporate Governance Report

In accordance with AIM Rule 26, the Company chooses to report against the Quoted Companies Alliance Corporate Governance Code for small and medium sized companies (the 'QCA Code').

The following report sets out the Group's governance arrangements and describes in more detail how we have complied with each of the ten principles set out in the QCA Code.

Governance framework

The Board sits at the apex of a structure through which authority is delegated to ensure that the business as a whole is run smoothly and in accordance with our governance framework.

As at 30 September 2023, the Board comprised two Executive Directors and four Non-Executive Directors. The Directors are collectively responsible for matters of strategy, performance, budget, and resources, as well as setting standards of conduct and accountability. Each year the Board reviews its schedule of Matters Reserved. These were last approved on 18 September 2023 and a copy is available on the website at www.premiermiton.com.

The Non-Executive Directors are appointed for an initial term of three years, and eligible for reappointment at AGM on rotation in accordance with the Articles of Association of the Company.

The Chairman, in conjunction with the Executive Directors and Company Secretary, sets the agenda for each Board meeting. Management information is delivered a week ahead of each meeting and the decisions of the Board are formally minuted.

Senior Independent Director

Alison Fleming was appointed Senior Independent Director on 1 October 2022, succeeding Will Smith, who stepped down from the Board on 30 September 2022. The role of Senior Independent Director is to act as a sounding board for the Chairman and as an intermediary for the Directors, shareholders and stakeholders.

Board and committee attendance

During the year, the Board held eight scheduled meetings, which included quarterly monitoring meetings, budget approval and annual strategy session, as well as meetings to review and approve the Company's full and half year results. The agreed schedule is supplemented with a number of meetings to cover single topic deep dive and training sessions.

The schedule of Board and committee attendance is set out below. Committee attendance can also be found in the introduction to each of the respective committee reports.

1 October 2022 to 30 September 2023	Board	Audit & Risk Committee	Remuneration Committee	Nomination Committee
Number of meetings	8	4	5	1
David Barron ¹	7(7)	3(3)	-	-
Robert Colthorpe	8(8)	-	5(5)	1(1)
Alison Fleming ²	8(8)	-	5(5)	1(1)
Piers Harrison	8(8)	-	-	-
Sarah Mussenden	8(8)	4(4)	-	-
Mike O'Shea	8(8)	-	-	-
Sarah Walton	8(8)	4(4)	-	-

1. Resigned from office on 7 July 2023.

2. Appointed Senior Independent Director, Chair of the Remuneration Committee and a member of Nomination Committee on 1 October 2022.

Board of Directors Responsible for setting the strategy, purpose and direction of the Group		
Audit & Risk Committee Chaired by Sarah Walton The activities are detailed on page 75	Remuneration Committee Chaired by Alison Fleming The activities are detailed on page 81	Nomination Committee Chaired by Robert Colthorpe The activities are detailed on page 87
The details of the delegation of duties are set out in the Terms of Reference of each committee		
Chief Executive Officer The Board has delegated authority for the day-to-day running of the business to the Chief Executive Officer		
Executive Committee		

Board committees

The Board delegates certain matters to its three standing committees.

The Committees report their recommendations to the Board after each committee meeting. The reports from the Chairs of each standing committee are set out on pages 74 to 88, and their respective terms of reference are published on the Company's website www.premiermiton.com.

The Committees are provided with sufficient resources to discharge their duties, including access to external advisers where required. Where independent advice has been sought during the year, this is disclosed in the relevant committee reports.

Executive and operational committees

Operational matters are delegated by the Board to the Chief Executive Officer, who in turn ensures that senior management are accountable for the success of the day-to-day business.

Executive Committee

Led by the Chief Executive Officer, this committee is composed of senior management, who are accountable for the management and monitoring of the Group's overall business operations, including business performance, people, conduct and culture, corporate social responsibility, investment, distribution, operations, brand, and financial matters. Meeting monthly, the Committee reports to the Board and to the boards of the regulated subsidiaries as required.

Operations Executive Committee

The Operations Executive is charged with the oversight of operational and regulated activities of the Group including risk and information services, investor and investment services, legal and compliance matters as well as keeping a watching brief on industry-wide initiatives in these areas. This committee meets every two months.

Investor Relations Committee

This committee meets weekly to consider and monitor the external reporting requirements of the Company, ensuring that all disclosures are managed in a timely manner.

Distribution and Marketing Executive Committee

Convening on a monthly basis, this committee oversees the distribution and marketing activities of the Group, including data collection of sales and marketing performance and progress against strategic objectives including gross and net sales analysis, building market share, seeking new business and developing sales pipeline. It also considers relevant regulations and guidance covering consumer duty and treating customers fairly and reviews marketing activities to ensure product and client diversification, in line with the agreed sales and marketing plan.

Operational Risk Committee

This committee ensures that appropriate policies, procedures, controls, and reporting are in place to manage and monitor operational risks. It monitors the liquidity risk profile of the funds managed by the Group, assesses the risk of loss experience arising from operational risks, reviews the work and findings of the various operational and client services functions responsible for embedding a strong and compliant risk management culture. Monitoring the effectiveness of the agreed Risk Management Framework and reporting on its effectiveness, as well as maintaining the Risk Appetite Policy and Internal capital adequacy and risk assessment ('ICARA') are also in its purview.

Product Governance Committee

The oversight and ongoing management of investment products and services, existing and new, is overseen by this committee. It seeks to identify target markets for our products and services, ensures the provision of relevant product information and communications to clients and distributors, monitors the way in which investors' expectations of investment performance are met and how value is delivered as well as ensuring that the delivery of client services, including treating customers fairly and consumer duty regulations, are achieved.

Environmental Committee

This committee sets the environmental objectives for the Group, monitoring progress against them during each financial year. This includes the collection of data on energy, waste generation and management of the Group's carbon emissions. The committee meets quarterly to monitor compliance with relevant regulatory requirements, identify and report on any environmental-related risks to the Executive Committee, monitor spending against any associated budget, as well as acting as champions of the Environmental Policy and encouraging participation and support from employees and suppliers.

IT Oversight Committee

The purpose of this forum is to ensure the integrity of the IT infrastructure and associated business recovery processes. The committee monitors third-party dependencies, has oversight of development projects and is responsible for the identification of infrastructure risks. It undertakes assurance activities including conducting regular penetration testing.

Regulated subsidiaries

The regulated subsidiaries place reliance on a number of additional specialist working groups and committees to help them discharge their duties, including:

- Funds Risk Committee
- Outsourcing Oversight Committee
- Conduct and Policies Committee
- CASS Committee
- Financial Crime Committee
- Investment Oversight Committee
- Valuation Committee
- Pricing Committee
- Responsible Investing Oversight Committee

QCA Code compliance

The following disclosures describe in detail how we meet the principles of the QCA Code against which the Group chooses to report its governance arrangements. A formal statement on our compliance with the QCA Code is set out in the Directors Report at page 89.

Principle 1: Establish a strategy and business model which promote long-term value for shareholders

The Group's purpose is to actively and responsibly manage our clients' investments for a better financial future.

This is achieved through our investment product offering which is designed to meet the long-term needs of our clients and to deliver good investment outcomes through active management.

The Group maintains a scalable business platform to support our strategy, covering investment, distribution and operations.

The Group's investment products currently include open-ended UCITS and non-UCITS funds, closed-ended investment companies, a portfolio management service and segregated accounts.

These products offer investors access to a range of asset classes including multi-asset, equities, fixed income and alternatives. These products have different primary objectives, including income, capital growth and absolute returns.

The Group has a talented and experienced team of investment professionals to manage our products. The Group offers a supportive and collaborative working environment that gives our investment teams the appropriate freedom to manage portfolios to produce good long-term investment results. We support this with a scalable business platform and an effective risk and compliance framework.

The Group currently maintains an extensive distribution and client service capability focused on UK professional investors, including financial advisers and wealth managers.

The Group's operations function includes investment administration, risk monitoring and portfolio analytics, legal and compliance, information technology and finance. We maintain key outsourcing partners to allow flexibility and scalability of our operation platform to help support business growth.

The five key pillars of the Group's strategy to deliver shareholder value in the medium to long term are as follows:

- To offer relevant investment products
- To deliver attractive investment outcomes
- To maintain a focused distribution capability
- To maintain a strong and scalable operating platform
- To follow a disciplined approach to financial management

The Board believes these pillars are underpinned by a clear set of values designed to establish a responsible way of working, including ethical values, conduct and behaviours, aimed at protecting the Group and its clients from unnecessary harm.

There are a number of potential challenges and risks relating to the Group and its business, including: fluctuations in capital markets; adverse economic, political and market factors, ongoing impact of the UK's termination of its membership of the EU; the loss of or inability to recruit key personnel; failure to maintain attractive investment performance; compliance breaches of investment mandates or operational errors; asset classes managed by the Group becoming less attractive to investors; competitive pressures; regulatory compliance and system security breaches.

Principle 2: Seek to understand and meet shareholder needs and expectations

The Board firmly believes that keeping the confidence of our shareholders is predicated on open, constructive dialogue. During the year, opportunities for effective shareholder engagement with both our institutional and retail shareholders has allowed the Board to engage and seek feedback on its strategic ambitions.

All shareholders are entitled to attend and vote at the Company's Annual General Meeting ('AGM'). The Directors are in attendance to respond to any formal questions on Company business at the meeting and make themselves available immediately afterwards for a more informal opportunity to engage. In addition, the meeting is live broadcast to allow shareholders unable to attend in person to listen to the proceedings. Shareholders not in attendance are invited to lodge any questions in writing ahead of the meeting via the website. The voting results of the AGM held in February 2023 demonstrated continued support from our shareholder base with all votes passed.

Shareholders can access corporate, regulatory news, share capital and dividend information on the Group's website at www.premiermiton.com. Enquiries can be directed to the Board via the corporate email address corporate@premiermiton.com. As well as accessing the Annual Report and Accounts, shareholders can also now listen to the audio broadcast of the Group's results on the website.

Existing and potential institutional shareholders are invited to join results presentations and roadshows at the time of the full year and interim results. The importance of creating value and returns in a sustainable way and communicating how this is achieved continues to be a key theme. Accompanied by the Group's brokers, meetings with institutional holders afford the Executive Directors an opportunity to understand the needs and expectations of our shareholders, the motivations behind shareholder voting decisions as well as discussing the Group's progress and management team's views. The Executive Directors brief the Board on engagement following these meetings.

The Board also receives regular reports on share price monitoring, analysis of the share register, peer group, market comparison feedback and briefings from its professional advisers.

Principle 3: Take into account wider stakeholder and social responsibilities and their implications for long-term success

Social responsibilities

The Group is committed to taking a responsible approach to investing which includes complying with the principles for business of our regulator, the FCA, treating customers fairly and the obligations of consumer duty.

In delivering good long-term investment outcomes for our clients, the fund managers monitor a range of financial and non-financial metrics of an investee company in the furtherance of the stewardship of clients' assets in the Group's investment products. The fund managers are actively engaged with their investee companies and their advisers in order to encourage good standards of governance and creation of shareholder value.

The Group retains the services of ISS, a specialist third-party provider, to support stewardship activities with specialist corporate governance expertise and provide relevant research, voting recommendations and rationale.

The Group manages seven specialist products focused on actively managed portfolios based on the consideration of responsible or sustainable factors. The range includes the Premier Miton Responsible UK Equity Fund, Premier Miton Global Sustainable Optimum Income Fund, Premier Miton Global Sustainable Growth Fund, Premier Miton Global Renewables Trust plc, Premier Miton European Sustainable Leaders Fund, Premier Miton Emerging Markets Sustainable Fund and Premier Miton Diversified Sustainable Growth Fund. The fund managers of these funds work closely with the Head of Responsible Investing.

The Group has an active Environmental Committee which champions participation and support from stakeholders on environmental and nature related matters and runs a number of initiatives and monitoring activities including oversight of energy usage, waste generation and management, material usage and carbon footprint.

All employees are actively encouraged to participate in charitable events with a corporate matching facility for fund raising.

They can also nominate charities with a personal connection as beneficiaries of the Group's charitable donation programme. During the year, the Group made charitable donations of £6,660.

The Group complies with relevant regulations, including the Modern Slavery Act. Our statement is available on the Company's website.

Engagement with stakeholders

The Group has identified its key stakeholders as its employees, financial intermediaries including IFAs and wealth managers, clients invested in the fund product range, third-party providers of goods and services to the Group, as well as the regulator, our local communities and environment. Further details on our approach to stakeholder engagement for each of these categories is set out at pages 70 to 71 in our response to Principle 10.

Through our membership of the Investment Association, we engage on wider regulatory matters to ensure the Group is aware of pending regulatory and legislative changes and able to implement them effectively. We also communicate directly with the FCA on issues affecting the Group.

The Board meets with senior executives and heads of department on a regular basis, including the Chief Operating Officer and Chief Risk Officer. Through the regular reporting structures, the Board is kept updated with information on key customer and supplier relationships.

The Director of Compliance and Legal reports to the regulated firms' boards on all regulatory matters as well as having direct access to both the Chairman and Senior Independent Director as required. The Company's Nominated Adviser updates the Board on stock exchange matters. The external auditor and externally facilitated internal auditor also regularly attend meetings of the Audit & Risk Committee.

Principle 4: Embed effective risk management, considering both opportunities and threats, throughout the organisation

The Group's risk appetite framework allows it to understand and articulate its risk appetite and to manage its tolerance to risk. This allows the Group to assess the impact of new or changing strategies, projects or emerging risks. The Group's control process is set out in a systems and controls document which details operational governance. An ICARA is embedded for the Group and the dashboard is reviewed quarterly by the Board.

The Chief Risk Officer has responsibility for the operational risk monitoring system and processes (in addition to market, credit and liquidity risks). The identification of operational risks and incidents is embedded within the various business units and logged centrally in the operational risk monitoring system that tracks the remedial

actions undertaken to reduce the risk of operational incidents re-occurring and helps to identify future areas of risk, including those relating to our service providers and end-customers.

The Chief Operating Officer, Chief Financial Officer, Director of Finance and Strategy, Chief Risk Officer, Chief Investment Officer and Director of Compliance and Legal each have access to the Chair of the Audit & Risk Committee to raise any concerns in respect of the control environment.

Principle 5: Maintain the Board as a well-functioning, balanced team led by the Chair

Composition

During the year to 30 September 2023, the Board comprised two Executive Directors, Mike O'Shea and Piers Harrison, and five Non-Executive Directors, Robert Colthorpe, Non-Executive Chairman, David Barron, Alison Fleming, Sarah Mussenden and Sarah Walton. David Barron stepped down from the Board on 7 July 2023.

The biographies of each of the current Directors are set out on pages 60 to 61.

The role of the Non-Executive Directors is to provide entrepreneurial leadership, offer constructive challenge to management and direct the development of strategy, ensuring that a framework of effective controls is in place. They also oversee conduct, culture and values, holding the management accountable for setting the overall tone of the Group.

Independence

In assessing the independence of Non-Executive Directors at the date of this report, the Board took account of their experience, character and judgement, and their dependence on, or relationships with the Group. In light of this, Robert Colthorpe, Alison Fleming, Sarah Mussenden and Sarah Walton are considered by the Board to be independent and are free from any associations or relationships with the Group or its investment funds, with the exception of the fees that they receive as Non-Executive Directors.

Roles and responsibilities

The Directors have a duty to promote the best interests of the Company and are collectively responsible for the corporate governance arrangements of the Group. The agreed delegation of duties is set out in the terms of reference of the standing committees of the Board, the job description of the Chief Executive Officer, and through the wider business via the subsidiary governance arrangements in place.

The Board receives management information from the Executive Directors, various heads of department as well as minutes and reports from the material subsidiaries. This is all provided in a timely manner to facilitate assessment of the matters requiring monitoring, a decision or insight.

Conflicts of Interest

A schedule of attendance at Board and committee meetings is set out on page 64. On appointment, each new Director is required to declare any potential conflicts of interest. Directors are reminded at each Board meeting of their obligations to notify any changes in their statement of conflicts and declare any benefits received from third parties. The register of conflicts is reviewed annually, and the Board has concluded that the process has operated effectively during the period.

Principle 6: Ensure that between them the Directors have the necessary up-to-date experience, skills and capabilities

The Board is satisfied that the composition reflects the necessary mix of skills and expertise to meet the Group's strategic requirements.

New Directors are given a comprehensive induction to the Group which includes introductory meetings with departmental heads for Investment, Sales, Marketing, Compliance and Legal, Operations, Risk, Finance, Internal Audit, HR, and the Company Secretary.

All Directors receive briefings and regular training on a range of relevant topics during the year. The Directors are also encouraged to attend external training relevant to their ongoing development. Regular compliance, cyber-crime, health and safety and money laundering training is provided for all Directors.

Where committees of the Board have sought external advice, this is reported in their respective reports. The Board has recourse to the Company Secretary for governance advice and the Senior Independent Director is available in an advisory capacity for the Chair, Directors, and Shareholders.

Robert Colthorpe, Piers Harrison, Sarah Mussenden and Sarah Walton are Chartered Accountants, and their continuing professional development is maintained in accordance with the requirements of the Institute of Chartered Accountants in England and Wales.

Principle 7: Evaluate Board performance based on clear and relevant objectives, seeking continuous improvement

The Board performance review is undertaken annually in the fourth quarter of the financial year. Led by the Chairman, the process is delivered by the Company Secretary and the results discussed with the Board.

As well as providing assurance on the effectiveness of the Board during the year under review, the questionnaire includes a forward looking theme intended to drive change in the coming year based on emerging industry trends that align with corporate strategy. In line with the stated strategic priorities for employee engagement, the 2023 Board performance review was prepared under the theme of 'culture, conduct and collaboration'.

The deliverables identified for the coming year included enhancing oversight of organisational culture with additional data and metrics, a review of the quality and consistency of management information to ensure that the emerging requirements for consumer duty are appropriately integrated, a programme of deep dive topics on relevant matters and supporting the Board in keeping current on wider industry insights.

In satisfaction of the matters identified in the prior year's evaluation, the Board participated in deep dive sessions on D&O Insurance and Market insights, attended focus sessions on Distribution, as well as a drive to encourage active networking at industry events and forums. Meeting efficiency and the quality of management information continued to evolve.

Principle 8: Promote a corporate culture that is based on ethical values and behaviours

Our Company values underpin everything that we do, providing the foundation for our culture and behaviours of our people, at all levels across the organisation. Culture begins with leadership, and our Board seeks to create a strong and effective management team who ensure our business is cohesive, driven by a shared vision and enthusiasm for our work. We are continually working to build a culture that actively encourages freedom of thought, a culture that is open, inclusive, supportive and allows for the ongoing development of all our people.

We work to attract and retain individuals who are high performing, independent thinkers who work collaboratively, aligned to our core values of being dedicated, passionate, collegiate, independent, and responsible. We look to ensure that all employees and prospective employees are treated in a consistent and equitable way, regardless of gender, sexual orientation, religion or belief, age, race, ethnic origin, marital or civil partnership status, pregnancy, maternity, or disability. This approach applies to our recruitment, onboarding and employee lifecycle practices including remuneration and retention.

Employees are supported with a range of benefits including company pension, ill health protection, life cover and private medical insurance. Employee well-being is an essential focus, and our approach ensures that we cover the four pillars of well-being; mental health, physical, financial and social well-being. Two-way communication is key to our culture, and we have various forms of communication including regular updates from our CEO, a quarterly internal magazine and Townhalls. We have a variety of means of ensuring employees have a way to provide their own feedback and input into the culture and wider business, such as a People Survey and Focus Groups.

Principle 9: Maintain governance structures and processes that are fit for purpose and support good decision making by the Board

The governance arrangements of the Group are kept current and are adapted to reflect emerging needs. All Directors receive appropriate and timely information to ensure that they are properly briefed in advance of Board meetings and have access to the advice and services of the Company Secretary and other senior management. The Company Secretary is responsible for advising the Chairman and the Board on governance matters.

The Board maintains a schedule of Matters Reserved that includes material acquisitions and disposals, investments, and capital projects. The calendar of scheduled meetings is supplemented with ad hoc meetings convened as required to address issues that arise outside of the regular schedule. The Board also participates in deep dive sessions covering topics selected to focus attention on emerging matters or new products, aiming to balance internal and external points of interest. The standing agenda item papers circulated prior to Board meetings include the following:

- declarations of Directors' conflicts of interest
- a report from the Chief Executive Officer covering strategy, performance, corporate and investor relations
- a report from the Chief Financial Officer covering financial results, comparison of forecasts with published consensus, financing and financial strategy matters
- reports from the Chairs of the standing committees
- matters recommended for Board approval

- market and industry insights; reports from senior management on risk, compliance, legal, operations, investment strategy and performance, responsible investment, sales, marketing, human resources and governance matters
- a rolling schedule of Group policies

A list of additional matters considered by the Board during the course of the financial year is set out in the section on 'key decisions during the year' at page 71.

Board committees receive the papers required in order to fulfil their duties in accordance with their terms of reference. Each committee has access to the resources, information, and advice at the cost of the Group, in order to enable each committee to discharge its duties. These duties are set out in the terms of reference of each committee, copies of which are available on the Group's website. The Executive Directors may attend meetings by invitation. The meetings are formally minuted and once approved, the minutes of each meeting are circulated to the Board.

Principle 10: Communicate how the Company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders

The Board endeavours to facilitate open investor dialogue with both institutional and retail investors, employees and other stakeholders.

The key components of the investor relations remit are the AGM, to which all shareholders are invited to attend and vote, and the full year and interim results presentations to analysts and institutional investors.

The corporate website carries the current and past editions of the Report and Accounts and Interim Report and Accounts, financial calendar, and dividend information as well as the disclosures required in satisfaction of AIM Rule 26, and regulatory news service announcements.

The Executive Directors, together with the Group's brokers, meet with existing and potential shareholders to discuss our business strategy, plan, and progress. This enables a healthy dialogue and enables all interested parties to come to informed decisions about the Group.

The outcomes of all stewardship votes since the Group's listing are included on the Group's website at www.premiermiton.com.

Stakeholder engagement: Section 172 statement

In the performance of their duties, the Directors, both individually and collectively, have exercised due regard for the matters set out in Section 172(1)(a) to (f) of the Companies Act 2006, acting in the way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to:

- the likely consequence of any decision in the long term
- the interests of the Company's employees
- the need to foster the Company's business relationships with suppliers, customers and others
- the impact of the Company's operations on the community and the environment
- the desirability of the Company maintaining a reputation for high standards of business conduct
- the need to act fairly between members of the Company

The Board considers its key stakeholders to be its shareholders, employees, clients, suppliers, regulators, community and environment and the table on pages 72 and 73 details how we typically engage with each.

Key decisions during the year

In promoting the success of the Company, the Board considered and made the following key decisions during the financial year ended 30 September 2023:

Financial performance

- Approval of 2022 Annual Report and Accounts
- Recommendation of a final dividend
- Approval of the half year review to 31 March 2023
- Declaration of the interim dividend

- Grant of certain equity awards
- Strategy session
- Approval of the ICARA
- Approval of the 2023/24 Budget

Operational performance

- Received reports and business updates from the CEO and COO
- Received quarterly business reports and operational oversight reports
- Received and acted upon internal audit findings reports from Grant Thornton
- Received quarterly business reports and operational oversight Institutional distribution channel
- Consideration of material contracts

Stakeholders

- AGM and Investor relations arrangements
- Approved the Modern Slavery Statement
- Received regular updates from HR on various employee matters
- Approved the FRC stewardship code submission and received the responsible investing reports
- Approved the Group's commitment to net zero and subscription to the NZAM initiative
- Reviewed and approved applicable supplier-related policies

Governance

- Received quarterly reporting including updates on governance developments
- Annual performance review of the Board and its standing committees
- Annual review of the Matters Reserved of the Company
- Annual review of the Terms of Reference of standing committees of the Board
- Reviewed succession planning, Board membership and committee composition
- Group's insurance policy renewals
- Tender of external audit services as detailed at page 79

Section 172 Statement

Shareholders:

The Company is AIM listed and keeping the confidence of shareholders through regular, transparent engagement over the course of the financial year encourages valuable dialogue with those who are invested in our success.

Stakeholders' key interests:

- Long-term value creation underpinned by a talented team of investment professionals.
- Good governance practices including adherence to the QCA Governance Code standards.
- Ability to engage in meaningful dialogue.
- The expectation of financial returns through dividend payments, balancing investment in growth with returns.
- Scalable business platform covering investment, distribution and operations.
- Dedicated and informative corporate website content.

How we engage:

- Ensuring the Board has a clear understanding of its role and contribution to the success of the Group.
- Transparency in the way we do business, maintaining good governance practices in line with the QCA Governance Code.
- Balancing shareholder returns with investment in business initiatives to perpetuate our business and create long-term value.
- Tracking achievement against strategic objectives throughout the year.
- A clearly defined dividend policy targets an ordinary dividend pay-out of approximately 50 to 65% of profit after tax, adjusted for exceptional costs, share-based payments and amortisation.
- Regular shareholder roadshows for institutional investors facilitated by the Nomad.
- An accessible AGM that allows shareholders to attend in person or listen to proceedings via a live broadcast.
- The provision of comprehensive investor materials available on the corporate website including all results, regulatory announcements and financial calendar.

Employees:

Looking after the interests of our employees ensures that they are well positioned to bring their skills to the pursuit of our strategic objectives and know that their contribution is valued.

Our ability to deliver excellent investment outcomes and exemplary client services depends upon a corporate culture that promotes and supports good conduct and a collegiate working environment.

Stakeholders' key interests:

- A healthy corporate culture that operates ethically and acts with integrity.
- Regard for employee health and well-being.
- A safe working environment.
- Training and development opportunities.
- Well-designed remuneration structures that attract and retain employees.
- Ability to raise concerns safely.

How we engage:

- Maintaining a compliant culture with good conduct across the Group through appropriate policies, monitoring and reporting.
- Seeking views via regular employee engagement surveys and tracking feedback actions.
- Regular business updates from the Group CEO.
- Townhall events to communicate on full and half year results.
- Regular updates on people initiatives from HR.
- Investment in employee training initiatives.

- Employees can raise concerns through various channels including staff surveys, discussion with line managers, HR and Compliance, and the whistleblowing procedures.
- Various partnerships in place to support initiatives in diversity, mental health, social mobility, and well-being.

Community and environment:

The Group is committed to an active and growing role in corporate social responsibility and building a more sustainable future.

Stakeholders' key interests:

- Commitment to high standards of corporate responsibility.
- Oversight of environmental, social and governance matters including climate risk.
- Sustainable investment funds.
- Reputation within the community.
- Committed to carbon reduction.

How we engage:

- The Environmental Committee has developed key initiatives including the Group's work towards net zero carbon emissions, calculating its carbon emissions and reporting the Group's CDP disclosure assessment.
- Active engagement with industry bodies on responsible investment and climate risk.
- The Group manages seven specialist funds focused on responsible or sustainable themes.
- Oversight of the Responsible Investing framework by the RIOC.
- Premier Miton is a signatory of the FRC's Stewardship Code and Net Zero Asset Managers initiative.
- Supporting colleague volunteering activities.

Clients:

The Group, acting via its two FCA regulated subsidiaries is focused on building and maintaining strong client relationships. Our clients are typically independent financial advisers and wealth managers who intermediate between the firm and the end consumer of our fund products.

Stakeholders' key interests:

- A well-diversified range of investment products.
- Ensuring the quality and content of product communications.
- Reliable and efficient client services.
- Regulatory compliance.

How we engage:

- The Board receives regular updates on advisory and discretionary client engagement to understand how clients' needs are evolving.
- The Product Governance Committee undertakes a regular review of the Group's funds to ensure they are being managed in line with their objectives, policy and strategy.
- Client facing teams strive to establish an understanding of client needs and expectations. The costs associated with the Group's branded funds are subject to annual value assessment by the Board of Premier Portfolio Managers Limited, a Group subsidiary.
- Due attention to treating customers fairly and the new consumer duty.
- Close monitoring and handling of any client complaints.
- Maintaining a user-friendly website for product related information.

Suppliers:

We aim to maintain good relationships with our suppliers and ensure they uphold high standards of ethical business conduct. The selection process and engagement with any third-party providers is guided by our Procurement Policy, supported by suitable due diligence processes and in accordance with our Modern Slavery Statement.

Stakeholders' key interests:

- Minimising the inherent risks of outsourcing.
- Promoting responsible and ethical business practices to maintain good long-term relationships with key suppliers.

How we engage:

- The Board has delegated oversight of key business partnerships to management and receives regular reporting on the risks associated with outsourcing from the Audit & Risk Committee.
- Monitoring and oversight of key third-party supplier relationships is undertaken by the Outsourcing Oversight Committee.
- Senior management meets regularly with suppliers.
- Routine contract renewal or tendering is undertaken at intervals.
- Relevant policies, including the Procurement Policy, Anti-Bribery, Gifts and Entertainment, Legal Contracts Policy and Record Retention Policy, are in place and subject to annual review.

Regulators:

The regulated activities of the Group are undertaken via its two FCA regulated subsidiaries, and the Group seeks to maintain a positive and open relationship with the FCA.

Stakeholders' key interests:

- Transparency and integrity.
- Candid and regular dialogue.
- Proactive response to FCA initiatives and publications.

How we engage:

- Actively engaged, notably via the Quoted Companies Alliance and the Investment Association to ensure that we remain alert to legal and regulatory change.
- A regulatory change log is included at each regulated subsidiary meeting which highlights impact and timing of incoming regulatory change.
- Any direct contact from the FCA promptly addressed.
- A comprehensive rolling programme of compliance training for all employees and for senior managers subject to the certification regime.
- A review of the duties delegated to certain committees on behalf of the regulated business was undertaken during the year to formalise the framework and enhance reporting.