

Following our investment principles

Annual Implementation Statement for the Plan year ending 30 September 2022

This document provides an assessment of how the Trustee has put its Statement of Investment Principles (SIP) into practice during the year.

It covers three main areas: voting rights and voting behaviour; the engagement and monitoring of investment managers; and how responsible investment (referred to as ESG) has been considered as part of the investment decision-making process.

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Section 1: Introduction

This document is the Annual Implementation Statement (“the statement”) prepared by the Trustee of ITV Defined Contribution Plan (“the Plan”) covering the Plan year (“the year”) to 30 September 2022. Specifically, this statement relates to the “DC Section” within the ITV DC Plan. The DC Section refers to the sections of the ITV DC Plan called DC Section, United Section and CFM Section.

The purpose of this statement is to:

- Detail any reviews of the Statement of Investment Principles (“SIP”) that the Trustee has undertaken, and any changes made to the SIP over the year as a result of the reviews
- Set out the extent to which, in the opinion of the Trustee, the DC Section’s SIP has been followed during the Plan year
- Describe the voting behaviour on behalf of the Trustee over the year.

The DC Section makes use of a wide range of investments; therefore, the principles and policies in the SIP are intended to be applied in aggregate and proportionately, focussing on areas of maximum impact.

A copy of this implementation statement has been made available on the following website: www.itvdcplan.com

Section 2: Review of and changes to the SIP

The SIP was reviewed at the 12 September 2022 Trustee meeting and it was agreed no changes should be made at that time.

Section 3: Adherence to the SIP

The Trustee believes the policies outlined in the SIP have been followed during the Plan year and the justification for this is set out in the remainder of this section. Please note that this statement only covers sections of the SIP deemed to represent the Trustee's policies, and not introductory or background comments, or statements of fact.

Investment policy and member investment options

The Trustee's investment policy is structured to achieve its objectives to: ensure the individual fund options are suitably invested and managed to maximise the return commensurate with an acceptable level of risk, and provide members with a diversified range of investment options designed to allow them to meet their own risk, return, liquidity and retirement planning preferences.

The Trustee implements its investment policy through the Hands off strategies and Hands on fund options that it makes available to members. Overall, following a review during the previous Plan year, and with the support of its investment consultant, the Trustee believes this range of options offers members a balanced range of investment options to allow them to match their investment choice against their own risk tolerance and the different ways in which they may take their benefits.

During the Plan year the Trustee continued its work reviewing the DC Section's investment strategy. Actions carried out during the Plan year included:

- Consideration of the Trustee's investment beliefs and objectives, particularly around Sustainable Investment/ESG (including climate change)
- Consideration of the degree to which ESG and climate risk factors should be taken into account within the investment strategy. Through this work the Trustee has agreed that, whilst ESG and climate risk factors are taken into account within the investment strategy to a degree, this could be enhanced by increasing the focus on these factors. This would be done by introducing fund solutions within the Hands off strategies which have specific targets in these areas, and by making available ESG and climate options within the Hands on range. Work to finalise the Trustee decisions and implement changes to the strategy is ongoing.

Investment risk

The Trustee monitors investment risks associated with the DC Section in a number of ways:

- As part of the at least quarterly monitoring of the investment funds, which includes monitoring of short and long term performance, and monitoring of fund managers. The reports include monitoring of capital risk of the active equity and mixed investment funds used in the DC Section.
- As part of the reviews of the Hands off and Hands on investment strategies carried out over time. When undertaking these strategy reviews, the Trustee considers the membership demographics of the DC Section, and considers both short and long term risks associated with the investment strategies.

Risk is not considered in isolation, but in conjunction with expected investment returns and outcomes for members. The investment strategy reviews take account of the overall balance of these risks.

The investment guide available on the Plan website explains to members the balance between risk and reward and the types of risk they should consider when selecting their investment options.

Monitoring investment performance and investment manager monitoring

The Trustee receives a quarterly monitoring report from its investment adviser, which is discussed at Trustee meetings during the year, so as to fully understand the background to and reasons for performance of each fund and its component parts.

In addition, the investment adviser updates the Trustee in between these meetings if a particular issue arises with Legal & General or one of the funds made available within the DC Section.

The overall suitability of the DC Section's investment managers is formally reviewed as part of the Trustee's formal strategy reviews. The formal review, which started in 2020, is on-going whereas the previous review completed in 2019. The formal review takes account of (amongst other things) the performance of the funds against their objectives, the ratings given to the managers and funds by the investment adviser and the charges for each fund. Suitability of managers is also discussed and considered on a quarterly basis as part of the Trustee's regular monitoring, with the investment adviser providing its ratings and views on managers as required.

Social responsibility and corporate governance

The Trustee believes that sustainable investment is an important and relevant issue. The Trustee also believes that investment managers should exercise strong stewardship, in accordance with the UK Stewardship Code, and follow a policy of active engagement with the companies in which a fund invests.

The Trustee explores the approaches to sustainable investment and stewardship followed by its investment managers, with advice from its investment adviser.

During the Plan year, the Trustee undertook a sustainable investment assessment of the DC Section's managers. This exercise involved the investment adviser producing detailed reports on the sustainable investment characteristics of the managers included in the DC Section's funds and information on ESG initiatives and stewardship. The report also included the adviser's views and ratings of managers' approach to ESG integration and stewardship activities. This included an assessment of the managers' commitment to ESG integration, the level of resources dedicated to ESG and stewardship, and the policies applied to corporate engagement and shareholder voting on relevant sustainable investment issues.

Overall, the managers scored well on the majority of areas assessed.

The Trustee intends to continue to liaise with Legal & General to explore the manager's approach to sustainable investment and stewardship in its management of the funds.

The Trustee intends to continue developing how it factors ESG and sustainable investment into its strategy during the current Plan year. More details about this exercise are included in the Annual Chair's Statement, which can be found here: <https://itvdcplan.com/documents/chairs-statement.pdf>

Arrangements with investment managers

The assets of the DC Section are invested in pooled funds, and as such the Trustee does not have direct control or influence on the underlying managers. However, through the regular performance and sustainable investment reporting provided by the investment adviser the Trustee has gained a good understanding of the managers' investment policies and processes. The Trustee has also ensured that all managers have received a copy of the latest SIP so that they are aware of the Trustee's expectations regarding how the DC Section's assets are managed.

The Trustee reviews the costs incurred in managing the DC Section's assets annually, as part of its governance and in reporting of the costs and charges in the Annual Governance Statement. The Trustee has reviewed the level of turnover within each underlying fund and is comfortable that these are within expected ranges for each type of fund.

Realisation of investments

In line with its policy, the Trustee has offered members fund options that can be readily realised to allow members to access funds quickly and easily. That said, the DC Section does offer one investment option – the Property and Infrastructure fund – which invests in assets that has historic occurrences of occasions when the funds were not readily realisable due to liquidity and valuation issues. As part of the ongoing investment strategy review the Trustee is considering whether to continue to offer this fund as a Hands on option.

During the previous Plan year, the underlying manager (M&G) of the previous Property and Infrastructure fund that remained with Scottish Widows announced its intention to close the fund. The process to close the fund is ongoing.

Section 4: Voting and Engagement

The DC Section's equity holdings are held within pooled investment vehicles, such that the equity holdings are legally owned by the underlying investment managers. This means, in effect, the Trustee delegates voting rights and the execution of those rights to the underlying managers for the securities they hold. The following funds of the DC Section include equity holdings: mixed selection, mixed selection (absolute returns), property and infrastructure, emerging markets (index tracker), global shares, global shares (index tracker), social conscience, UK shares, UK shares (index tracker), and shariah law (index tracker). The DC Section's investment advisers engage managers on areas for development, not least around resourcing, and improving the breadth and depth of corporate engagements.

The Trustee has selected examples of most significant votes from the details provided by the investment managers, based on what the managers have deemed to be significant. These are examples of votes across a number of ESG issues, including climate change, labour workforce and remuneration policies, and diversity. Based on the information provided by the investment managers, the Trustee is satisfied with their determinations of what is "most significant"

Summary information on the voting and engagement activities of the managers is provided in the table below. Further information containing information on the managers' key voting activities is provided in Appendix 1.

Fund	Underlying fund(s)	Votes cast	Use of proxy voter	Significant votes
Global Shares (index tracker)	LGIM MSCI World Adaptive Capped	22,427 (99.66% of eligible votes) 22.16% of votes against management / <1% abstained	See "LGIM Index Funds" below	See "LGIM Index Funds" below
Global Shares	Baillie Gifford Long Term Global Growth	477 (100% of eligible votes) 3.56% of votes against management / <1% abstained	Whilst BG is cognisant of proxy advisers' voting recommendations (ISS and Glass Lewis), it does not delegate or outsource any of its stewardship activities or follow or rely upon their recommendations when deciding how to vote on BG clients' shares. All client voting decisions are made in-house. BG votes in line with its in-house policy and not with the proxy voting providers' policies.	Amazon – Shareholder proposal on gender/racial pay (social) Netflix – Shareholder proposal for a report on lobbying payments (governance)
	River & Mercantile Global High Alpha	2,884 (99.35% of eligible votes) 23.54% of votes against management / <1% abstained	R&M uses a third party, Institutional Shareholder Services (ISS), to implement its voting policy, overriding their recommended action when it differs from R&M's General Principles on standards for good corporate governance and management of environmental and social issues.	Alphabet - Shareholder resolution to establish an Environmental Sustainability Board Committee (environmental) Baker Hughes – Company resolution to elect Director Lorenzo Simonelli (governance)
	Veritas Global Focus	432 (100% of eligible votes) 11% of votes against management / 0% abstained	Veritas has appointed, Institutional Shareholder Services ("ISS"), for vote execution and policy application.	Microsoft – Shareholder resolution - Report on Effectiveness of Workplace Sexual Harassment Policies (social) Charter Communications - Shareholder resolution - Disclose Climate Action Plan and GHG Emissions Reduction Targets (environmental)

UK Shares (index tracker)	LGIM UK Equity	10,876 (99.93% of eligible votes) 5.88% of votes against management / 0% abstained	See "LGIM Index Funds" below	See "LGIM Index Funds" below
UK shares	Lindsell Train UK Equity	369 (100% of eligible votes) 0% of votes against management / <1% abstained	Lindsell Train has appointed Glass Lewis to aid the administration of proxy voting and provide additional support in this area. It is important to stress however that the portfolio managers maintain final decision making responsibility, which is based on their detailed knowledge of the companies in which LT invests, as this forms an important part of their investment process and proactive company engagement strategy. LT has a bespoke policy, which the portfolio managers may choose to refer to.	Unilever - Various Elections of Executive Members (governance) Mondelez - Advisory vote on Executive compensation (governance)
	River & Mercantile UK High Alpha	4,454 (100% of eligible votes) 5.73% of votes against management / <1% abstained	R&M uses a third party, Institutional Shareholder Services (ISS), to implement its voting policy, overriding their recommended action when it differs from R&M's General Principles on standards for good corporate governance and management of environmental and social issues.	Shell – Shareholder resolution to request Shell to set and publish targets for Greenhouse Gas (GHG) emissions (environmental) Astra Zeneca – Company resolution to authorise UK political donations and expenditure (governance)
Emerging Markets (index tracker)	LGIM World Emerging Markets Equity	35,277 (99.97% of eligible votes) 18.94% of votes against management / 2.32% abstained	See "LGIM Index Funds" below	See "LGIM Index Funds" below
Mixed Selection	LGIM Diversified	99,397 (99.75% of eligible votes) 21.86% of votes against management / <1% abstained	See "LGIM Index Funds" below	See "LGIM Index Funds" below

Mixed Investments (Absolute Return)	Fulcrum Diversified Absolute Return	13,227 (99.9% of eligible votes) 9.1% of votes against management / 1.4% abstained	Fulcrum uses Glass Lewis as its proxy adviser. The default is to use their standard voting policy, however, there may be times where Fulcrum overrides their advice, particularly related to climate change proposals.	Rio Tinto – Company resolution - Approval of climate action plan (environmental) Canadian Pacific Railway – Company resolution - Advisory vote on approach to climate change (environmental)
Social Conscience	Jupiter Ecology	781 (100% of eligible votes) 2% of votes against management / <1% abstained	Jupiter’s proxy research provider is ISS. Proxy research informs the voting approach, however responsibility for voting decisions resides with the fund manager and is not outsourced to third parties.	Novozymes – Company resolution – Re-elect Jorgen Buhl Rasmussen (Chair) as Director (governance) A.O. Smith – Company resolution - Advisory vote to ratify named executive officers' compensation (governance)
Shariah Law (index tracker)	HSBC Global Islamic Index	1,608 (95.8% of eligible votes) 17.4% of votes against management / <1% abstained	HSBC uses the voting research and platform provider Institutional Shareholder Services (ISS) to assist with the global application of its own bespoke voting guidelines. ISS reviews company meeting resolutions and provides recommendations highlighting resolutions which contravene HSBC’s guidelines.	Alphabet – Shareholder resolution - Adopt a policy to include non-management employees as prospective Director candidates (governance) Johnson & Johnson – Company resolution - Advisory vote to ratify named executive officers’ compensation (governance)
Property & Infrastructure	LGIM Global Real Estate Equity	4,363 (99.68% of eligible votes) 20.10% of votes against management / <1% abstained	See “LGIM Index Funds” below	See “LGIM Index Funds” below
	LGIM Infrastructure Equity MFG	1,114 (100% of eligible votes) 22.34% of votes against management / 0% abstained	See “LGIM Index Funds” below	See “LGIM Index Funds” below

<p>LGIM Index Funds</p>	<p>-</p>	<p>-</p>	<p>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 they do not outsource any part of the strategic decisions. To ensure the proxy provider votes in accordance with LGIM’s position on ESG, they have put in place a custom voting policy with specific voting instructions.</p>	<p>Exxon Mobil – Shareholder resolution - Set GHG emissions reduction targets consistent with Paris Agreement goal (environmental)</p> <p>Occidental Petroleum – Company Resolution – Board Diversity (governance)</p>
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Appendix 1: Voting activity

Introduction

This appendix is supplementary to the Annual Implementation Statement (“the statement”) prepared by the Trustee of ITV Defined Contribution Plan (“the Plan”) covering the Plan year (“the year”) to 30 September 2022. It provides additional detail on the key voting and engagement activities for the managers during the year.

Legal & General Investment Management (LGIM) – MSCI World Adaptive Capped Fund, UK Equity Index Fund, World Emerging Market Equity Index Fund, Diversified Fund, Global Real Estate Equity Index Fund and Infrastructure Equity MFG Fund

Voting Activities:

MSCI World Adaptive Capped Fund:

- There were 22,504 eligible votes for the fund over the 12 months to 30 September 2022
- The manager exercised 99.66% of its votes over the year
- 22.16% of votes were against management and <1% were abstained
- 15.83% of votes were contrary to the proxy advisor's recommendation

UK Equity Index:

- There were 10,884 eligible votes for the fund over the 12 months to 30 September 2022
- The manager exercised 99.93% of its votes over the year
- 5.88% of votes were against management and xx% were abstained
- 4.56% of votes were contrary to the proxy advisor's recommendation

World Emerging Market Equity Index:

- There were 35,288 eligible votes for the fund over the 12 months to 30 September 2022
- The manager exercised 99.97% of its votes over the year
- 18.94% of votes were against management and 2.32% were abstained
- 7% of votes were contrary to the proxy advisor's recommendation

Diversified Fund:

- There were 99,646 eligible votes for the fund over the 12 months to 30 September 2022
- The manager exercised 99.75% of its votes over the year
- 21.86% of votes were against management and xx% were abstained
- 12.45% of votes were contrary to the proxy advisor's recommendation

Global Real Estate Equity Index:

- There were 4,377 eligible votes for the fund over the 12 months to 30 September 2022
- The manager exercised 99.68% of its votes over the year
- 20.10% of votes were against management and xx% were abstained
- 14.65% of votes were contrary to the proxy advisor's recommendation

Infrastructure Equity MFG Fund:

- There were 1,114 eligible votes for the fund over the 12 months to 30 September 2022
- The manager exercised 100% of its votes over the year
- 23.34% of votes were against management and xx% were abstained
- 18.49% of votes were contrary to the proxy advisor's recommendation

What is LGIM's policy on consulting with clients before voting?

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.

Please describe whether LGIM has made use of any proxy voter services

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. 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. For more details, please refer to the Voting Policies section of this document.

Please provide an overview of LGIM's process undertaken for deciding 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.

Is LGIM currently affected by any of the five conflicts listed by the PLSA (see notes) or any other conflicts across any of its holdings?

Please refer to the LGIM investment stewardship conflict of interest document at the following link: <https://www.lgim.com/api/epi/documentlibrary/view?id=1116980ea5bf43fa9801c212be73f487&old=literature.html?cid=>

Please include here any additional comments which are relevant to LGIM's voting activities or processes

It is vital that the proxy voting service are regularly monitored and LGIM do this through quarterly due diligence meetings with ISS. Representatives from a range of departments attend these meetings, including the client relationship manager, research manager and custom voting manager. The meetings have a standing agenda, which includes setting out our expectations, an analysis of any issues we have experienced when voting during the previous quarter, the quality of the ISS research delivered, general service level, personnel changes, the management of any potential conflicts of interest and a review of the effectiveness of the monitoring process and voting statistics. The meetings will also review any action points arising from the previous quarterly meeting.

LGIM has its own internal Risk Management System (RMS) to provide effective oversight of key processes. This includes LGIM's voting activities and related client reporting. If an item is not confirmed as completed on RMS, the issue is escalated to line managers and senior directors within the organisation. On a weekly basis, senior members of the Investment Stewardship team confirm on LGIM's internal RMS that votes have been cast correctly on the voting platform and record any issues experienced. This is then reviewed by the Director of Investment Stewardship who confirms the votes have been cast correctly on a monthly basis. Annually, as part of our formal RMS processes the Director of Investment Stewardship confirms that a formal review of LGIM's proxy provider has been conducted and that they have the capacity and competency to analyse proxy issues and make impartial recommendations.

Most significant vote – Vote 1: Shell

Resolution: Company resolution - Approve the Shell Energy Transition Progress Update

Approximate size of the fund's holding as at the date of the vote: 0.35%

Guidance – Proxy: Not provided, **Management:** For

Action: Against

Climate change: A vote against is applied, though not without reservations. We acknowledge the substantial progress made by the company in strengthening its operational emissions reduction targets by 2030, as well as the additional clarity around the level of investments in low carbon products, demonstrating a strong commitment towards a low carbon pathway. However, we remain concerned of the disclosed plans for oil and gas production, and would benefit from further disclosure of targets associated with the upstream and downstream businesses.

This vote is considered significant as it is an escalation of LGIM's climate-related engagement activity and their public call for high quality and credible transition plans to be subject to a shareholder vote.

Outcome: Pass

LGIM will continue to engage with our investee companies, publicly advocate our position on this issue and monitor company and market-level progress.

Most significant vote – Vote 2: Occidental Petroleum

Resolution: Company Resolution - Elect Director Carlos M. Gutierrez

Approximate size of the fund's holding as at the date of the vote: 0.19%

Guidance – Proxy: Not provided, **Management:** For

Action: Against

Diversity: A vote against is applied as LGIM expects a company to have at least 25% women on the board with the expectation of reaching a minimum of 30% of women on the board by 2023. We are targeting the largest companies as we believe that these should demonstrate leadership on this critical issue.

This vote is considered significant as LGIM views diversity as a financially material issue for clients, with implications for the assets they manage on clients' behalf.

Outcome: Pass

LGIM will continue to engage with our investee companies, publicly advocate our position on this issue and monitor company and market-level progress.

Baillie Gifford – Long Term Global Growth Fund

Voting Activities

- There were 477 eligible votes for the fund over the 12 months to 30 September 2022
- The manager exercised 100% of its votes over the year
- 3.56% of votes were against management and <1% were abstained

What is Baillie Gifford's policy on consulting with clients before 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.

Please describe whether Baillie Gifford has made use of any proxy voter services

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.

Please provide an overview of Baillie Gifford's process undertaken for deciding 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.

Is Baillie Gifford currently affected by any of the five conflicts listed by the PLSA (see notes) or any other conflicts across any of its holdings?

1. Baillie Gifford provides services to a wide variety of clients including those that may be issuers of securities that Baillie Gifford may recommend for purchase or sale to clients. In addition to our clients, some of our service providers and/or suppliers are issuers of securities that Baillie Gifford may recommend for purchase or sale to clients. In both cases it is Baillie Gifford's general policy not to take into account that an issuer is our client, service provider or supplier when making investment decisions. Baillie Gifford believes it would not be in the interests of clients generally to exclude such issuers from a client portfolio unless the client instructs Baillie Gifford to the contrary.
2. James Anderson, Baillie Gifford partner, serves as the Non-Executive Chair of Kinnevik AB, as well as being a member of the Nomination Committee. James has recused himself from any investment discussions and decisions about Kinnevik and its underlying investments.

In addition, at Schibsted ASA, Kinnevik AB and Adevinta ASA, Spencer Adair, Lawrence Burns and Chris Davies respectively, Baillie Gifford partners and/or fund managers are members of the Nomination Committee. It is market practice in Scandinavia for representatives of a company's largest shareholders to make up the committee; the Nomination Committee is not a board committee.

Within Baillie Gifford, any decisions with material relevance are made in conjunction with multiple members of the portfolio construction group ensuring robust discussion and debate. As the Nomination Committee is not a board committee, members do not have a vote on substantive company policies or actions. We support the opportunity to be more closely involved in the governance and stewardship of one of our clients' holdings.

3. None disclosed to Compliance.
4. Clients sign up to individual strategies' philosophies which may result in different voting decisions. Therefore, voting according to each strategy's philosophy is in line with our clients' expectations, so this is not deemed a conflict of interest.
5. Our preference is for clients to give us full discretion to vote in line with Baillie Gifford's Governance and Sustainability Principles and Guidelines. Where clients request us to adhere to their own stewardship policies, these are reviewed and discussed with the client, noting deviations from our own Governance and Sustainability Principles and Guidelines and can be implemented, where appropriate.

Please include here any additional comments which are relevant to Baillie Gifford's voting activities or processes

No response provided

Most significant vote – Vote 1: Amazon Resolution: Shareholder Resolution – Social

Approximate size of the fund's holding as at the date of the vote: 6.7%

Guidance – Proxy: Not provided, Management: Against, Action: For

We supported a shareholder proposal on gender/racial pay. We have supported this proposal at Amazon.com for the last two years. We believe that women and minorities are underrepresented in leadership positions compared with the broader workforce, and reporting the unadjusted median gap would help to assess structural bias regarding job opportunity and pay.

This resolution is considered significant because it was submitted by shareholders and received greater than 20% support.

Outcome: Fail

Following our vote decision, we have reached out to the company to let them know about our dissent on remuneration and set out our expectation on pay.

Most significant vote – Vote 2: Netflix

Resolution: Shareholder Resolution - Governance

Approximate size of the fund's holding as at the date of the vote: 2.93%

Guidance – Proxy: Not provided, Management: Against Action:

For

We supported a shareholder resolution for a report on lobbying payments and policy as we believe enhanced disclosure on these subjects is in shareholders' best interests.

This resolution is considered significant because it was submitted by shareholders and received greater than 20% support.

Outcome: Pass

We supported the resolution and it received 60% support from other shareholders. Given the majority support, we would expect the company to take account of shareholder concerns and potentially take action on the issue. We will continue to monitor progress and the company's actions in this area ahead of any further engagement on the issue.

River and Mercantile (R&M) – River and Mercantile Global Equity High Alpha Fund

<p>Voting Activities</p> <ul style="list-style-type: none">• There were 2,903 eligible votes for the fund over the 12 months to 30 September 2022• The manager exercised 99.35% of its votes over the year• 23.54% of votes were against management and 1% were abstained• 15.57% of votes were contrary to the proxy advisor’s recommendation
<p>What is R&M’s policy on consulting with clients before voting?</p> <p>Clients may request for R&M to vote in a specific manner in an upcoming meeting. Our Operations team has set up a process to monitor and process these requests.</p>
<p>Please describe whether R&M has made use of any proxy voter services</p> <p>We use a third party, Institutional Shareholder Services (ISS), to implement our voting policy, overriding their recommended action when it differs from our General Principles on standards for good corporate governance and management of environmental and social issues.</p>
<p>Please provide an overview of R&M’s process undertaken for deciding how to vote</p> <p>Our Voting & Engagement Policy sets out our beliefs on what we regard as best practice for companies globally. For UK companies it incorporates the standards set by the UK Corporate Governance Code and intends to deal with issues that are either not covered, require greater emphasis or are specifically left open for shareholders to resolve with company boards. This also applies to companies listed outside the UK, as we believe this code has taken a lead in encouraging companies to set higher standards of corporate governance in promoting transparency, integrity and to adopt a medium to long-term view in decision making for the benefit of all stakeholders. Implementation of our Policy is mainly by voting, with engagement as appropriate.</p> <p>Fundamental principles are set out in our Policy and applied in the majority of cases. However, R&M discourages passive box ticking and aims to take an informed and pragmatic approach to voting. R&M will give due consideration to the specific circumstances and facts available to each investor before voting. For UK companies R&M supports a “comply or explain” approach to corporate governance and endorses the Code. We expect UK companies to explain and justify any reasons for non-compliance, and to outline their plans for compliance in future. In the case of non-compliance, we reserve the right to accept or reject the explanation. For non-UK companies, we are supportive of similar Codes.</p> <p>The overriding objective of the company should be to optimise over time the returns to its shareholders. Where other considerations affect this objective, they should be clearly stated and disclosed. To achieve this objective, the company should endeavour to ensure the long-term viability of its business, and to manage effectively its relationships with stakeholders.</p>
<p>Is R&M currently affected by any of the five conflicts listed by the PLSA (see notes) or any other conflicts across any of its holdings?</p> <p>R&M is not impacted by any of conflicts of interests listed.</p>
<p>Please include here any additional comments which are relevant to R&M’s voting activities or processes</p> <p>No response provided.</p>

Most significant vote – Vote 1: Alphabet

Resolution: Shareholder resolution to establish an Environmental Sustainability Board Committee

Approximate size of the fund's holding as at the date of the vote: 1.8%

Guidance – Proxy: Not provided, Management: Against, Action: For

Supportive of Board oversight in sustainability matters.

This vote is considered significant due to the company's large holding in the portfolio, and the importance of environmental issues.

Outcome: Fail.

There were several shareholder proposals at the AGM requesting greater disclosure and accountability on environmental matters. R&M will monitor Alphabet's response on this.

Most significant vote – Vote 2: Baker Hughes

Resolution: Company resolution to elect Director Lorenzo Simonelli

Approximate size of the fund's holding as at the date of the vote: 1.3%

Guidance – Proxy: Not provided, Management: For

Action: Withheld

The nominee serves as both Chairman and CEO. The nominee is not independent and is being appointed chairman.

This vote is considered significant due to the company's large holding in the portfolio, and the importance of the topic.

Outcome: Pass

R&M believe it is best practice that the chairman and CEO roles are separated to ensure roles are carried out with objective judgement.

Veritas Asset Management – Veritas Global Focus Fund

Voting Activities

- There were 432 eligible votes for the fund over the 12 months to 30 September 2022
- The manager exercised 100% of its votes over the year
- 11% of votes were against management and 0% were abstained
- 11% of votes were contrary to the proxy advisor's recommendation

What is Veritas's policy on consulting with clients before voting?

It is common practice for pooled investors to rely on their investment manager to vote, this is a responsibility that Veritas Asset Management LLP ("VAM LLP") takes seriously. Segregated clients may choose to instruct their own votes, and in these instances, we will vote in line with a client's wishes, even if the instruction is contrary to the house view. Pooled fund investors have the right to request how votes are instructed. However, as the investor hold units in a pooled fund rather than owning the underlying shares, we may choose to vote contrary to the investor's wishes. All votes are instructed in the best interests of shareholders.

Please describe whether Veritas has made use of any proxy voter services

VAM LLP use Institutional Shareholder Services ("ISS"), for vote execution and policy application.

Please provide an overview of Veritas's process undertaken for deciding how to vote

We have mandated Institutional Shareholder Services ("ISS") to construct a customised screen for ESG issues which incorporates the Association of Member Nominated Trustees ("AMNT") Red Lines, on a best endeavours basis. The AMNT Red Line Voting Policy contains 29 guidelines covering topics associated with ESG. Should any of the 29 red lines be breached, the instruction is to either comply or explain. As the Red Line Voting Policy was developed principally for pooled fund investors (who have been unable to direct votes) and for UK stocks only, we have instructed ISS to apply the guidelines globally where applicable and apply the policy across all Global Strategy Funds. In addition, ISS provide vote recommendations based on their benchmark policy. This ensures that guidance is provided for ballots related to topics that are not captured by the ESG voting policy.

The investment analyst will receive all proxies and determine if he or she believes that we should vote in favour or against management. The investment analyst will consider the vote recommendations and any research when making their decision. Following a discussion with the Portfolio Manager, the analyst will instruct the custodian or prime broker via the Operations Team on how to instruct the vote. In the case where VAM LLP decides to vote against management or the ESG policy vote recommendation, an explanation will be provided to clients. VAM LLP use Institutional Shareholder Services ("ISS") to execute voting on behalf of clients. The role of the Operations Team is to ensure that all votes are instructed a timely manner. The Role of the Chief Operating Officer ("COO") is to monitor the effectiveness of these policies.

Is Veritas currently affected by any of the five conflicts listed by the PLSA (see notes) or any other conflicts across any of its holdings?

Veritas is not impacted by any of conflicts of interests listed.

Please include here any additional comments which are relevant to Veritas' voting activities or processes

No response provided.

Most significant vote – Vote 1: Microsoft

Resolution: Shareholder resolution - Report on Effectiveness of Workplace Sexual Harassment Policies

Approximate size of the fund's holding as at the date of the vote: 5.2%

Guidance – Proxy: Not provided, Management: Against

Action: For

A vote FOR this proposal is warranted as the company faces potential controversies related to workplace sexual harassment and gender discrimination. Additional information on the company's sexual harassment policies and the implementation of these policies would help shareholders better assess how the company is addressing such risks.

This vote is considered significant as Veritas voted against company management.

Outcome: Pass.

Most significant vote – Vote 2: Charter Communications

Resolution: Shareholder resolution - Disclose Climate Action Plan and GHG Emissions Reduction Targets

Approximate size of the fund's holding as at the date of the vote: 5.1%

Guidance – Proxy: Not provided, Management: Against

Action: For

A vote FOR this proposal is warranted, as additional information on the company's GHG emissions reduction goals aligned with Paris Agreement goals, would allow shareholders to better assess how the company is mitigating climate change related risks.

This vote is considered significant as Veritas voted against company management.

Outcome: Fail

Lindsell Train – Lindsell Train UK Equity Fund

Voting Activities

- There were 369 eligible votes for the fund over the 12 months to 30 September 2022
- The manager exercised 100% of its votes over the year
- 0% of votes were against management and <1% were abstained

What is Lindsell Train’s policy on consulting with clients before voting?

We do not typically consult with clients ahead of voting. There are one or two clients, for whom we manage segregated mandates, who occasionally ask our voting intentions. We are happy to share this information on request.

Please describe whether Lindsell Train has made use of any proxy voter services

We appointed Glass Lewis during Q1 2020 to aid the administration of proxy voting and provide additional support in this area. It is important to stress however that the portfolio managers maintain final decision making responsibility, which is based on their detailed knowledge of the companies in which we invest, as this forms an important part of our investment process and proactive company engagement strategy. For clarity, we do not default to GL’s advice/suggested vote, but rather we vote in line with Lindsell Train’s proxy voting policy and may consider GL’s recommendation and/or research to improve the inputs to our decision making.

Please provide an overview of Lindsell Train’s process undertaken for deciding how to vote

The primary objective of the voting policy of Lindsell Train is to protect or enhance the economic value of the investments it has made on behalf of its clients. Lindsell Train will vote against any agenda item that threatens this economic value, in particular when we have concerns over inappropriate management remuneration or incentives, general corporate governance matters, environmental and social issues, changes in capital structure and mergers or acquisitions which are seen as detrimental to the creation of business value.

Where Lindsell Train has delegated voting authority from its clients, Lindsell Train recognises that the exercise of these voting rights is a fiduciary duty that must be exercised with skill, care, prudence, and diligence.

Lindsell Train believes that proxy voting forms an important part of our investment process and proactive company engagement strategy. Lindsell Train’s Portfolio Managers maintain final decision making responsibility for all votes, based on their detailed knowledge of the companies in which we invest.

Lindsell Train has appointed an independent proxy agent, Glass Lewis to assist with the administration of the proxy voting process. Lindsell Train’s Investment Team use Glass Lewis’ Viewpoint platform to process votes and provide enhanced reporting to our clients. Additionally, Glass Lewis provides supplementary research and analysis. Lindsell Train will give consideration to Glass Lewis’ own voting recommendations but will not necessarily support their position if it is not viewed by Lindsell Train as in the best interests of our clients. Voting authority remains with Lindsell Train, with the exception of receiving specific client instructions.

Lindsell Train votes on behalf of its clients in accordance with its own Proxy Voting Guidelines (see Appendix A) which govern, under each voting category, whether to vote For, Against or Abstain. These guidelines are approved collectively by the Portfolio Managers and they are reviewed annually.

Is Lindsell Train currently affected by any of the five conflicts listed by the PLSA (see notes) or any other conflicts across any of its holdings?

We would like to make you aware of the following:

Lindsell Train has investments in wealth management and retail investment platform businesses. There is a potential conflict in that Lindsell Train's holding may be perceived as affording it influence over the positioning/marketing of Lindsell Train funds or otherwise enable Lindsell Train to reach more favourable commercial terms in relation to the sale and distribution of Lindsell Train products.

Mitigating controls:

- The investment decision making process and platform/wealth management distribution relationship are clearly segregated, with separate reporting lines up to Board level.
- Lindsell Train's distribution agreements are negotiated on an arms-length basis and on normal commercial terms.
- Lindsell Train carefully assesses where any matters on which it is required to exercise its voting authority presents a conflict with the business relationship that it has in respect of product distribution. Where a conflict of interest exists which cannot be managed Lindsell Train will not vote.

Lindsell Train has been appointed as investment manager by two UK listed investment trusts. Each of the investment trusts holds shares in the other. The Board of Directors of each trust make these decisions for investment and strategic reasons. There could be potentially conflicting interests between Lindsell Train and the trusts.

Mitigating controls

- Lindsell Train as investment manager has relinquished its discretion over these investments. The Boards of Directors of each respective trust are responsible for the decision to buy/sell in the relevant overlapping holdings.
- Lindsell Train will not cast its vote in respect of the holdings. Instead, the Board of Directors of each client will be asked to cast their vote and instruct Lindsell Train.
- Michael Lindsell who sits on the Board of one of the investment trust clients (LTIT) is precluded from making any investment decisions due to the perceived conflict of interest.

The primary aim of Lindsell Train is to protect and grow the real value of our clients' capital over the long term. To achieve this aim, Lindsell Train invests in what we have determined to be "exceptional" companies with the expectation of holding them for the very long term. We will always endeavour to act in the best interests of our clients as stewards of their capital. Indeed, the firm's strategic mission is to consistently meet our clients' expectations. This relates not only to the achievement of strong investment results but also to fulfilling our clients' wider requirements, which are increasingly focussed on a desire to invest responsibly. To date we have not been made aware of any differences between the stewardship responsibilities of Lindsell Train and our clients.

Please include here any additional comments which are relevant to Lindsell Train's voting activities or processes

No response provided.

Most significant vote – Vote 1: Unilever

Resolution: Various Elections of Executive Members

Approximate size of the fund's holding as at the date of the vote: 7.8%

Guidance – Proxy: Not provided, Management: For

Action: For

We continue our engagement with the management of Unilever and spoke to the Chair, Nils Andersen, in June. This follows two engagements earlier in the year, related to capital allocation (following news of the failed bid for GSK's consumer healthcare division) and animal testing.

In this instance, our engagement centred on the recent news of the appointment of activist investor, Nelson Peltz of Trian Fund Management, to its board as a non-executive director, after his purchase of 1.5% of Unilever's shares. As Trian's objectives are ostensibly in line with our own, we had no objection to the appointment despite being somewhat surprised at the low ticket-price to get a seat at the table. We did however take the opportunity to urge the board to resist any proposals that merely boost short-term value. Andersen confirmed that the board remain committed to their long-term strategy and are focused on protecting the strategic value of Unilever's assets.

This vote is considered significant due to the company's large holding in the portfolio, and the importance of the topic.

Outcome: Pass

Most significant vote – Vote 2: Mondelez Resolution: Advisory vote on Executive compensation

Approximate size of the fund's holding as at the date of the vote: 7.1%

Guidance – Proxy: Not provided, Management: For

Action: Abstain

Lindsell Train pays careful consideration to the compensation policies of the companies in which we invest. In assessing their compensation policies we focus more on how incentives are structured rather than the actual quantum of compensation. In other words we can be comfortable with large rewards provided that the incentives are aligned with shareholders' interests and our principles. In the case for Mondelez we do not believe that the company's compensation policy is aligned with the long term best interests of the shareholders and have been engaging with the company on this matter over a number of years.

Prior to 2020 we had voted against Mondelez compensation resolutions, however over the past three years Mondelez management have made a significant effort to explain to our investment team the rationale for their policies during our various engagements with them. Whilst their policy has not responded to our feedback, our vote indicates our intent to support Mondelez management in the event that they do amend their policy to align more closely with our views on compensation, and also rewards management's active engagement with Lindsell Train.

This vote is considered significant due to the company's large holding in the portfolio, and the importance of the topic.

Outcome: Pass

River and Mercantile (R&M) – River and Mercantile UK Equity High Alpha Fund

<p>Voting Activities</p> <ul style="list-style-type: none">• There were 4,454 eligible votes for the fund over the 12 months to 30 September 2022• The manager exercised 100% of its votes over the year• 5.73% of votes were against management and <1% were abstained• 5.81% of votes were contrary to the proxy advisor’s recommendation
<p>What is R&M’s policy on consulting with clients before voting?</p> <p>Clients may request for R&M to vote in a specific manner in an upcoming meeting. Our Operations team has set up a process to monitor and process these requests.</p>
<p>Please describe whether R&M has made use of any proxy voter services</p> <p>We use a third party, Institutional Shareholder Services (ISS), to implement our voting policy, overriding their recommended action when it differs from our General Principles on standards for good corporate governance and management of environmental and social issues.</p>
<p>Please provide an overview of R&M’s process undertaken for deciding how to vote</p> <p>Our Voting & Engagement Policy sets out our beliefs on what we regard as best practice for companies globally. For UK companies it incorporates the standards set by the UK Corporate Governance Code and intends to deal with issues that are either not covered, require greater emphasis or are specifically left open for shareholders to resolve with company boards. This also applies to companies listed outside the UK, as we believe this code has taken a lead in encouraging companies to set higher standards of corporate governance in promoting transparency, integrity and to adopt a medium to long-term view in decision making for the benefit of all stakeholders. Implementation of our Policy is mainly by voting, with engagement as appropriate.</p> <p>Fundamental principles are set out in our Policy and applied in the majority of cases. However, R&M discourages passive box ticking and aims to take an informed and pragmatic approach to voting. R&M will give due consideration to the specific circumstances and facts available to each investor before voting. For UK companies R&M supports a “comply or explain” approach to corporate governance and endorses the Code. We expect UK companies to explain and justify any reasons for non-compliance, and to outline their plans for compliance in future. In the case of non-compliance, we reserve the right to accept or reject the explanation. For non-UK companies, we are supportive of similar Codes.</p> <p>The overriding objective of the company should be to optimise over time the returns to its shareholders. Where other considerations affect this objective, they should be clearly stated and disclosed. To achieve this objective, the company should endeavour to ensure the long-term viability of its business, and to manage effectively its relationships with stakeholders.</p>
<p>Is R&M currently affected by any of the five conflicts listed by the PLSA (see notes) or any other conflicts across any of its holdings?</p> <p>R&M is not impacted by any of conflicts of interests listed.</p>
<p>Please include here any additional comments which are relevant to R&M’s voting activities or processes</p> <p>No response provided.</p>

Most significant vote – Vote 1: Shell

Resolution: Shareholder resolution - Request Shell to Set and Publish Targets for Greenhouse Gas (GHG) Emissions

Approximate size of the fund's holding as at the date of the vote: 5% Guidance – Proxy: Not provided, Management: Against

Action: For

R&M would like to see all companies, irrespective of sector, setting Net Zero GHG Emissions targets and a strategy to achieve. We therefore support shareholder resolutions that are putting pressure on companies to achieve this. as a whole we are supportive of shareholder resolutions addressing climate change and environmental issues.

This vote is considered significant due to the company's large holding in the portfolio, and the importance of the topic.

Outcome: Fail

R&M support shareholder resolutions linked to climate change and Net Zero Emissions by 2050.

Most significant vote – Vote 2: Astra Zeneca

Resolution: Company resolution - Authorise UK Political Donations and Expenditure **Approximate size of the fund's holding as at the date of the vote: 3.5% Guidance – Proxy: Against, Management: For**
Action: Against

RAMAM oppose political donation

This vote is considered significant due to the company's large holding in the portfolio, and the importance of the topic.

Outcome: Pass

R&M will continue to vote against political donations until company ceases doing so, or considering as implied by requesting permission.

Fulcrum Asset Management – Diversified Absolute Return Fund

<p>Voting Activities</p> <ul style="list-style-type: none">• There were 13,240 eligible votes for the fund over the 12 months to 30 September 2022• The manager exercised 99.9% of its votes over the year• 9.1% of votes were against management and 1.4% were abstained• 2.9% of votes were contrary to the proxy advisor’s recommendation
<p>What is Fulcrum’s policy on consulting with clients before voting?</p> <p>As it currently stands we do not consult with clients before voting and to date we have not had a request from a client to do this. We would be happy to engage with clients on this topic and for segregated mandates we are also open to considering client input.</p>
<p>Please describe whether Fulcrum has made use of any proxy voter services</p> <p>We use Glass Lewis as our proxy adviser. Our default is to use their standard voting policy, however, there may be times where we override their advice, particularly related to climate change proposals.</p>
<p>Please provide an overview of Fulcrum’s process undertaken for deciding how to vote</p> <p>Our default choice is to vote as per the Climate Change Policy by our proxy adviser, Glass Lewis. We will, in these instances, do our own research and if we consider it right to do so, vote against their advice if this is in advantage of the topic of climate change mitigation. In particular, we look for votes related to encouraging science-based target setting with regard to decarbonisation goals as this is a core part of our engagement focus.</p>
<p>Is Fulcrum currently affected by any of the five conflicts listed by the PLSA (see notes) or any other conflicts across any of its holdings?</p> <p>Fulcrum is not currently affected by any conflicts across its holdings.</p>
<p>Please include here any additional comments which are relevant to Fulcrum’s voting activities or processes</p> <p>No response provided.</p>
<p>Most significant vote – Vote 1: Rio Tinto</p> <p>Resolution: Company resolution - Approval of Climate Action Plan Approximate size of the fund’s holding as at the date of the vote: <1% Guidance – Proxy: For, Management: For</p> <p>Action: For</p> <p>Glass Lewis have certain reservations concerning proposals that request shareholders approve or disapprove a company’s climate strategy. However, having reviewed the circumstances at the Company, they believed that shareholder support for this proposal was warranted. Additionally, the Company provides information concerning its response if the vote receives significant opposition. Namely, the Company states that if the "resolution receives less than 50% in favour, it would hold specific discussions with shareholders and seek information from them about why they did not support the proposed CAP, inform all shareholders about the results of that process and announce its intended measures aimed at taking them into account. We agree with Glass Lewis's rationale to encourage such engagement with all shareholders and hence support their proposal to vote FOR the proposal.</p> <p>This vote is considered significant due to the importance of the topic.</p>

Outcome: Pass

Most significant vote – Vote 2: Canadian Pacific Railway Limited Resolution: Company resolution - Advisory Vote on Approach to Climate Change **Approximate size of the fund's holding as at the date of the vote:** <1% **Guidance – Proxy: For, Management: For**

Action: Against

Glass Lewis recommends that we vote for this proposal and is comfortable with the advisory and non-binding approach of this proposal. However, the Company does not appear to provide information concerning its response if the vote receives significant opposition and thus after internal discussions we decided to vote AGAINST the proposal.

This vote is considered significant due to the importance of the topic.

Outcome: Pass

Jupiter Asset Management – Jupiter Ecology Fund

<p>Voting Activities</p> <ul style="list-style-type: none">• There were 781 eligible votes for the fund over the 12 months to 30 September 2022• The manager exercised 100% of its votes over the year• 2% of votes were against management and <1%% were abstained• 1% of votes were contrary to the proxy advisor’s recommendation
<p>What is Jupiter’s policy on consulting with clients before voting?</p> <p>Jupiter is open to and welcomes dialogue with clients on stewardship matters, including voting decisions. Such dialogue is typically coordinated by our in-house Governance and Sustainability team, who work with our fund managers on proxy voting and company engagement and the development of our Stewardship Policy. Understanding client priorities, engaging in collective action with other investors, using third party data and remaining close to investor organisations and industry bodies informs our overall stewardship strategy, including voting.</p>
<p>Please describe whether Jupiter has made use of any proxy voter services</p> <p>Our proxy research provider is ISS. Proxy research informs our voting approach, however responsibility for voting decisions resides with the fund manager and is not outsourced to third parties.</p>
<p>Please provide an overview of Jupiter’s process undertaken for deciding how to vote</p> <p>Individual fund managers with responsibility for an investment in a company retain ultimate discretion over voting decisions for the funds they manage on behalf of clients. This is consistent with Jupiter’s active management philosophy where fund managers are given the freedom to invest as they see fit. We do not think it is appropriate or in keeping with our commitment to clients if these considerations become detached from our fund managers. Therefore, we do not outsource voting or engagement activity to third parties and nor do we automatically follow voting recommendations. The process is supported by the GS team, which is involved in reviewing agenda items, disseminating information and engaging with companies. Resolutions are assessed against Jupiter’s Stewardship Policy and any non-compliance with good market practice or major issues (including investment decisions) is discussed with fund managers prior to voting. For further details on our firm-wide approach to proxy voting, please see Jupiter’s Stewardship Policy attached as Appendix A and UK Stewardship Code Approach document attached as Appendix B, which are also both available on our website (www.jupiteram.com).</p>
<p>Is Jupiter currently affected by any of the five conflicts listed by the PLSA (see notes) or any other conflicts across any of its holdings?</p> <p>Jupiter is not impacted by any of conflicts of interests listed.</p>
<p>Please include here any additional comments which are relevant to Jupiter’s voting activities or processes</p> <p>No response provided.</p>

Most significant vote – Vote 1: Novozymes

Resolution: Company resolution – Re-elect Jorgen Buhl Rasmussen (Chair) as Director

Approximate size of the fund's holding as at the date of the vote: 1.33%

Guidance – Proxy: not provided, Management: For Action: Abstain

As Chair as the remuneration and nomination committee, gender diversity on the board is under his remit and should be improved. The company adopted new diversity targets in its 2021 annual report, we will be monitoring board appointments next year.

This vote is considered significant because of the potential impact on financial outcome.

Outcome: Not known

Most significant vote – Vote 2: A.O. Smith

Resolution: Company resolution - Advisory Vote to Ratify Named Executive Officers' Compensation

Approximate size of the fund's holding as at the date of the vote: 2.09%

**Guidance – Proxy: not provided, Management: For
Action: Against**

We vote against the executive compensation because only 1/3 of the long-term incentive awards are tied to challenging performance conditions. We don't consider the 5% return-on-equity hurdle for the Restricted Stock Units to be stretching at all. Furthermore the options vest over a short time period of less than three years, which doesn't feel in the spirit of a long-term incentive, and it is not clear why the return-on-invested-capital/weighted-average-cost-of-capital tested aspect vests in cash rather than equity when we would like to see the executive chair own more shares.

This vote is considered significant because of the potential impact on financial outcome.

Outcome: Pass

The resolution passed and we remain invested in the company. We will continue to monitor remuneration practices at the company.

HSBC Global Asset Management – Islamic Global Equity Index Fund

<p>Voting Activities</p> <ul style="list-style-type: none">• There were 1,678 eligible votes for the fund over the 12 months to 30 September 2021• The manager exercised 95.8% of its votes over the year• 17.4% of votes were against management and <1% were abstained• 10.6% of votes were contrary to the proxy advisor’s recommendation
<p>What is HSBC’s policy on consulting with clients before voting?</p> <p>The legal right to the underlying votes lies with the directors of the HSBC Islamic Global Equity Index Fund. They have delegated this execution of this voting to HSBC Global Asset Management (UK) Limited</p>
<p>Please describe whether HSBC has made use of any proxy voter services</p> <p>We use the leading voting research and platform provider Institutional Shareholder Services (ISS) to assist with the global application of our voting guidelines. ISS reviews company meeting resolutions and provides recommendations highlighting resolutions which contravene our guidelines. We review voting policy recommendations according to the scale of our overall holdings. The bulk of holdings are voted in line with the recommendation based on our guidelines.</p>
<p>Please provide an overview of HSBC’s process undertaken for deciding how to vote</p> <p>We exercise our voting rights as an expression of stewardship for client assets. We have global voting guidelines which protect investor interests and foster good practice, highlighting independent directors, remuneration linked to performance, limits on dilution of existing shareholders and opposition to poison pills.</p>
<p>Is HSBC currently affected by any of the five conflicts listed by the PLSA (see notes) or any other conflicts across any of its holdings?</p> <p>HSBC Funds and client mandates may hold shares in our parent HSBC Holdings PLC. We have a special procedure for voting these shares to manage this conflict. We also have procedures for managing other conflicts that may arise. However, we do not believe that we have exposure to the conflicts listed.</p>
<p>Please include here any additional comments which are relevant to HSBC’s voting activities or processes</p> <p>No response provided.</p>
<p>Most significant vote – Vote 1: Alphabet</p> <p>Resolution: Shareholder resolution - Adopt a Policy to Include Non-Management Employees as Prospective Director Candidates</p> <p>Approximate size of the fund’s holding as at the date of the vote: 6.36% Guidance – Proxy: Not provided, Management: Against</p> <p>Action: For</p> <p>Given the risks that could arise from the use of algorithms and increasing relevant legislation, the company should disclose more about the potential risks the company faces, the safeguards and procedures in place to mitigate them.</p>

This vote is considered significant due to the company's large holding in the portfolio

Outcome: Fail

We will continue to engage on the issue along with other issues of concern, and will likely vote against a similar proposal should we see insufficient improvements.

Most significant vote – Vote 2: Johnson & Johnson

Resolution: Company resolution - Advisory Vote to Ratify Named Executive Officers Compensation

Approximate size of the fund's holding as at the date of the vote: 2.5%

Guidance – Proxy: Not provided, Management: For

Action: Against

The company is on HSBC's US Excessive Pay watchlist, which means the quantum of the CEO pay is beyond what we believe fair and appropriate for the size and complexity of the business. We were also concerned about the high level of dilution from all schemes.

This vote is considered significant as the company is on HSBC's engagement focus list for 2022.

Outcome: Pass

We plan to raise our concern at the company and will likely to vote against such a proposal should there be no improvements.

Notes:

1. The following five conflicts were provided to investment managers and have been sourced from the Vote reporting template for pension scheme implementation statement issued by the Pensions and Lifetime Savings Association ("PLSA"):
 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 it also has 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 acquire.
 5. There are differences between the stewardship policies of managers and their clients