

## **IMPLEMENTATION STATEMENT**

### **Purpose**

This statement provides information on how, and the extent to which, the Trustees' policies in relation to the exercising of rights (including voting rights), attached to the Scheme's investments, and engagement activities have been followed during the year ended 31 March 2021 ("the reporting year"). In addition, the statement provides a summary of the voting behaviour and most significant votes cast by investment managers on behalf of the Scheme during the reporting year.

### **Latest review of the Statement of Investment Principles**

During the reporting year, the Scheme's SIP was reviewed and amended from 30 September 2020. This review was initiated due to new regulations which took effect from 1 October 2020 which required Trustees of all schemes to update their Statement of Investment Principles to include the following:

- > Additional information on the Trustees' policy in relation to:
  - The exercise of rights (including voting rights) attaching to investments; and
  - The undertaking of engagement activities in respect of the investments (e.g., the approach to monitoring investment managers over how they take into account performance, strategy, capital structure, management of actual or potential conflicts of interest and ESG (environmental, social and governance) issues in relation to issuers of debt or equity).
- > The Trustees' policy relating to arrangements with asset managers, including how the following matters are set out:
  - Incentives for asset managers to align their investment strategy and decisions with the Trustees' investment policies; and
  - Incentives for asset managers to make decisions based on medium to long term financial and non-financial performance assessments of an issuer of debt or equity and to engage with the issuer in order to improve performance over the medium to long term; and
  - How the method and time horizon of the evaluation of an asset manager's performance and the remuneration for their services are in line with the Trustees' investment policies; and
  - The monitoring of "portfolio turnover costs" incurred by the asset manager and how the Trustees define and monitor targeted portfolio or turnover range; and
  - The duration of the arrangement with the asset manager.

### **The Trustees' updated policy**

The Trustees believe that there can be financially material risks relating to ESG issues. The Trustees have delegated the ongoing monitoring and management of ESG risks and those related to climate change to the Scheme's investment managers. The Trustees require the Scheme's investment managers to take ESG and climate change risks into consideration within their decision-making, recognising that how they do this will be dependent on factors including the characteristics of the asset classes in which they invest. In pooled funds the Trustees have limited influence over the managers' investment practices, particularly in relation to those pooled funds which are designed to track an index where the choice of the index dictates the assets held by the manager.

The Trustees have delegated responsibility for the exercise of rights (including voting rights) attached to the Scheme's investments to the investment managers and encourage them to engage with investee companies and vote wherever it is practical to do so on financially material matters including those deemed to include a material ESG and/or climate change risk in relation to those investments. Furthermore, the Trustees revert to the investment manager's approach when determining vote significance unless stated otherwise.

The Trustees will seek advice from XPS on the extent to which its views on ESG and climate change risks may be considered in any future investment manager selection exercises.

## **Investment related activity**

### **Asset allocations**

In understanding that asset allocation plays an important role in achieving investment objectives and good member outcomes, the Trustees monitor the asset allocation of the Scheme to ensure that these are in line with the current investment objectives.

During the year, following advice received from the Investment Adviser, the Trustees agree to a change in the Scheme strategic allocation. The key outcomes of the review and new strategic benchmark are:

- Introduction of leveraged liability driven investment assets to better protect the Scheme funding position from changes in interest rate and expected inflation
- Diversification benefits offered by introduction of private markets allocation.
- Simplification of the overall fund allocation

### **Manager selections**

One of the main ways in which ESG and climate change related risks are taken into consideration is through manager selection exercises: the Trustees seek advice from XPS on the extent to which their views on ESG and climate change risks may be taken into account in any future investment manager selection exercises.

During the reporting year, the Trustees received advice on the introduction of new managers for the Scheme's assets under the new Strategic allocation. Whilst no new appointments were made during the reporting year, the Trustees are satisfied that ESG and climate change were appropriately integrated into the manager selection criteria and decision-making process, in line with their agreed policies.

### **CMA Objectives**

Objectives were put in place for XPS Investment Limited, in line with the 10 June 2019 CMA Order which required trustees to set objectives for existing and new investment consultant appointments from 10 December 2019, in order to receive investment advice after that date.

### **Ongoing governance**

The Trustees, with the assistance of XPS, monitor the processes and operational behaviour of the investment managers from time to time, to ensure they remain appropriate and in line with the Trustees' requirements as set out in the Statement of Investment Principles. Further, the Trustees have set XPS the objective of ensuring that any selected managers reflect the Trustees' views on ESG (including climate change) and stewardship.

Beyond the governance work currently undertaken, the Trustees believe that their approach to, and policy on, ESG matters will evolve over time based on developments within the industry and, at least partly, on a review of data relating to the voting and engagement activity conducted annually.

### **Adherence to the Statement of Investment Principles**

During the reporting year the Trustees are satisfied that they followed their policy on the exercise of rights (including voting rights) and engagement activities to an acceptable degree.

### **Voting activity**

The main asset class where the investment managers will have voting rights is equities. The Scheme has specific allocations to equities, and investments in equities will also form part of the strategy for the diversified growth funds in which the Scheme invests. A summary of the voting behaviour and most significant votes cast by each of the relevant investment manager organisations (managers with whom the Scheme was invested during the year) is as follows.

Note that in this section the responses have been provided by the investment managers and therefore "we" or "us" or "our" will often be written from the perspective of the investment manager, not the Scheme or Trustees.

Scheme invests. A summary of the voting behaviour and most significant votes cast by each of the relevant investment manager organisations (managers with whom the Scheme was invested during the year) is as follows.

Note that in this section the responses have been provided by the investment managers and therefore "we" or "us" or "our" will often be written from the perspective of the investment manager, not the Scheme or Trustees.

JP Morgan Diversified Growth Fund

**Voting Information**

**JP Morgan Diversified Growth Fund**

The manager voted on 98.44% of resolutions of which they were eligible out of 821 eligible votes.

**Investment Manager Client Consultation Policy on Voting**

We vote in line with our voting policy as we are given voting rights (in our role as managers) by our clients

**Investment Manager Process to determine how to Vote**

Please see the following link: [https://am.jpmorgan.com/blob-gim/1383229018341/83456/2020\\_Global%20Procedures%20and%20Guidelines\\_FINAL.PDF?segment=AME\\_RICAS\\_US\\_ADV&locale=en\\_US](https://am.jpmorgan.com/blob-gim/1383229018341/83456/2020_Global%20Procedures%20and%20Guidelines_FINAL.PDF?segment=AME_RICAS_US_ADV&locale=en_US)

**How does this manager determine what constitutes a 'Significant' Vote?**

We define "significant" votes as votes where we are a major shareholder in our portfolios, where the vote is likely to be close or contentious or where there may be potential material consequences for our clients.

**Does the manager utilise a Proxy Voting System? If so, please detail**

JPMAM uses a third-party corporate governance data provider, ISS, to receive meetings notifications, provide company research and process its votes.

**Top 5 Significant Votes during the Period**

<b>Company</b>	<b>Voting Subject</b>	<b>How did the Investment Manager Vote?</b>	<b>Result</b>
Vivendi SA	Approve Remuneration Policy of Chairman of Management Board	Against	Resolution was passed at the Annual General Meeting
Continued company engagement			
Lloyds Banking Group Plc	Approve Remuneration Policy and Long-Term Incentive Plan	Against	Resolution was passed at the Annual General Meeting
Continued company engagement			
Naturgy Energy Group SA	Election of five Directors	Against	Resolution was passed at the Annual General Meeting
Continued company engagement			
bioMerieux SA	Approve Remuneration Policy of Chairman and CEO	Against	Resolution was passed at the Annual General Meeting
Continued company engagement			
Anheuser-Busch InBev	Re-election of nine Directors	-	Resolution was passed at the Annual General Meeting
Continued company engagement			

#### LGIM Overseas Equity Consensus Index Fund

<b>Voting Information</b>
<b>Legal and General Investment Management Overseas Equity Consensus Index Fund</b>
The manager voted on 99.84% of resolutions of which they were eligible out of 67525 eligible votes.
<b>Investment Manager Client Consultation Policy on Voting</b>

LGIM's voting and engagement activities are driven by ESG professionals and their assessment of the requirements in these areas seeks to achieve the best outcome for all our clients. Our voting policies are reviewed annually and take into account feedback from our clients. Every year, LGIM holds a stakeholder roundtable event where clients and other stakeholders (civil society, academia, the private sector, and fellow investors) are invited to express their views directly to the members of the Investment Stewardship team. The views expressed by attendees during this event form a key consideration as we continue to develop our voting and engagement policies and define strategic priorities in the years ahead. We also take into account client feedback received at regular meetings and/ or ad-hoc comments or enquiries.

### **Investment Manager Process to determine how to Vote**

All decisions are made by LGIM's Investment Stewardship team and in accordance with our relevant Corporate Governance & Responsible Investment and Conflicts of Interest policy documents which are reviewed annually. Each member of the team is allocated a specific sector globally so that the voting is undertaken by the same individuals who engage with the relevant company. This ensures our stewardship approach flows smoothly throughout the engagement and voting process and that engagement is fully integrated into the vote decision process, therefore sending consistent messaging to companies.

### **How does this manager determine what constitutes a 'Significant' Vote?**

As regulation on vote reporting has recently evolved with the introduction of the concept of 'significant vote' by the EU Shareholder Rights Directive II, LGIM wants to ensure we continue to help our clients in fulfilling their reporting obligations. We also believe public transparency of our vote activity is critical for our clients and interested parties to hold us to account. For many years, LGIM has regularly produced case studies and/ or summaries of LGIM's vote positions to clients for what we deemed were 'material votes'. We are evolving our approach in line with the new regulation and are committed to provide our clients access to 'significant vote' information. In determining significant votes, LGIM's Investment Stewardship team takes into account the criteria provided by the Pensions & Lifetime Savings Association consultation (PLSA). This includes but is not limited to:

- High profile vote which has such a degree of controversy that there is high client and/ or public scrutiny;
- Significant client interest for a vote: directly communicated by clients to the Investment Stewardship team at LGIM's annual Stakeholder roundtable event, or where we note a significant increase in requests from

clients on a particular vote;

- Sanction vote as a result of a direct or collaborative engagement;
- Vote linked to an LGIM engagement campaign, in line with LGIM Investment Stewardship's 5-year ESG priority engagement themes.

We will provide information on significant votes in the format of detailed case studies in our quarterly ESG impact report and annual active ownership publications. If you have any additional questions on specific votes, please note that we publicly disclose our votes for the major markets on our website. The reports are published in a timely manner, at the end of each month and can be used by clients for their external reporting requirements. The voting disclosures can be found by selecting 'Voting Report' on the following page: [http://documentlibrary.lgim.com/litlibrary/lglibrary\\_463150.html?req=internal](http://documentlibrary.lgim.com/litlibrary/lglibrary_463150.html?req=internal)

**Does the manager utilise a Proxy Voting System? If so, please detail**

LGIM's Investment Stewardship team uses ISS's 'ProxyExchange' electronic voting platform to electronically vote clients' shares. All voting decisions are made by LGIM, and we do not outsource any part of the strategic decisions. Our use of ISS recommendations is purely to augment our own research and proprietary ESG assessment tools. The Investment Stewardship team also uses the research reports of Institutional Voting Information Services (IVIS) to supplement the research reports that we receive from ISS for UK companies when making specific voting decisions. To ensure our proxy provider votes in accordance with our position on ESG, we have put in place a custom voting policy with specific voting instructions. These instructions apply to all markets globally and seek to uphold what we consider are minimum best practice standards which we believe all companies globally should observe, irrespective of local regulation or practice. We retain the ability in all markets to override any vote decisions, which are based on our custom voting policy. This may happen where engagement with a specific company has provided additional information (for example from direct engagement, or explanation in the annual report) that allows us to apply a qualitative overlay to our voting judgement. We have strict monitoring controls to ensure our votes are fully and effectively executed in accordance with our voting policies by our service provider. This includes a regular manual check of the votes input into the platform, and an electronic alert service to inform us of rejected votes which require further action.

**Top 5 Significant Votes during the Period**

Company	Voting Subject	How did the Investment Manager Vote?	Result
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<p>Qantas Airways Limited</p>	<p>Resolution 3 Approve participation of Alan Joyce in the Long-Term Incentive Plan Resolution 4 Approve Remuneration Report.</p>	<p>LGIM voted against resolution 3 and supported resolution 4.</p>	<p>About 90% of shareholders supported resolution 3 and 91% supported resolution 4. The meeting results highlight LGIM's stronger stance on the topic of executive remuneration, in our view.</p>
<p>We will continue our engagement with the company.</p>			
<p>Whitehaven Coal</p>	<p>Resolution 6 Approve capital protection. Shareholders are asking the company for a report on the potential wind-down of the company's coal operations, with the potential to return increasing amounts of capital to shareholders.</p>	<p>LGIM voted for the resolution.</p>	<p>The resolution did not pass, as a relatively small amount of shareholders (4%) voted in favour. However, the environmental profile of the company continues to remain in the spotlight: in late 2020 the company pleaded guilty to 19 charges for breaching mining laws that resulted in 'significant environmental harm'. As the company is on LGIM's Future World Protection List of exclusions, many of our ESG-focused funds – and select exchange-traded funds – were not invested in the company.</p>
<p>LGIM will continue to monitor this company.</p>			

Lagardère	Shareholder resolutions A to P. Activist Amber Capital, which owned 16% of the share capital at the time of engagement, proposed 8 new directors to the Supervisory Board (SB) of Lagardère, as well as to remove all the incumbent directors (apart from two 2019 appointments).	LGIM voted in favour of five of the Amber-proposed candidates (resolutions H,J,K,L,M) and voted off five of the incumbent Lagardère SB directors (resolutions B,C,E,F,G).	Even though shareholders did not give majority support to Amber's candidates, its proposed resolutions received approx. between 30-40% support, a clear indication that many shareholders have concerns with the board. (Source: ISS data)
LGIM will continue to engage with the company to understand its future strategy and how it will add value to shareholders over the long term, as well as to keep the structure of SB under review.			
Medtronic plc	Resolution 3 Advisory Vote to Ratify Named Executive Officers' Compensation.	LGIM voted against the resolution.	The voting outcome was as follows: For: 91.73%; against: 8.23%.
LGIM will continue to monitor this company.			
Olympus Corporation	Resolution 3.1: Elect Director Takeuchi, Yasuo at the company's annual shareholder meeting held on 30 July 2020.	We voted against the resolution.	94.90% of shareholders supported the election of the director
LGIM will continue to engage with and require increased diversity on all Japanese company boards.			

#### LGIM World Equity Index Fund – GBP Hedged

<b>Voting Information</b>
<b>Legal and General Investment Management World Equity Index Fund - GBP Currency Hedged</b>
The manager voted on 99.84% of resolutions of which they were eligible out of 40987 eligible votes.
<b>Investment Manager Client Consultation Policy on Voting</b>
Consistent with the approach outlined for the Legal & General Investment Management Overseas Equity Consensus Index Fund
<b>Investment Manager Process to determine how to Vote</b>



Consistent with the approach outlined for the Legal & General Investment Management Overseas Equity Consensus Index Fund

**How does this manager determine what constitutes a 'Significant' Vote?**

Consistent with the approach outlined for the Legal & General Investment Management Overseas Equity Consensus Index Fund

**Does the manager utilise a Proxy Voting System? If so, please detail**

Consistent with the approach outlined for the Legal & General Investment Management Overseas Equity Consensus Index Fund

**Top 5 Significant Votes during the Period**

Company	Voting Subject	How did the Investment Manager Vote?	Result
Qantas Airways Limited	Resolution 3 Approve participation of Alan Joyce in the Long-Term Incentive Plan Resolution 4 Approve Remuneration Report.	LGIM voted against resolution 3 and supported resolution 4.	About 90% of shareholders supported resolution 3 and 91% supported resolution 4. The meeting results highlight LGIM's stronger stance on the topic of executive remuneration, in our view.
We will continue our engagement with the company.			
Whitehaven Coal	Resolution 6 Approve capital protection. Shareholders are asking the company for a report on the potential wind-down of the company's coal operations, with the potential to return increasing amounts of capital to shareholders.	LGIM voted for the resolution.	The resolution did not pass, as a relatively small amount of shareholders (4%) voted in favour. However, the environmental profile of the company continues to remain in the spotlight: in late 2020 the company pleaded guilty to 19 charges for breaching mining laws that resulted in 'significant environmental harm'. As the company is on LGIM's Future World Protection List of exclusions, many of our ESG-focused funds – and select exchange-traded funds – were not invested in the company.
LGIM will continue to monitor this company.			

International Consolidated Airlines Group	Resolution 8: Approve Remuneration Report' was proposed at the company's annual shareholder meeting held on 7 September 2020.	We voted against the resolution.	28.4% of shareholders opposed the remuneration report.
LGIM will continue to engage closely with the renewed board.			
Lagardère	Shareholder resolutions A to P. Activist Amber Capital, which owned 16% of the share capital at the time of engagement, proposed 8 new directors to the Supervisory Board (SB) of Lagardère, as well as to remove all the incumbent directors (apart from two 2019 appointments).	LGIM voted in favour of five of the Amber-proposed candidates (resolutions H,J,K,L,M) and voted off five of the incumbent Lagardère SB directors (resolutions B,C,E,F,G).	Even though shareholders did not give majority support to Amber's candidates, its proposed resolutions received approx. between 30-40% support, a clear indication that many shareholders have concerns with the board. (Source: ISS data)
LGIM will continue to engage with the company to understand its future strategy and how it will add value to shareholders over the long term, as well as to keep the structure of SB under review.			
Imperial Brands plc	Resolutions 2 and 3, respectively, Approve Remuneration Report and Approve Remuneration Policy.	LGIM voted against both resolutions.	Resolution 2 (Approve Remuneration Report) received 40.26% votes against, and 59.73% votes of support. Resolution 3 (Approve Remuneration Policy) received 4.71% of votes against, and 95.28% support.
LGIM continues to engage with companies on remuneration both directly and via IVIS, the corporate governance research arm of The Investment Association. LGIM annually publishes remuneration guidelines for UK listed companies.			

### Pictet Dynamic Asset Allocation Fund

<b>Voting Information</b>
<b>Pictet Asset Management Ltd Dynamic Asset Allocation Fund</b>
The manager voted on 100% of resolutions of which they were eligible out of 263 eligible votes.
<b>Investment Manager Client Consultation Policy on Voting</b>
As per Pictet Asset Management's proxy voting guidelines listed in the Active Ownership Policy, where voting rights are delegated to us, we would not consult with clients before voting. However, for segregated accounts, including mandates and third-party (i.e., sub-advisory) mutual funds managed by Pictet Asset

Management, clients who delegate the exercise of voting rights to us have the choice between Pictet Asset Management’s voting guidelines or their own voting guidelines.

**Investment Manager Process to determine how to Vote**

We typically use the recommendations of ISS to inform voting decisions, but Pictet Asset Management reserves the right to deviate from third party voting recommendations on a case-by-case basis in order to act in the best interests of our clients. Such divergences may be initiated by Investment teams or by the ESG team and will be supported by detailed written rationale.

**How does this manager determine what constitutes a 'Significant' Vote?**

We consider a vote to be significant due to the subject matter of the vote, for example a vote against management, if the company is one of the largest holdings in the portfolio, and/or we hold an important stake in the company.

**Does the manager utilise a Proxy Voting System? If so, please detail**

To assist us in performing our proxy voting responsibilities, Pictet Asset Management uses the services of third-party specialists (ISS) to provide research and to facilitate the execution of voting decisions at all relevant company meetings worldwide. ISS are tasked with collecting meeting notices for all holdings and researching the implications of every resolution according to voting guidelines as defined by Pictet Asset Management. Our proxy voting policy is based on generally accepted standards of best practice in corporate governance including board compensation, executive remuneration, risk management, shareholder rights. Because the long-term interests of shareholders are the paramount objective, we do not always support the management of companies and may vote against management from time to time. ISS are used on a continuous basis and all recommendations are communicated to relevant Investment teams and Pictet’s in-house ESG team. Therefore, ISS recommendations have been followed with minor exceptions on direct holdings within the Investment trust space.

**Top 5 Significant Votes during the Period**

<b>Company</b>	<b>Voting Subject</b>	<b>How did the Investment Manager Vote?</b>	<b>Result</b>
BHP Group			

	Adopt Interim Cultural Heritage Protection Measures	Against Management	The resolution was withdrawn as it was conditional on the passing of a prior item which was not carried.
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. If warranted, we will consider actions as part of our escalation strategy, including future voting decisions.			
Sanofi	Approval of compensation of Olivier Brandicourt CEO until August 31st 2019	Against Management	The resolution was rejected.
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. If warranted, we will consider actions as part of our escalation strategy, including future voting decisions.			
Hexagon AB	Re-elect Ola Rollen, Gun Nilsson (Chair), Ulrika Francke, John Brandon, Henrik Henriksson, Sofia Schorling Hogberg and Marta Schorling Andreen as Directors; Elect Patrick Soderlund as New Director; Ratify Ernst & Young as Auditors	Against Management	The resolution was approved.
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. If warranted, we will consider actions as part of our escalation strategy, including future voting decisions.			
The Coca-Cola Company	Shareholder Proposal to report on the health impacts and risks of sugar-related products	Against Management	Supported management
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. If warranted, we will consider actions as part of our escalation strategy, including future voting decisions.			
Alphabet Inc.	Shareholder proposal to assess feasibility of including Sustainability as a performance measure	Against Management	Supported management
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. If warranted, we will consider actions as part of our escalation strategy, including future voting decisions.			

### Schroders Diversified Growth Fund

<b>Voting Information</b>
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## Schroders Diversified Growth Fund

The manager voted on 94.1% of resolutions of which they were eligible out of 3,297 eligible votes.

### Investment Manager Client Consultation Policy on Voting

In order to maintain the necessary flexibility to meet client needs, local offices at Schroders may determine a voting policy regarding the securities for which they are responsible, subject to agreement with clients as appropriate, and/or addressing local market issues. Clients in the UK will need to contact their usual client services person(s) on whether this is available for the type of investment(s) they hold with Schroders.

### Investment Manager Process to determine how to Vote

Schroders evaluate voting issues arising at their investee companies and, where they have the authority to do so, vote on them in line with their fiduciary responsibilities in what Schroders deem to be the interests of their clients. Schroders utilise company engagement, internal research, investor views and governance expertise to confirm their intention. Further information can be found in their Environmental, Social and Governance Policy for Listed Assets policy: <https://www.schroders.com/en/sysglobalassets/global-assets/english/campaign/sustainability/integrity-documents/schroders-esg-policy.pdf>

### How does this manager determine what constitutes a 'Significant' Vote?

Schroders consider "most significant" votes as those against company management. Schroders are not afraid to oppose management if they believe that doing so is in the best interests of shareholders and their clients. For example, if Schroders believe a proposal diminishes shareholder rights or if remuneration incentives are not aligned with the company's long-term performance and creation of shareholder value. Such votes against will typically follow an engagement and they will inform the company of their intention to vote against before the meeting, along with their rationale. Where there have been ongoing and significant areas of concerns with a company's performance, Schroders may choose to vote against individuals on the board.

However, as active fund managers Schroders usually look to support the management of the companies that they invest in. Where Schroders do not do this, they classify the vote as significant and will disclose the reason behind this to the company and the public.

### Does the manager utilise a Proxy Voting System? If so, please detail

Schroders receive research from both ISS and the Investment Association's Institutional Voting Information Services (IVIS) for upcoming general meetings, however this is only one component that feeds into their voting decisions. In addition to relying on their policies, Schroders will also be informed by company reporting, company engagements, country specific policies, engagements with stakeholders and the views of portfolio managers and analysts. It is important to stress that Schroders own research is also integral to their final voting decision; this will be conducted by both their financial and ESG analysts. For contentious issues, their Corporate Governance specialists will be in deep dialogue with the relevant analysts and portfolio managers to seek their view and better understand the corporate context. Schroders continue to review their voting practices and policies during their ongoing dialogue with their portfolio managers. This has led Schroders to raise the bar on what they consider 'good governance practice.'

### Top 5 Significant Votes during the Period

<b>Company</b>	<b>Voting Subject</b>	<b>How did the Investment Manager Vote?</b>	<b>Result</b>
Acuity Brands, Inc.	Advisory Vote to Ratify Named Executive Officers' Compensation	Against Management	Voted against Company Management
Concerns overcompensation structure.			
Visa Inc.	Advisory Vote to Ratify Named Executive Officers' Compensation	Against Management	Voted against Company Management
The minimum vesting period is less than three years.			
TP ICAP Plc	Approve Reduction of Capital	Against Management	Voted against Company Management
Split Vote - Investor not supporting deal.			
Brewin Dolphin Holdings Plc	Approve Remuneration Report	Against Management	Voted against Company Management
Personal targets in bonus above 40%, continued increase in potential.			
Toly Bread Co. Ltd.	Approve Draft and Summary of Employee Share Purchase Plan	Against Management	Voted against Company Management
Not in the best interest of shareholders.			

## Voting Information

### Baillie Gifford Multi Asset Growth Fund

The manager voted on 97.73% of resolutions of which they were eligible out of 749 eligible votes.

### Investment Manager Client Consultation Policy on Voting

All voting decisions are made by our Governance & Sustainability team in conjunction with investment managers. We do not regularly engage with clients prior to submitting votes, however if a segregated client has a specific view on a vote, then we will engage with them on this. If a vote is particularly contentious, we may reach out to clients prior to voting to advise them of this or request them to recall any stock on loan.

### Investment Manager Process to determine how to Vote

Thoughtful voting of our clients' holdings is an integral part of our commitment to stewardship. We believe that voting should be investment led, because how we vote is an important part of the long-term investment process, which is why our strong preference is to be given this responsibility by our clients. The ability to vote our clients' shares also strengthens our position when engaging with investee companies. Our Governance and Sustainability team oversees our voting analysis and execution in conjunction with our investment managers. Unlike many of our peers, we do not outsource any part of the responsibility for voting to third-party suppliers. We utilise research from proxy advisers for information only. Baillie Gifford analyses all meetings in-house in line with our Governance & Sustainability Principles and Guidelines and we endeavour to vote every one of our clients' holdings in all markets.

### How does this manager determine what constitutes a 'Significant' Vote?

The list below is not exhaustive, but exemplifies potentially significant voting situations:

- Baillie Gifford's holding had a material impact on the outcome of the meeting
- The resolution received 20% or more opposition and Baillie Gifford
- Opposed Egregious remuneration
- Controversial equity issuance
- Shareholder resolutions that Baillie Gifford supported and received 20% or more support from shareholders
- Where there has been a significant audit failing
- Where we have opposed mergers and acquisitions
- Where we have opposed the financial statements/annual report
- Where we have opposed the election of directors and executives.

### Does the manager utilise a Proxy Voting System? If so, please detail



Whilst we are cognisant of proxy advisers' voting recommendations (ISS and Glass Lewis), we do not delegate or outsource any of our stewardship activities or follow or rely upon their recommendations when deciding how to vote on our clients' shares. All client voting decisions are made in-house. We vote in line with our in-house policy and not with the proxy voting providers' policies. We also have specialist proxy advisors in the Chinese and Indian markets to provide us with more nuanced market specific information.

**Top 5 Significant Votes during the Period**

<b>Company</b>	<b>Voting Subject</b>	<b>How did the Investment Manager Vote?</b>	<b>Result</b>
COVIVIO SA	Remuneration – Report and Policy	Against	Pass

We opposed five resolutions across the remuneration report and policy regarding the in-flight and proposed long-term incentive scheme because it could lead to rewarding under-performance.

Following the AGM in 2020, we informed the company of our voting decision and advised that we expect more stretching performance criteria to apply to long term incentives going forward. We have yet to see improvements in the targets so will continue dialogue with the company and to take appropriate voting action.