Implementation Statement, covering the Plan Year from 1 January 2023 to 31 December 2023

The Trustee of the Threadneedle Pension Plan (the “Plan”) is required to produce a yearly statement to set out how, and the extent to which, the Trustee has followed its Statement of Investment Principles (“SIP”) during the Plan Year, as well as details of any review of the SIP during the Plan Year, subsequent changes made with the reasons for the changes, and the date of the last SIP review. Information is provided on the last review of the SIP in Section 1 and on the implementation of the SIP in Sections 2-10 below.

The Statement is also required to include a description of the voting behaviour during the Plan Year by, and on behalf of, Trustees (including the most significant votes cast by Trustees or on their behalf) and state any use of the services of a proxy voter during that year. This is provided in Section 10.

In preparing the Statement, the Trustee has had regard to the guidance on Reporting on Stewardship and Other Topics through the Statement of Investment Principles and the Implementation Statement, issued by the Department for Work and Pensions (“DWP’s guidance”) in June 2022.

This Statement is based on the Plan’s latest SIP which was in place during the Plan Year – dated June 2023. This Statement should be read in conjunction with the SIP which can be found here: https://www.columbiathreadneedle.com/en/disclosures.

1 Introduction

The SIP was updated during the Plan Year in June 2023 to reflect:

- “amendments to the voting and engagement policies following DWP's new guidance which expects trustees to take a more active role in relation to monitoring and engaging with investment managers on stewardship.”

Further detail and the reasons for these changes are set out in Section 9. As part of this SIP update, the employer was consulted and confirmed it was comfortable with the changes.

The Trustee has, in its opinion, followed all of the policies in the Plan’s SIP during the Plan Year. The following Sections provide detail and commentary about how and the extent to which it has done so.

The Trustee has, in its opinion, followed the Plan’s voting and engagement policies during the Plan Year.

2 Investment objectives

2.1 Defined Benefit (“DB”) Section

Progress against the long-term journey plan is reviewed as part of the biannual performance monitoring reports. As at 31 December 2023 the Plan was approximately 127% funded on the 2020 low dependency basis.

2.2 Additional Voluntary Contributions and Annual Employer Contributions (collectively “AVC”) Section

The Trustee will formally review the AVC default arrangement at least every three years, or immediately following any significant change in investment policy or the Plan’s member profile. The last such review was carried out in May 2023, in which the Trustee reviewed the performance and strategy of all the funds available to members and the Trustee was satisfied that the arrangements were broadly appropriate. These options comprise a default lifestyle strategy and self-select fund range covering a variety of major asset classes as set out in the SIP.

3 Investment strategy

3.1 DB Section

The Trustee, with the help of its advisers and in consultation with the sponsoring employer, reviewed the strategy in December 2023. The purpose of the review was to assess long-term options for the Plan’s corporate bond allocation. As part of this review, the Trustee made sure the Plan's assets were adequately and appropriately diversified between different asset classes.

3.2 AVC Section

The Trustee reviewed the AVC arrangement in May 2023.

The Trustee reviews member data provided in the administration reports on a quarterly basis to see how members access their benefits.

Following the review, the Trustee agreed to move the Plan's existing AVC arrangements to a new "Master Trust" with Legal & General, given the more favourable terms offered compared to the current arrangements.

4 Considerations in setting the investment arrangements

When the Trustee reviewed the DB investment strategy in December 2023, it considered the investment risks set out in Section 4.1 of this Statement. It also considered a wide range of asset classes for investment, considering the expected returns and risks associated with those asset classes as well as how these risks can be mitigated. The Trustee also considered the need for diversification and specific circumstances of the Plan (eg the investment objectives, funding position, level of contributions and strength of the sponsor covenant).

The Trustee invests for the long term, to provide for the Plan's members and beneficiaries. To achieve good outcomes for members and beneficiaries over this investment horizon, the Trustee therefore seeks to appoint managers whose stewardship activities are aligned to the creation of long-term value and the management of long-run systemic risks.

The Plan's investment adviser, LCP, monitors the investment managers on an ongoing basis through regular research meetings. The investment adviser monitors any developments at managers and informs the Trustee promptly about any significant updates or events they become aware of regarding the Plan's investment managers that may affect the managers' ability to achieve their investment objectives. This includes any significant change to the investment process or key staff for any of the funds the Plan invests in, or any material change in the level of diversification in the fund.

The Trustee monitors the performance of the Plan's investment managers on a biannual basis, using a monitoring report prepared by the investment adviser. The report shows the performance of the Plan over the previous four quarters, one year and three years. Performance is considered in the context of the manager's benchmark and objectives.

4.1 Policy towards risk

Risks are monitored on an ongoing basis with the help of the investment adviser. The Trustee maintains a risk register, and this is discussed at quarterly meetings.

The Trustee's policy for some risks, given their nature, is to understand them and to address them if it becomes necessary, based upon the advice of the Plan's investment adviser or information provided to the Trustee by the Plan's investment managers. These include the risk of inadequate returns, credit risk, equity risk, currency risk, collateral adequacy risk and ESG (including climate) risks. The Trustee's implementation of its policy for these risks during the year is summarised below.

Together, the investment and non-investment risks give rise generally to funding risk. During the year, the Trustee formally reviewed the Plan's funding position as at 31 December 2023 as part of its annual actuarial report. The Trustee also informally monitors the funding position more regularly, on a biannual basis at Trustee meetings.

With regard to the risk of inadequate returns, as part of the DB investment strategy review in December 2023, the Plan was assessed to be fully funded on a low dependency basis ahead of its 2035 target. The best estimate expected return on the Plan's strategic asset allocation was gilts + 1.2% pa. The expected return on the Plan's assets was expected to be more than sufficient to produce the return needed over the long-term.

The Plan's interest and inflation hedging levels are monitored on an ongoing basis in the biannual monitoring report. During the Plan year, the Trustee rebalanced the Plan's hedging portfolio to increase interest rate and inflation hedging from around 80% of the Plan's technical provisions to around 100% of its assets.

With regard to collateral adequacy risk, the Trustee holds investments in the CT Sterling Liquidity Fund alongside the LDI portfolio, to be used should the LDI manager require cash to be posted for a deleverage event. Further, the Trustee's allocation to the CT Net Zero Transition Low Duration Credit Fund is a daily dealt fund which provides additional liquidity if required. As at 31 December 2023, the Plan held more than enough liquid assets to meet the next capital call on the LDI funds.

With regard to covenant risk, the Trustee receives regular updates at Trustee meetings from its advisers and the Plan's sponsoring employer. The Trustee assesses this more formally as part of the triennial actuarial valuation, and in 2021 (as part of the ongoing 2020 valuation process) the Trustee assessed the Plan's overall covenant strength as "strong".

With regard to the risk of not meeting members' reasonable expectations in the AVC Section, the Trustee makes available equity and equity-based funds, which are expected to provide positive returns above inflation over the long term. These are used in the growth phase of the default lifestyle option and are also made available within the self-select options. These funds are expected to produce adequate real returns over the longer term.

The following risks are covered elsewhere in this Statement: mismatching risk in Section 4, cashflow risk in Section 6, manager risk in Section 5, the risk of lack of diversification in Section 3, operational risk in Section 8 and the risk of the funds in the default AVC strategy being unsuitable for members in Section 2.

5 Implementation of the investment arrangements

The Trustee added one new fund over the Plan Year, appointing Columbia Threadneedle's Net Zero Transition Low Duration Credit Fund to form the new corporate bond allocation. Before appointing the fund, the Trustee received information on the investment process and philosophy, the investment team and past performance. The Trustee also considered the manager's approach to responsible investment and stewardship. The Trustee obtained formal written advice from its investment adviser, LCP, before investing in the fund and made sure the investment portfolio of the fund chosen was adequately and appropriately diversified. The Trustee relies on its investment adviser's research to understand managers' investment approaches, and ensure they are consistent with the Trustee's policies prior to any new appointment.

The Trustee evaluates manager performance over both shorter and longer periods, encourages managers to improve practices and considers alternative arrangements where managers are not meeting performance objectives. Section 9 provides more detail on the activities carried out over the year.

The Trustee undertook a "value for members" assessment in May 2023 which assessed a range of factors, including the fees payable to managers in respect of the DC Section which were found to be reasonable when compared against schemes with similar sizes of mandates.

Overall, the Trustee believes the investment managers provide reasonable value for money.

6 Realisation of investments

The Trustee reviews the Plan's net current and future cashflow requirements on a regular basis. The Trustee's policy is to have access to sufficient liquid assets in order to meet any outflows whilst maintaining a portfolio which is appropriately diversified across a range of factors, including suitable exposure to both liquid and illiquid assets.

It is the Trustee's policy to invest in funds that offer daily dealing to enable members to readily realise and change their investments. All of the AVC Section funds which the Trustee offered during the Plan Year are daily priced.

7 Financially material considerations, non-financial matters

As part of its advice on the selection and ongoing review of the investment managers, the Plan's investment adviser, LCP, incorporates its assessment of the nature and effectiveness of managers' approaches to financially material considerations (including climate change and other ESG considerations).

In June 2022, the Trustee reviewed LCP's responsible investment (RI) scores for the Plan's existing managers and funds, along with LCP's qualitative RI assessments for each fund and red flags for any managers of concern. These scores cover the manager's approach to ESG factors, voting and engagement. The fund scores and assessments are based on LCP's ongoing manager research programme, and it is these that directly affect LCP's manager and fund recommendations. The manager scores and red flags are based on the results of LCP's Responsible Investment Survey 2022, which is conducted every two years. The Trustee therefore expects to provide updated results in the next Statement.

The Trustee was satisfied with the results of the review and no further action was taken.

The Trustee added a new pooled fund during the Plan Year, the Columbia Threadneedle Net Zero Transition Low Duration Credit Fund, which promotes environmental and social characteristics pursuant to Article 8 of the Sustainable Finance Disclosures Regulation.

No specific actions have been taken in relation to the selection, retention, and realisation of managers as a result of member and beneficiary views.

8 Investment governance, responsibilities, decision-making and fees

As mentioned in Section 5, the Trustee assesses the performance of the Plan's investments on an ongoing basis as part of the biannual monitoring reports it receives.

The performance of the professional advisers is considered on an ongoing basis by the Trustee.

The Trustee has put in place formal objectives for its investment adviser and will review the adviser's performance against these objectives at least annually.

9 Voting and engagement

The Trustee has delegated to the investment managers the exercise of rights attaching to investments, including voting rights, and engagement. However, the Trustee takes ownership of the Plan's stewardship by monitoring and engaging with managers as detailed below.

As part of its advice on the selection and ongoing review of the investment managers, the Plan's investment adviser, LCP, incorporates its assessment of the nature and effectiveness of managers' approaches to voting and engagement.

Following the introduction of DWP's guidance, the Trustee agreed to set stewardship priorities to focus monitoring and engagement with their investment managers on specific ESG factors. At the Q1 2023 meeting, the Trustee discussed and agreed stewardship priorities for the Plan, which were climate change, human rights and corporate governance.

These priorities were selected because the Trustee views them as key market-wide risks and areas where it believes that good stewardship and engagement can improve long-term financial outcomes for the Plan's members. The Trustee communicated these priorities to its managers in May 2023, and the managers confirmed their acknowledgement.

The Trustee is conscious that responsible investment, including voting and engagement, is rapidly evolving and therefore expects most managers will have areas where they could improve. Therefore, the Trustee aims to have an ongoing dialogue with managers to clarify expectations and encourage improvements.

10 Description of voting behaviour during the Plan Year

All of the Trustee's holdings in listed equities are within pooled funds and the Trustee has delegated to its investment managers the exercise of voting rights. Therefore, the Trustee is not able to direct how votes are exercised and the Trustee itself has not used proxy voting services over the Plan Year. However, the Trustee monitors managers' voting and engagement behaviour on an annual basis and challenges managers where their activity has not been in line with the Trustee's expectations.

In this section we have sought to include voting data in line with the Pensions and Lifetime Savings Association (PLSA) guidance, PLSA Vote Reporting template and DWP's guidance, on the Plan's funds that hold equities as follows:

- CT Dynamic Real Return Fund (DB Section)
- Prudential Dynamic Global Equity Passive Fund (AVC Section)

We have omitted the voting data for the other funds held in the AVC Section on materiality grounds, since its physical equity holdings are only a small proportion of the Plan's total equity holdings.

10.1 Description of the voting processes

10.1.1 CT Dynamic Real Return Fund

<u>What is your policy on consulting with clients before voting?</u>

"Generally, we feel that voting consistently across our clients' holdings gives them greater influence to effect positive change. We think carefully about how we vote, be that through execution of our Corporate Governance guidelines, or in discussion with portfolio managers on higher profile or more complex resolutions.

We can, however, accommodate clients' requests to vote on resolutions in a manner different to our policies, when they are invested in a segregated mandate.

Clients who wish to monitor voting decisions outside the normal reporting cycle can receive a preview of voting intentions for their portfolio. Alternatively, clients can be granted access to our voting platform on a read-only basis. For high-profile issues, we can pro-actively advise our clients on our intention to vote well in advance of the meeting.

Our clients then have the option to state their preference and vote differently.

To ensure transparency, clients receive detailed vote reports including comments on resolutions where we do not support management. Vote reports are publicly available online the day after each shareholder meeting. Finally, annual vote statistics, case studies and other highlights are published on our website in our Stewardship Report.

We continue to investigate technology solutions to enable clients in pooled funds to express their voting intentions."

Please provide an overview of your process for deciding how to vote.

"Our expectations of corporate governance standards at investee companies are embodied in our Global Corporate Governance Guidelines, which have been thoughtfully designed by our Corporate Governance Team, who specialise by market and/or region. These guidelines are translated into detailed proxy voting policies, including 25 market/regional variations that take into consideration local legal and regulatory environments as well as local codes of best practice and domestic investor expectations. We partner with ISS to consistently implement our bespoke voting approach. The policies are underpinned by the following principles of good corporate governance:

- *an empowered and effective board and management team*
- *appropriate checks and balances in company management structures*
- *effective systems of internal control and risk management covering all significant issues, including corporate responsibility*
- *a commitment to promoting a culture of transparency and accountability throughout the company that is grounded in sound business ethics; and*
- *remuneration policies that reward the creation of long-term shareholder value through the achievement of corporate objectives.*

In certain cases, vote decisions are arrived at through consultation with our investment teams. Controversial or high-profile meetings may be escalated to the Proxy Working Group, which contains representatives from each part of Columbia Threadneedle's business.

Our engagement activities and voting process consistently reinforce each other, and may include:

- *Active engagement with key companies ahead of the vote*
- *After voting, we actively inform companies of the reasons for voting against or abstentions*

Consultation with companies on voting other ESG matters outside of shareholder meetings"

How, if at all, have you made use of proxy voting services?

"We deploy our specialist corporate governance team on the most complex and sensitive cases, while voting on more routine, straightforward votes are cast using the proxy voting platform of Institutional Shareholder Services, Inc. (ISS) who also provide recordkeeping and vote disclosure services.

We have also retained Glass, Lewis & Co., IVIS (in the UK) and ISS to provide proxy research services, similar to sell-side or broker research, to ensure quality and objectivity in connection with voting client securities. Other internal and external research is used to support vote decisions as appropriate."

What process did you follow for determining the "most significant" votes?

"For the purposes of this report, significant votes are selected based on one or more of the following criteria:

- *Materiality of issues and the impact on shareholder value*
- *Votes against the recommendation of the Board*
- *Value/size of the shareholding relative to the total portfolio*
- *The materiality of the vote to engagement outcomes*
- *Size of holdings in the company"*

Are you currently affected by any of the following five conflicts, or any other conflicts, across any of your holdings?

1) The asset management firm overall has an apparent client-relationship conflict e.g. the manager provides significant products or services to a company in which they also have an equity or bond holding;

2) Senior staff at the asset management firm hold roles (e.g. as a member of the Board) at a company in which the asset management firm has equity or bond holdings;

3) The asset management firm's stewardship staff have a personal relationship with relevant individuals (e.g. on the Board or the company secretariat) at a company in which the firm has an equity or bond holding;

4) There is a situation where the interests of different clients diverge. An example of this could be a takeover, where one set of clients is exposed to the target and another set is exposed to the acquirer;

5) There are differences between the stewardship policies of managers and their clients.

"No"

10.1.2 Prudential Dynamic Global Equity Passive Fund

This fund invests in six underlying pooled equity funds, managed by BlackRock. As such, voting on the underlying equity holdings is carried out by BlackRock. In response to the Trustee's questions, Prudential provided the following wording which BlackRock had provided to describe its own voting practices.

What is your policy on consulting with clients before voting?

"BlackRock believes that companies are responsible for ensuring they have appropriate governance structures to serve the interests of shareholders and other key stakeholders. We believe that there are certain fundamental rights attached to shareholding. Companies and their boards should be accountable to shareholders and structured with appropriate checks and balances to ensure that they operate in shareholders' best interests to create sustainable value. Shareholders should have the right to vote to elect, remove, and nominate directors, approve the appointment of the auditor, and amend the corporate charter or by-laws.

Consistent with these shareholder rights, we believe BlackRock has a responsibility to monitor and provide feedback to companies, in our role as stewards of our clients' investments. BlackRock Investment Stewardship ("BIS") does this through engagement with management teams and/or board members on material business issues including environmental, social, and governance ("ESG") matters and, for those clients who have given us authority, through voting proxies in the best long-term economic interests of our clients. We also participate in the public debate to shape global norms and industry standards with the goal of a policy framework consistent with our clients' interests as long-term shareholders.

BlackRock looks to companies to provide timely, accurate, and comprehensive reporting on all material governance and business matters, including ESG issues. This allows shareholders to appropriately understand and assess how relevant risks and opportunities are being effectively identified and managed. Where company reporting and disclosure is inadequate or the approach taken is inconsistent with our view of what supports sustainable long-term value creation, we will engage with a company and/or use our vote to encourage a change in practice.

BlackRock views engagement as an important activity; engagement provides us with the opportunity to improve our understanding of the business and ESG risks and opportunities that are material to the companies in which our *clients invest. As long-term investors on behalf of clients, we seek to have regular and continuing dialogue with executives and board directors to advance sound governance and sustainable business practices, as well as to understand the effectiveness of the company's management and oversight of material issues. Engagement is an important mechanism for providing feedback on company practices and disclosures, particularly where we believe they could be enhanced. We primarily engage through direct dialogue but may use other tools such as written correspondence to share our perspectives. Engagement also informs our voting decisions.*

BlackRock's approach to corporate governance and stewardship is explained in our Global Principles. These high-level Principles are the framework for our more detailed, market-specific voting guidelines, all of which are published on the BlackRock website. The Principles describe our philosophy on stewardship (including how we monitor and engage with companies), our policy on voting, our integrated approach to stewardship matters and how we deal with conflicts of interest. These apply across relevant asset classes and products as permitted by investment strategies. BlackRock reviews our Global Principles annually and updates them as necessary to reflect in market standards, evolving governance practice and insights gained from engagement over the prior year."

Please provide an overview of your process for deciding how to vote.

"The team and its voting and engagement work continuously evolves in response to changing governance related developments and expectations. Our voting guidelines are market-specific to ensure we take into account a company's unique circumstances by market, where relevant. We inform our vote decisions through research and engage as necessary. Our engagement priorities are global in nature and are informed by BlackRock's observations of governance related and market developments, as well as through dialogue with multiple stakeholders, including clients. We may also update our regional engagement priorities based on issues that we believe could impact the long-term sustainable financial performance of companies in those markets. We welcome discussions with our clients on engagement and voting topics and priorities to get their perspective and better understand which issues are important to them. As outlined in our Global Principles, BlackRock determines which companies to engage directly based on our assessment of the materiality of the issue for sustainable long-term financial returns and the likelihood of our engagement being productive. Our voting guidelines are intended to help clients and companies understand our thinking on key governance matters. They are the benchmark against which we assess a company's approach to corporate governance and the items on the agenda to be voted on at the shareholder meeting. We apply our guidelines pragmatically, taking into account a company's unique circumstances where relevant. We inform our vote decisions through research and engage as necessary. If a client wants to implement their own voting policy, they will need to be in a segregated account. BlackRock's Investment Stewardship team would not implement the policy ourselves, but the client would engage a third-party voting execution platform to cast the votes."

How, if at all, have you made use of proxy voting services?

"BlackRock's proxy voting process is led by the BlackRock Investment Stewardship team (BIS), which consists of three regional teams – Americas ("AMRS"), Asia-Pacific ("APAC"), and Europe, Middle East and Africa ("EMEA") – located in seven offices around the world. The analysts with each team will generally determine how to vote at the meetings of the companies they cover. Voting decisions are made by members of the BlackRock Investment Stewardship team with input from investment colleagues as required, in each case, in accordance with BlackRock's Global Principles and custom market-specific voting guidelines.

While we subscribe to research from the proxy advisory firms Institutional Shareholder Services (ISS) and Glass Lewis, it is just one among many inputs into our vote analysis process, and we do not blindly follow their recommendations on how to vote. We primarily use proxy research firms to synthesise corporate governance information and analysis into a concise, easily reviewable format so that our investment stewardship analysts can readily identify and prioritise those companies where our own additional research and engagement would be beneficial. Other sources of information we use include the company's own reporting (such as the proxy statement and the website), our engagement and voting history with the company, and the views of our active investors, public information and ESG research.

In summary, proxy research firms help us deploy our resources to greatest effect in meeting client expectations:

- *BlackRock sees its investment stewardship program, including proxy voting, as part of its fiduciary duty to enhance the value of clients' assets, using our voice as a shareholder on their behalf to ensure that companies are well led and well managed*

- *We use proxy research firms in our voting process, primarily to synthesise information and analysis into a concise, easily reviewable format so that our analysts can readily identify and prioritise those companies where our own additional research and engagement would be beneficial*

- *We do not follow any single proxy research firm's voting recommendations and in most markets, we subscribe to two research providers and use several other inputs, including a company's own disclosures, in our voting and engagement analysis*

- *We also work with proxy research firms, which apply our proxy voting guidelines to filter out routine or non-contentious proposals and refer to us any meetings where additional research and possibly engagement might be required to inform our voting decision*

- *The proxy voting operating environment is complex and we work with proxy research firms to execute vote instructions, manage client accounts in relation to voting and facilitate client reporting on voting."*

What process did you follow for determining the "most significant" votes?

"BlackRock Investment Stewardship prioritises its work around themes that we believe will encourage sound governance practices and deliver sustainable long-term financial performance. Our year-round engagement with clients to understand their priorities and expectations, as well as our active participation in market-wide policy debates, help inform these themes. The themes we have identified in turn shape our Global Principles, market-specific Voting Guidelines and Engagement Priorities, which form the benchmark against which we look at the sustainable long-term financial performance of investee companies.

We periodically publish "vote bulletins" setting out detailed explanations of key votes relating to governance, strategic and sustainability issues that we consider, based on our Global Principles and Engagement Priorities, material to a company's sustainable long-term financial performance. These bulletins are intended to explain our vote decision, including the analysis underpinning it and relevant engagement history when applicable, where the issues involved are likely to be high-profile and therefore of interest to our clients and other stakeholders, and potentially represent a material risk to the investment we undertake on behalf of clients. We make this information public shortly after the shareholder meeting, so clients and others can be aware of our vote determination when it is most relevant to them. We consider these vote bulletins to contain explanations of the most significant votes for the purposes of evolving regulatory requirements."

Are you currently affected by any of the following five conflicts, or any other conflicts, across any of your holdings?

1) The asset management firm overall has an apparent client-relationship conflict e.g. the manager provides significant products or services to a company in which they also have an equity or bond holding;

2) Senior staff at the asset management firm hold roles (e.g. as a member of the Board) at a company in which the asset management firm has equity or bond holdings;

3) The asset management firm's stewardship staff have a personal relationship with relevant individuals (e.g. on the Board or the company secretariat) at a company in which the firm has an equity or bond holding;

4) There is a situation where the interests of different clients diverge. An example of this could be a takeover, where one set of clients is exposed to the target and another set is exposed to the acquirer;

5) There are differences between the stewardship policies of managers and their clients.

"As a regulated entity, BlackRock has very robust policies in place at the firm level and for BlackRock Investment Stewardship to mitigate situations that may arise due to conflicts of interest. For the review period, we are not aware of any specific situations that have created a conflict of interest affecting the funds that have been identified."

10.2 Summary of voting behaviour

A summary of voting behaviour over the Plan Year is provided in the table below.

	Fund 1	Fund 2
Manager name	Columbia Threadneedle	Prudential
Fund name	Dynamic Real Return Fund	Dynamic Global Equity Passive Fund
Total size of fund at end of the Plan Year	£1,245m	£116m
Value of Plan assets at end of the Plan Year (£ / % of total assets)	£23.7m (20.1% of DB assets)	£4.5m (32.5% of AVC assets)

Number of equity holdings at end of the Plan Year	999	4,902
Number of meetings eligible to vote	73	5,388
Number of resolutions eligible to vote	1,156	58,353
% of resolutions voted	99.9%	98.9%
Of the resolutions on which voted, % voted with management	86.7%	94.2%
Of the resolutions on which voted, % voted against management	12.0%	5.3%
Of the resolutions on which voted, % abstained from voting	1.3%	0.4%
Of the meetings in which the manager voted, % with at least one vote against management	68.5%	27.3%
Of the resolutions on which the manager voted, % voted contrary to recommendation of proxy advisor	N/A*	0.3%

*Columbia Threadneedle does not take direct recommendations from proxy advisors

10.3 Most significant votes

Commentary on the most significant votes over the Plan Year, from the Plan's asset managers who hold listed equities, is set out below.

The Trustee did not inform its managers which votes it considered to be most significant in advance of those votes.

Given the large number of votes which are cast by managers during every Annual General Meeting season, the timescales over which voting takes place as well as the resource requirements necessary to allow this, the Trustee did not identify significant voting ahead of the reporting period. Instead, the Trustee has retrospectively created a shortlist of most significant votes by requesting each manager provide a shortlist of votes, which comprises a minimum of ten most significant votes, and suggested the managers could use the PLSA's criteria for creating this shortlist. By informing its managers of its stewardship priorities and through its regular interactions with the managers, the Trustee believes that its managers will understand how it expects them to vote on issues for the companies they invest in on its behalf.

The Trustee has interpreted "most significant votes" to mean those that the manager deemed to be the most significant. For reasons of practicality, the Trustee has included in this Statement two of the votes, with the aim of including a broad range of companies and voting topics (in particular votes related to the Trustee's stewardship priorities).

If members wish to obtain more investment manager voting information, this is available upon request from the Trustee.

CT Dynamic Real Return Fund

TotalEnergies SE, 26 May 2023

- **Summary of resolution:** Align Targets for Indirect Scope 3 Emissions with the Paris Climate Agreement (Advisory).
- **Relevant stewardship priority:** Climate change.
- **Approximate size of the holding at the date of the vote:** 0.30%.
- **Why this vote is considered to be most significant:** Vote against management with over 20% investor dissent, and relates to one of the Trustee's stewardship priorities.
- **Company management recommendation:** Against. **Fund manager vote:** For.
- **Rationale:** *"We are supportive of requests to enhance disclosure and transparency concerning climate risk so long as the resolution does not directly circumvent management discretion or seek to entirely redefine the company's existing business strategy. To meet the ambition of the Paris Agreement and avoid massive risk to shareholder value, corporations should demonstrate the nexus between their climate aspirations and business strategy via disclosure of credible Paris- or 1.5 degree-aligned emissions reduction targets. Current disclosure does not sufficiently provide investors such information."*

- **Was the vote communicated to the company ahead of the vote:** No.
- **Outcome of the vote and next steps**: Fail. Outcome of the vote was not in line with the manager's vote. *"Active stewardship (engagement and voting) continues to form an integral part our research and investment process."*

Amazon.com, Inc., 24 May 2023

- **Summary of resolution:** Report on Customer Due Diligence.
- **Relevant stewardship priority:** Human rights.
- **Approximate size of the holding at the date of the vote:** 0.80%.
- **Why this vote is considered to be most significant:** Vote against management with over 20% investor dissent, and relates to one of the Trustee's stewardship priorities.
- **Company management recommendation:** Against. **Fund manager vote:** For.
- **Rationale:** *"The company faces risks related to human rights in its global operations. Good practice includes developing a clear human rights policy or code of practice, along with a narrative on how impacts are monitored and effectively mitigated."*
- **Was the vote communicated to the company ahead of the vote:** No.
- **Outcome of the vote and next steps**: Fail. Outcome of the vote was not in line with the manager's vote. *"Active stewardship (engagement and voting) continues to form an integral part of our research and investment process."*

Prudential Dynamic Global Equity Passive Fund

Shell plc., 23 May 2023

- **Summary of resolution:** Request Shell to Align its Existing 2030 Reduction Target Covering the Greenhouse Gas (GHG) Emissions of the Use of its Energy Products (Scope 3) with the Goal of the Paris Climate Agreement.
- **Relevant stewardship priority:** Climate change.
- **Approximate size of the holding at the date of the vote:** Not provided.
- **Why this vote is considered to be most significant:** The vote relates to one of the Trustee's stewardship priorities.
- **Company management recommendation:** Against. **Fund manager vote:** Against.
- **Rationale:** *"The request is either not clearly defined, too prescriptive, not in the purview of shareholders, or unduly constraining on the company."*
- **Outcome of the vote and next steps**: Fail. Outcome of the vote was in line with the manager's vote.

Broadcom, Inc., 3 April 2023

- **Summary of resolution:** Advisory vote to approve named executive officer's compensation.
- **Relevant stewardship priority:** Corporate governance.
- **Approx size of the holding at the date of the vote:** Not provided.
- **Why this vote is considered to be most significant:** Vote against management, and relates to one of the Trustee's stewardship priorities.
- **Company management recommendation:** For. **Fund manager vote:** Against.
- **Rationale:** *"Pay is not aligned with performance and peers."*
- **Was the vote communicated to the company ahead of the vote:** Yes.
- **Outcome of the vote and next steps**: Fail. Outcome of the vote was in line with the manager's vote.