Implementation Statement

The Plan provides benefits on both a defined benefit (DB) and defined contribution (DC) basis.

The Plan is comprised of two sections (1 and 2). Section 1 is a hybrid of a DC Plan with a DB Underpin, Section 2 is pure DC. Under applicable legislation, the Plan, for the purpose of this Statement, is therefore a hybrid scheme (a scheme providing both DB and DC benefits).

This Statement has been prepared in accordance with applicable legislation, considering guidance from the Pensions Regulator.

Background

The Department for Work and Pensions ('DWP') is increasing regulation to improve disclosure of financially material risks.

This regulatory change recognises Environmental, Social and Governance ("ESG") factors as financially material and UK pension plan trustees are required to consider how these factors are managed as part of their fiduciary duty. The regulatory changes require that pension plans detail their policies in their statement of investment principles ("SIP") and demonstrate adherence to these policies in an implementation report.

This implementation report is to provide evidence that the Trustee continues to follow and act on the principles outlined in the Plan's SIP, including:

- actions the Trustee has taken to manage financially material risks and implement the key policies in the Plan's SIP;
- the Trustee's current policy and approach with regards to ESG and the actions taken with managers on managing ESG risks;
- the extent to which the Trustee has followed policies on engagement, including Trustee engagement with the Plan's investment managers, and in turn the engagement activity of the investment managers with the companies/issuers in which they invest;
- voting behaviour covering the reporting year for and on behalf of the Plan Trustee, including details of any significant votes cast by the Trustee or on their behalf;
- the policies in place to ensure the default strategy remains in the best interest of its members.

Statement of Investment Principles ("SIP")

The Plan updated its SIP in September 2020 in response to the DWP regulation to cover:

- policies for managing financially material considerations including ESG factors and climate change
- policies on the stewardship of the investments
- an explanation of how the default strategy is in the best interest of members

The SIP can be found online at the web address: https://myoraclepension.com/documents.html

Details of changes to Plan's SIP made over the accounting year period are set out within this report.

Implementation Statement

This report demonstrates that the Oracle UK Pension Plan has adhered to its investment principles and its policies, over the 12-month period to 31 May 2021, for managing financially material considerations including ESG factors and climate change.

Signed

Position

Date

Implementation Statement (Cont)

Summary of key actions undertaken over the Plan's reporting year

Section 1 - DC Plan with a DB Underpin

The Trustee's overall investment policy in respect of Section 1 is to invest the assets of the Plan prudently to ensure that the benefits promised to members are provided. The asset allocation strategy the Trustee has selected is designed to balance investing to meet the likely benefit obligation, taking into account the DB underpin, with investing to maximise members' benefits.

The Trustee believes that this policy has been followed over the Plan year and continues to monitor this. The Trustee is happy with the expected level of return from its asset allocation and fund selection.

Section 1 is made up of Employer Core, Member Core and Non-Core subsections.

The Employer Core subsection is invested in the white labelled Oracle Diversified Growth Fund (no investment choices available). The Member Core subsection is invested in the Oracle Diversified Growth Fund by default, but members can choose alternatives from a full range of investment options.

Over the year, the Trustee carried out an investment strategy review in November 2020 of the Oracle Diversified Growth Fund, and agreed to restructure this to consist of:

- An 80% target allocation to Passive Sustainable Global Equity (currently 20% target allocation to Passive Global Equity); and
- A 20% target allocation to Diversified Growth (currently 80% target allocation to Diversified Growth).

The transitional arrangements to action the strategic change outlined above are due to be implemented in the next accounting year period. No other strategic changes have been agreed to date.

Member Core and Non-Core subsection contributions can be invested in a full range of investment options depending on member preference. Over the year, the Trustee implemented an agreed strategic change to replace the BNY Mellon Real Return Fund target allocation within the white labelled Oracle Lifestyle Growth Fund with the Invesco Perpetual Global Target Return Fund.

The Trustee monitors the performance of the investment managers against its aims and objectives on a quarterly basis. This review includes an analysis of fund performance to check that the risk and return levels meet expectations. Performance is reviewed against target benchmarks that have been agreed with the investment managers.

Section 2 – Pure DC

The Trustee's investment policy in relation to the DC section is to offer a range of strategies appropriate for members to meet their investment objectives, The Trustee provides a range of investments that are suitable for meeting members' long and short-term investment objectives. It has taken into account members' circumstances, in particular the range of members' attitudes to risk and term to retirement.

The Trustee made no further changes to the range of strategies offered to members in respect of the DC section over the accounting period, and continues to believe it has met the objective of offering a suitable range of strategies and its responsibility for ensuring that members have high quality funds to invest in.

The Trustee monitors the performance of the default arrangement against its aims and objectives on a quarterly basis. This review includes an analysis of fund performance to check that the risk and return levels meet expectations. Performance is reviewed against target benchmarks that have been agreed with the investment managers.

Implementation Statement (Cont)

Trustee policies

The Trustee has identified both financially material and non-financially material risks, as outlined in in the Plan's SIP, and agreed policies for managing these risks.

Stewardship, including the exercise of voting rights and engagement activities, is set out in the engagement and voting summary tables further in this report.

The key actions the Trustee has taken over the accounting year are set out in the table below.

Risk / Policy	Definition	Policy	Actions and details on changes to policy
Member Expectations	The risk of not meeting Plan members' reasonable expectations, based on members' contributions and fund choices.	The Trustee policy is to review the range of funds offered to members annually, such that they remain suitable to Plan members.	The Trustee reviewed the investment options available to the members over the year and concluded the arrangements remained suitable for managing this risk.
Manager	The risk of fund managers not meeting their performance objectives.	Considered by the Trustee and their advisers, both upon the initial appointment of the fund manager and on an ongoing basis thereafter.	The Trustee monitors the suitability, performance, and adviser ratings of the Plan's fund list regularly throughout the year at quarterly Trustee meetings.
Lifestyle	The risk of the lifestyle strategies or default funds being unsuitable for the requirements of some members.	Members are able to choose a number of options at retirement. The Trustee policy is to review at least annually the funds offered, and the suitability and range of the lifestyle options provided.	The Trustee reviewed the investment options available to members over the year and concluded the arrangements remained suitable for managing this risk.
Operational	The risk of fraud, poor advice or acts of negligence	The Trustee has sought to minimise such risk by ensuring that all advisers and third-party service providers are suitably qualified and experienced, and that suitable liability and compensation clauses are included in all contracts for professional services received.	The investment consultant monitors the fund managers on an ongoing basis, including changes to the team, business, risk management process and operations.
Mismatching	The risk of a significant difference in the sensitivity of asset and liability values (where applicable under the Hybrid scheme structure) to changes in financial and demographic factors	The Trustee and their advisers consider this mismatching risk when setting the investment strategy, as well as on an ongoing basis to ensure this risk is managed.	The Trustee reviews the extent of mismatching and the ongoing suitability of the investment arrangements as part of their quarterly reporting and meeting structure.
Cashflow	The risk of a shortfall of liquid assets relative to the Plan's immediate liabilities.	The Trustee and their advisers manage the Plan's cashflows, considering the timing of future payments to minimise the probability of having insufficient funds.	The Trustee monitors the liquidity risk of assets regularly throughout the year at the quarterly Trustee meetings.

Implementation Statement (Cont)

Covenant	The possibility of failure of the Plan's Sponsoring Employer.	The Trustee and their advisers considered this risk when setting the investment strategy and consulted with the Sponsoring Employer as to the suitability of the proposed strategy.	The Trustee finalised the triennial actuarial valuation and investment strategy review over the accounting year, which took into consideration the Sponsoring Employer's covenant, future deficit recovery contributions as well as securing a number of guarantees.
Environmental, Social and Governance ("ESG")	Exposure to ESG factors, including but not limited to climate change, which can impact the performance of the Plan's investments.	To appoint managers who satisfy the following criteria, unless there is a good reason why the manager does not satisfy each criteria: 1. Responsible Investment ('RI') Policy / Framework 2. Implemented via Investment Process 3. A track record of using engagement and any voting rights to manage ESG factors 4. ESG specific reporting 5. UN PRI Signatory The Trustee monitors the investment mangers on an ongoing basis.	Further detail provided later in this report.
Non-financial	Any factor that is not expected to have a financial impact on the Plan's investments.	The Trustee has made an Ethical fund available to members who would like to invest in a fund with these specific considerations. The Trustee has not considered non-financially material matters in the selection, retention and realisation of investments.	Trustee acknowledged over the accounting year period that the number of ethical funds is limited on the Phoenix platform and fund options available. The Trustee, via their investment adviser, has engaged with Phoenix to increase the list of ESG-focussed fund options available and will consider these for future self-select options and core investment options in future.

Implementation Statement (Cont)

Compliance with SIP policies

The Trustee is of the opinion that the SIP has been followed over the Plan year as detailed below:

- The Trustee updated the SIP over the Plan year as detailed in the table below, in accordance with new DWP regulations effective 1 October 2020;
- During the year, as part of the SIP update and a formal ESG review carried out in 2021, the Trustee received training and reviewed their policies on ESG and Stewardship.

Changes to the SIP over the accounting year period

Policies added to the SIP	
Date updated: September 2020	
How the investment managers are incentivised to align their engagement actives and voting decisions with the Trustee's policies.	• On an annual basis, the Trustee expects managers to provide aggregate voting information at a fund level and voting rationale for significant votes. • With the help of the Plan's investment advisor, the Trustee reviews the stewardship activities of their investment managers, on an annual basis, covering both engagement and voting actions. If they are found to not be appropriate, the Trustee will engage with the investment.
How the investment managers are incentivised to align their investment strategy and decisions with the Trustee's policies.	• As the Plan is invested in pooled funds, there is not scope for these funds to tailor their strategy and decisions in line with the Trustee's policies. However, the Trustee invests in a portfolio of pooled funds that are aligned to the strategic objective.
How the investment managers are incentivised to make decisions based on assessments of medium to long-term financial and non-financial performance of an issuer of debt or equity and to engage with them to improve performance in the medium to long-term.	• The Trustee reviews the investment managers' performance relative to medium and long-term objectives as documented in the investment management agreements. • The Trustee monitors the investment managers' engagement and voting activity on a periodic basis as part of their ESG monitoring process. • The Trustee does not incentivise the investment managers to make decisions based on non-financial performance.
How the method (and time horizon) of the evaluation of investment managers' performance and the remuneration for their services are in line with the Trustee's policies.	• The Trustee reviews the performance of all of the Plan's investments on a net of cost basis to ensure a true measurement of performance versus investment objectives. • The Trustee evaluates performance over the time period stated in the investment managers' performance objective, which is typically 3 to 5 years. • Investment manager fees are reviewed periodically to make sure the correct amounts have been charged and that they remain competitive.
The method for monitoring portfolio turnover costs incurred by investment managers and how they define and monitor targeted portfolio turnover or turnover range.	• The Trustee does not directly monitor turnover costs. However, the investment managers are incentivised to minimise costs as they are measured on a net of cost basis.
The duration of the Plan's arrangements with the investment managers	• The duration of the arrangements is considered in the context of the type of fund the Plan invests in.

Implementation Statement (Cont)

ESG as a financially material risk

The SIP describes the Trustee's policies with regard to ESG as a financially material risk.

The Trustee has considered financially material factors such as ESG issues as part of the investment process to determine a strategic asset allocation over the length of time during which the benefits are provided by the Plan for members. The Trustee believes that financially material considerations are implicitly factored into the expected risk and return profile of the asset classes they are investing in.

In endeavouring to invest in the best financial interests of the beneficiaries, the Trustee has elected to invest primarily through pooled funds. The Trustee acknowledges that it has limited influence on the ESG policies and practices of the companies in which the pooled funds invest. However, the Trustee does expect its fund managers and investment consultant to take account of financially material considerations when carrying out their respective roles.

The Trustee accepts that the Plan's assets are subject to the investment manager's own policy on responsible investment. The Trustee will assess that this corresponds with its responsibilities to the beneficiaries of the Plan with the help of its investment consultant.

An assessment of the ESG and responsible investment policies forms part of the manager selection process when appointing new managers and these policies are also reviewed regularly for existing managers with the help of the investment consultant. The Trustee will only invest with investment managers that are signatories of the United Nations Principles of Responsible Investment ('UN PRI') or another similarly recognised standard.

The Trustee will monitor financially material considerations through the following means:

- Obtain training where necessary on ESG considerations in order to understand fully how ESG factors, including climate change, could impact the Plan and its investments;
- Use ESG ratings information provided by its investment consultant, to assess how the Plan's investment managers take account of ESG issues; and
- Request that all the Plan 's investment managers provide information about their ESG policies, and details of how they integrate ESG into their investment processes, via its investment consultant.

If the Trustee determines that financially material considerations have not been factored into the investment managers' process, it will take this into account on whether to select or retain an investment.

Trustee's areas of assessment and ESG beliefs when assessing investment managers

Risk Management	1. Integrating ESG factors, including climate change risk, represents an opportunity to increase the effectiveness of the overall risk management of the Plan 2. ESG factors can be financially material and managing these risks forms part of the fiduciary duty of the Trustee
Approach / Framework	3. The Trustee should understand how asset managers make ESG decisions and will seek to understand how ESG is integrated by each asset manager. 4. ESG factors are relevant to investment decisions in all asset classes. 5. Managers investing in companies' debt, as well as equity, have a responsibility to engage with management on ESG factors.

Implementation Statement (Cont)

Reporting & Monitoring	6. Ongoing monitoring and reporting of how asset managers manage ESG factors is important. 7. ESG factors are dynamic and continually evolving; therefore the Trustee will receive training as required to develop their knowledge. 8. The role of the Plan's asset managers is prevalent in integrating ESG factors; the Trustee will, alongside the investment advisor, monitor ESG in relation to the asset managers' investment decisions.
Voting & Engagement	9. The Trustee will seek to understand each asset managers' approach to voting and engagement when reviewing the asset managers' approach. 10. Engaging is more effective in seeking to initiate change than disinvesting.
Collaboration	11. Asset managers should sign up and comply with common codes and practices such as the UNPRI & Stewardship code. If they do not sign up, they should have a valid reason why. 12. Asset managers should engage with other stakeholders and market participants to encourage best practice on various issues such as board structure, remuneration, sustainability, risk management and debtholder rights.

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Formal ESG Review of Plan's investment managers

The Trustee carried out a formal ESG review of the Plan's investment managers over the accounting year period. As part of this, the Trustee did not engage directly with the Plan's investment managers on their ESG policies, but have indirectly via their investment adviser through direct feedback, and as part of their core ESG engagement processes. The Plan's investment adviser has engaged with all of the Plan's investment managers on their ESG policies to ensure they meet a set of minimum criteria.

Following the ESG review, there were a number of actions identified as follows:

Manager	Actions identified as part of Trustee's ESG review
BlackRock	• BlackRock to evidence how their stewardship activities align with their firm-wide stewardship priorities, particularly their policies on climate change and board diversity. • BlackRock to establish KPIs to drive their engagement priorities (e.g. climate change targets). • BlackRock should provide reporting that highlights the effectiveness of engagement at a fund level. • BlackRock could improve reporting to include voting data, alongside engagement information, and incorporate ESG risk metrics within the regular fund reporting.
BNY Mellon	• BNY Mellon to develop fund level ESG objectives and set KPIs in relation to these • BNY Mellon to report on progress against set objectives and KPIs (as per above)
Invesco	• Invesco to provide further evidence of how ESG is formally addressed in their investment process (e.g. scorecard). • Invesco should look to increase the percentage of meetings with underlying companies where ESG topics are discussed from 29% to 100%. • Invesco to look at incorporating ESG metrics into their regular client reporting and seek to engage collaboratively with other investors to reinforce good ESG practices.
LGIM	• LGIM to consolidate the ESG scores of the underlying portfolio companies to generate a portfolio level score, making it simpler for investors to digest the ESG impact of the fund. • LGIM should provide further evidence that they are making progress towards diversity at a firm level and within the portfolio management teams. • LGIM should also integrate ESG reporting into their standard, quarterly client reports. Whilst LGIM currently produce numerous, comprehensive reports on ESG, they are separate from the standard reporting.
MFS	• MFS has recently been added to the Plan's investment adviser's ESG reporting as part of the take on process with Oracle. Actions will be identified as part of our 2021 Impact Assessment process and will be reflected in the 2022 Implementation Statement.
Majedie	• Majedie to identify specific ESG priorities in their ESG policy and link these priorities to their investment process. This will clearly state what specific ESG factors are used as part of their due diligence process for each company. • Majedie should monitor how ESG priorities are implemented at the fund level.

The Plan's investment adviser will be engaging with the managers on the Trustee's behalf, to review their ESG policies and set actions and priorities. They will report back to the Trustee on a periodic basis with progress reports that will include updates on engagements with the managers.

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Investment manager engagement summary over accounting year period

As the Plan invests via pooled funds managed by various investment managers, each manager has provided details on their ESG-related engagement activity, including a summary of the activity over the Plan's reporting year. The managers also provided examples of any significant ESG-related engagements where relevant.

Fund name	Engagement summary	Commentary and significant engagements
BlackRock Aquila Life MSCI World Fund	Total Engagements: 1,757 Environmental: 1,231 Social: 682 Governance: 1,492 Note, total engagement does not sum due to engagements often covering multiple engagement themes.	The BlackRock Investment Stewardship Team (BIS) carry out all voting and engagement activities. The BIS engage across all funds at an issuer level thereby leveraging their combined AUM capital (e.g. across equity and credit) to maximise engagement effectiveness. **Royal Dutch Shell plc:** BIS engaged with the company over the year to discuss corporate governance issues that they believe drive shareholder value, including management and board oversight of climate-related risks and sustainability related disclosures. As a result of this, BlackRock supported the Shell Energy Transition Strategy. The Company's strategy met BlackRock's expectations that companies have clear policies and action plans to manage climate risks and to realise opportunities presented by the global energy transition to a low carbon economy.
BlackRock Diversified Growth Fund	Total Engagements: 1,168 Environmental: 785 Social: 462 Governance: 1,017 Note, total engagement does not sum due to engagements often covering multiple engagement themes.	BlackRock Engagement process as outlined above. **Chevron Corporation:** BlackRock discussed a range of topics over the year with Chevron, including corporate governance, climate reporting, greenhouse gas (GHG) and methane emissions reductions, human capital management, and risk oversight processes, among other topics. BlackRock has found Chevron to be receptive and open to shareholder feedback and has had regular engagements with independent members of Chevron's board.
Passive and/or credit-focussed BlackRock Funds	BlackRock currently do not provide details of their engagement activities for funds without voting rights.	-
BNY Mellon Real Return Fund	Total Engagements: 75 Environmental, Social & Governance: 10	BNY Mellon focussed on a wide range of engagement subjects. These predominantly focused on Environmental and Governance issues.

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	Environmental: 20 Social: 7 Governance: 20 Human Capital: 10 Monitoring: 1 Other: 8	**Nike:** BNY Mellon engaged with Nike on their corporate and sustainability approaches. A discussion highlighted that sustainability is woven into the company's business model and are viewed as drivers of returns. From rarely discussing sustainability with investors, the company now has two dedicated communication teams and sustainability teams are embedded into business functions rather than a silo approach.
Invesco Global Targeted Returns Fund	Total Engagements: 31 Environmental, Social & Governance: 4 Environmental: 10 Governance: 13 Human Capital: 2 Monitoring: 1 Other: 1	Invesco's engagements focussed predominantly on Environmental and Governance issues. **Glencore:** Invesco engaged with Glencore to find out details regarding the Company's carbon reduction targets and the timeline for achieving them. In addition, Invesco enquired about plans to avoid exclusion from ESG-focussed Funds by exiting their coal business. Whilst Glencore does not favour the options Invesco raised, they are prepared to change this if there is overwhelming shareholder support. Invesco will continue to apply pressure on the Company.
LGIM Funds	LGIM do not currently provide details of their engagement activities at Fund level, however this is something they are looking to implement, and the firm is considering how such information can be provided going forward.	LGIM actively co-ordinate engagement activity at a firm level, rather than on a fund-by-fund basis. LGIM engage with regulators, governments, and other industry participants to address long-term structural issues. LGIM believe in an active ownership approach. Therefore, they aim to leverage the wider capabilities of the global firm, to actively engage with companies, to create positive change and value. Where engagements are unsuccessful, the team will assess and improve future engagement.
Majedie UK Equity Fund	Total Engagements: 18 Environmental, Social & Governance: 2	Majedie's engagements focussed predominantly on Environmental and Governance issues. **Rio Tinto:** Majedie engaged directly with Rio Tinto's executive board on a number of ESG-related

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	Environmental: 4 Social: 1 Governance: 2 Supply Chain: 2 Health & Safety: 1 Covid-19: 2 Other: 4	issues. One of which addressed the destruction of the Juukan Gorge site, in an attempt to encourage improved future corporate governance and social practices. Majedie asked for details on the companies planned response to a Parliamentary inquiry and recognised the failure in company systems and culture.
MFS Meridian Global Equity Institutional Fund	Total Engagements: 29 Environmental, Social & Governance: 14 Social: 1 Governance: 7 Environmental & Governance: 1 Social & Governance: 6	MFS engaged on a wide variety of ESG issues with companies. However, they were unable to provide specific details for several their engagements, noting that they are in the process of enhancing their resources to report on engagement activity. **The Goldman Sachs Group, Inc.:** MFS engaged with senior representatives of Goldman Sachs to request a third-party audit of the Company's racial equity. MFS voted in favour of the audit, which received over 28% support at the 2021 annual shareholder meeting.
Threadneedle Property Fund	Columbia Threadneedle is unable to provide details of engagement for their property funds.	Columbia Threadneedle has a history of active engagement and collaboration on ESG related topics and is looking to improve the extent and depth of its reporting on these issues.

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Investment manager voting summary over accounting year period

The Trustee believes that responsible oversight of investee companies is a fundamental duty of good stewardship. As such, it expects the Plan's managers to vote at the majority of investee company meetings every year, and to provide sufficient information as to allow for the independent assessment of their voting activity.

As the Plan invests via pooled funds managed by various investment managers, where applicable, each manager has provided details on their voting actions including a summary of the activity over the Plan's reporting year. The managers also provided examples of any significant votes where relevant.

Fund name	Voting summary	Example of significant votes	Commentary
BlackRock Aquila Life MSCI World Fund	Votable Proposals: 14,666 Proposals Voted: 99% For votes: 91% Against votes: 8% Abstain votes: 0%	**Daimler AG** Against the Boards' recommendation, BlackRock voted against three resolutions in July 2020, including the ratification of Supervisory Board members' actions in 2019, the election of a member to the Supervisory Board, and on an amendment of Article 16 of the Articles BlackRock remain concerned over progress on climate-related risk reporting, the external mandates held by the proposed Supervisory Board member, and the reduction in shareholder rights from the proposed article amendment.	BlackRock use Institutional Shareholder Services (ISS) electronic platform to execute vote instructions. BlackRock categorise their voting actions into two groups: holding directors accountable and supporting shareholder proposals. Where BlackRock have concerns around the lack of effective governance on an issue, they usually vote against the re-election of the directors responsible to express this concern.
BlackRock Diversified Growth Fund	Votable Proposals: 12,063 Proposals Voted: 99% For votes: 93% Against votes: 6% Abstain votes: 1%	**The Procter & Gamble Company** BlackRock voted for a proposal which requests a report assessing if and how P&G could increase the scale, pace, and rigour of its efforts to eliminate deforestation and the degradation of intact forests in its supply chains.	BlackRock use Institutional Shareholder Services (ISS) electronic platform to execute vote instructions. BlackRock categorise their voting actions into two groups: holding directors accountable and supporting shareholder proposals. Where BlackRock have concerns around the lack of effective governance on an issue, they usually vote against the re-election of the directors responsible to express this concern.
BNY Mellon Real Return Fund	Votable Proposals: 1,565 Proposals Voted: 99% For votes: 85% Against votes: 15%	**Microsoft Corporation** BNY Mellon remain concerned that approximately half of long-term pay rewards vest irrespective of performance. BNY Mellon voted against the executive compensation arrangements and against the three members of the compensation committee. BNY Mellon also voted against the re-	BNY Mellon use International Shareholder Services (ISS) for the purpose of administering proxy voting, as well as its research reports on individual company meetings. Only if BNY Mellon recognise a potential material conflict of interest do they follow the voting recommendation of ISS.

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	Abstain votes: 0%	appointment of the company's external auditor, believing that its independence was jeopardised by having served in this role for 37 consecutive years.	BNY Mellon do not have a strict voting policy. Instead, they prefer to consider a company's individual circumstances, their own investment rationale, and any engagement activities together with relevant governing laws, guidelines, and best policies.
Invesco Global Targeted Returns Fund	Votable Proposals: 5,717 Proposals Voted: 98% For votes: 93% Against votes: 7% Abstain votes: 1%	**EasyJet Plc** Invesco voted with the company's management recommendation to approve capital raising. Invesco believed a vote for this resolution was warranted as additional capital will strengthen the company's balance sheet as part of their response to Covid-19, helping the company in its recovery and long-term growth.	Invesco's voting process focuses on protecting clients' rights and promoting governance structures that reinforce the accountability of management and boards of directors to shareholders. Voting matters are assessed on a case-by-case basis by Invesco's respective investment professionals considering the unique circumstances affecting companies, regional best practices, and Invesco's goal of maximizing long-term value creation for their clients.
LGIM Global Equity Fixed Weights 50/50 Index Fund	Votable Proposals: 44,680 Proposals Voted: 99% For votes: 84% Against votes: 16% Abstain votes: 0%	**Imperial Brands Plc** LGIM voted against the approval of the Remuneration Report and Policy. The company appointed a new CEO during 2020, who was granted a higher base salary than their predecessor. LGIM believes that a higher base salary will have ripple effects on short- and long-term incentives, as well as pension contributions. LGIM believes that an incoming CEO with no previous experience in the specific sector, or CEO experience at a FTSE100 company, should have to prove themselves beforehand to be set a base salary at the level, or higher, of an outgoing CEO with multiple years of such experience. Prior to the AGM, LGIM engaged with the company outlining what LGIM's concerns over the remuneration structure were.	LGIM's Investment Stewardship team uses International Shareholder Services' (ISS) '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.
LGIM Ethical UK Equity Index Fund	Votable Proposals: 5,109 Proposals Voted: 100% For votes: 94% Against votes: 6% Abstain votes: 0%	**SIG plc** LGIM voted against the approval of a one-off £375,000 payment to the company's interim CEO for work carried out over a two-month period (February - April). LGIM does not generally support one-off payments as they believe	As above.

Implementation Statement (Cont)

		that executive directors have a remuneration policy in place that is appropriate for their role and level of responsibility, and that this should negate the need for one-off payments. LGIM was concerned with the size of the payment and timespan (65% of full-time salary over 2 months). LGIM intends to engage with the company to find out why this payment was deemed appropriate and whether they made the payment despite significant opposition.	
LGIM UK Equity Index Fund	Votable Proposals: 12,574 Proposals Voted: 100% For votes: 93% Against votes: 7% Abstain votes: 0%	**Pearson** Despite a series of profit warnings from the previous CEO, the company put forward an all-or-nothing proposal in the form of an amendment to their remuneration policy. If this was not passed, the company confirmed that the proposed new CEO would not take up the CEO role. LGIM believed shareholders were backed into a corner; many were in favour of the new CEO but not the proposed amendments. LGIM voted against the policy and spoke with the chair of the board on succession plans and shortcomings of the current remuneration policy.	As above.
Majedie UK Equity Fund	Votable Proposals: 2,437 Proposals Voted: 96% For votes: 96% Against votes: 4% Abstain votes: 0%	**Ryanair** Majedie voted against the approval of the Remuneration Report. Majedie noted that a significant bonus, equal to 92% of maximum opportunity, had been awarded to the CEO for FY2020. Majedie agreed that this payment raised concerns, given the uncertainties facing the company and the airline industry, and in view of broader stakeholder experience. Furthermore, Majedie noted there was scope for additional disclosures on annual bonus targets and outcomes. Though the item passed with a majority of votes in favour of the Remuneration Report, Majedie	Majedie votes at all applicable meetings and takes voting research and platform services from International Shareholder Services (ISS). Where management recommendations and Majedie's proxy voting research provider's recommendations align, Majedie is minded to do the same, except where items concern approval of political donations and expenditure, where Majedie is minded to vote against. Where there is divergence, the relevant Majedie fund manager will decide on how to vote. Majedie also scrutinise the recommendations of management and ISS in the UK small cap space.

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		will continue to monitor remuneration outcomes.	
MFS Meridian Global Equity Institutional Fund	Votable Proposals: 1,558 Proposals Voted: 100% For votes: 93% Against votes: 7% Abstain votes: 0%	**Diageo Plc** MFS voted with management to approve a revised Remuneration Policy. MFS spoke with Diageo representatives ahead of the 2020 annual shareholder meeting. The discussion centred around amendments under consideration for Diageo's 2020 remuneration policy, many of which MFS found were favourable and aligned with market best practice.	MFS maintains its own publicly available proxy voting policies and procedures (the MFS Proxy Policies), which guide all their proxy voting decisions and provide a framework for voting decisions. The exercise of voting rights is overseen by the MFS Proxy Voting Committee, which consists of senior members of MFS' Investment, Legal and Global Investment Support departments. Their proxy voting committee encompasses a diverse range of perspectives, which they believe leads to a thoughtful and collaborative process that guides MFS' voting decisions and policy development.