

Imperial London Hotels Limited 1978 Pension & Life Assurance Scheme

Implementation Statement as at 31st March 2021

The Trustees of the Imperial London Hotels Limited 1978 Pension & Life Assurance Scheme ("the Scheme") have prepared this implementation statement in compliance with the governance standards introduced under The Occupational Pension Schemes (Investment and Disclosure) (Amendment) Regulations 2019. Its purpose is to demonstrate how the Scheme has followed the policy on voting, stewardship and engagement as set out in the Scheme's Statements of Investment Principles ("SoIPs"), dated 21st September 2020. This statement covers the period 1st April 2020 to 31st March 2021.

A. Voting and Engagement Policy

The policy as set out in the SoIPs in respect of voting, stewardship and engagement is in summary as follows:

- i) Voting decisions on stocks are delegated to the investment managers of the pooled funds held by the Scheme: Liontrust Investment Management Limited ("Liontrust"), BNY Mellon Fund Managers Limited ("Newton"), Standard Life Investments ("Standard Life"), Ruffer LLP ("Ruffer") and Invesco Perpetual Life Limited ("Invesco Perpetual").
- ii) The investment managers have full discretion for undertaking engagement activities in respect of the investments.
- iii) The investment managers will report on voting and engagement activity to the Trustees on a periodic basis together with their adherence to the UK Stewardship Code. The Trustees will consider whether the approach taken was appropriate or whether an alternative approach is necessary.
- iv) The Trustees consider the long-term financial interests of the Scheme to be paramount but, where appropriate and practical, expect the investment managers to consider financially material Environmental, Social and Governance ("ESG") issues in investment decision-making and to practice good stewardship.

The investment managers are expected to undertake good stewardship and positive engagement in relation to the Scheme's investments. The Trustees consider that the long-term financial risks to the Scheme and ESG factors, including climate risk, are potentially material.

The Trustees have implemented this policy as described and in particular:

- Have received reports from the investment managers regarding voting and engagement.
- In light of such reports and otherwise, considered the Trustees' policy in regard to voting and stewardship and concluded that the current policy is appropriate.

B. Voting Record

As the Scheme invests through pooled funds, the Trustees do not have the option of applying their own voting policy. All underlying securities in pooled funds which have voting rights are managed by the investment managers with the investment managers having the legal right to the underlying votes.

The responses of the investment managers to the Trustees' enquiries about their voting policies during the year ended 31st March 2021 were:

Fund or Funds	Liontrust Balanced	Newton Global Balanced	Ruffer Absolute Return	Invesco Perpetual Global Targeted Returns Pension	Standard Life Managed
	RESPONSES				
Voting policies					
What is your policy on consulting with clients before voting?	Liontrust does not populate the PLSA template but does set out its general approach to ESG in a Stewardship Code Report. Its assessment of a "significant vote" is outlined in its Corporate Governance and Proxy Voting Framework. Both documents have been reviewed by the Trustees.	Where we plan to vote against management on an issue, we often engage with the company in order to provide an opportunity for our concerns to be allayed. In such situations, it would not be a surprise should we vote against. We only communicate our voting intentions ahead of the meeting direct to the company and not to third parties. We do alert a company regarding an action we have taken at their annual general meeting (AGM) through an email, to explain our thought process. We then often hold a call with the board/investor relations teams to gain a better understanding of the situation and communicate further. This can often be in tandem with the sponsoring global industry analyst. Overall, we prefer to retain discretion in relation to exercising our	Ruffer, as a discretionary investment manager, does not have a formal policy on consulting with clients before voting. However, we can accommodate client voting instructions for specific areas of concerns or companies where feasible.	Invesco has adopted a clear and considered stewardship policy aligned with its responsibility as a shareholder on behalf of all its investors. For more information regarding our stewardship and engagement activities please refer to our 2019 Environmental, Social and Governance Investment Stewardship Report by visiting our website: https://www.invesco.com/corporate/about-us/esg . The proxy voting process at Invesco, which is driven by investment professionals, focuses on maximizing long-term value for our clients, protecting clients' rights and promoting governance structures and practices that reinforce the accountability of corporate management and boards of directors to shareholders. All of our activities are aimed at enhancing and protecting the value of our investments for our clients. Invesco takes a nuanced approach to voting, therefore, many matters to be voted upon are reviewed	We will consult with clients who have a segregated mandate in place.

		<p>clients' voting rights and have established policies and procedures to ensure the exercise of global voting rights. We believe the value of our clients' portfolios can be enhanced by the application of good stewardship. This is achieved by engagement with investee companies and through the considered exercise of voting rights. Our understanding of a company's fundamental business enables us to assess the appropriate balance between the strict application of corporate governance policies and taking into account a company's unique situation.</p>		<p>on a case by case basis as each investment team makes independent voting decisions based on criteria that may be important to their investment approach. Invesco's proxy voting process is designed to ensure that proxy votes are cast in accordance with the best interests of all clients.</p>	
<p>Please provide an overview of your process for deciding how to vote</p>		<p>Our head of responsible investment (RI) is responsible for the decision-making process of the RI team when reviewing meeting resolutions for contentious issues. We do not maintain a strict proxy voting policy. Instead, we prefer to take into account a company's individual circumstances, our investment rationale and any engagement activities together with</p>	<p>Please see Ruffer's voting policy attached.</p>	<p>Invesco views proxy voting as an integral part of its investment management responsibilities. The proxy voting process at Invesco focuses on protecting clients' rights and promoting governance structures and practices that reinforce the accountability of corporate management and boards of directors to shareholders. Voting matters are assessed on a case-by-case basis by Invesco's respective investment professionals</p>	<p>Our voting policy is on our website. https://vds.issgovernance.com/repo/2024/policies/Listed_Company_Stewardship_Guidelines.pdf</p>

		<p>relevant governing laws, guidelines and best practices.</p> <p>Contentious issues may be referred to the appropriate industry analyst for comment and, where relevant, we may confer with the company or other interested parties for further clarification or to reach a compromise or to achieve a commitment from the company.</p> <p>Voting decisions are approved by either the deputy chief investment officer or a senior investment team member (such as the head of global research). For the avoidance of doubt, all voting decisions are made by Newton.</p> <p>It is only in the event of a material potential conflict of interest between Newton, the investee company and/or a client that the recommendations of the voting service used (Institutional Shareholder Services, or the ISS) will take precedence.</p> <p>It is also only in these circumstances when we may register an abstention given our stance of either voting in</p>		<p>considering the unique circumstances affecting companies, regional best practices and our goal of maximizing long-term value creation for our clients. The voting decision lies with our asset managers with input and support from our Global ESG team and Proxy Operations functions. Our portfolio managers review voting items based on their individual merits and retain full discretion on vote execution conducted through our proprietary proxy voting platform. Our proprietary voting platform facilitates implementation of voting decisions and rationales across global investment teams. Our proxy voting philosophy, governance structure and process are designed to ensure that proxy votes are cast in accordance with clients' best interests.</p>	
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		<p>favour or against any proposed resolutions. The discipline of having to reach a position of voting in favour or against management ensures we do not provide confusing messages to companies. Research ahead of voting decisions; regional distinction</p> <p>We employ a variety of research providers that aid us in the vote decision-making process, including proxy advisors such as ISS. We utilise ISS for the purpose of administering proxy voting, as well as its research reports on individual company meetings.</p> <p>Voting decisions take into account local market best practice, rules and regulations while also supporting our investment rationale. For example, when voting on the election of directors in Japan, we are unlikely to vote against a board chair should the board not be majority independent given that only recently the corporate governance code has recommended boards appoint independent directors.</p>			
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		<p>However, in the UK, where majority independent boards are well established and expected by investors, we are likely to vote against the chair and non-independent directors. This being said, we frequently vote against executive pay at US companies despite it being accepted US market practice of granting significant awards of free shares as we believe executive pay should be aligned with performance.</p>			
<p>How, if at all, have you made use of proxy voting services?</p>		<p>We utilise ISS for the purpose of administering proxy voting (notification and lodgement of votes), as well as its research reports on individual company meetings. Only in the event where we recognise a potential material conflict of interest do we follow the voting recommendations of ISS. We do not maintain a rigid voting policy with any proxy voting service provider.</p>	<p>Ruffer's proxy voting advisor is Institutional Shareholder Services (ISS). We have developed our own internal voting guidelines, however we take into account issues raised by ISS, to assist in the assessment of resolutions and the identification of contentious issues. Although we are cognisant of proxy advisers' voting recommendations, we do not delegate or outsource our stewardship activities when deciding how to vote on our clients' shares. Each research analyst, supported by our responsible investment</p>	<p>Invesco may supplement its internal research with information from third-parties, such as proxy advisory firms. Globally Invesco leverages research from Institutional Shareholder Services Inc. ("ISS") and Glass Lewis ("GL") and we use the Investment Association IVIS in the UK for research for UK securities. Invesco generally retains full and independent discretion with respect to proxy voting decisions. ISS and GL both provide research reports, including vote recommendations, to Invesco and its asset managers. Invesco also retains ISS to assist with receipt of proxy</p>	<p>We utilise the services of ISS for all our voting requirements.</p>

			<p>team, reviews the relevant issues on a case-by-case basis and exercises their judgement, based on their in-depth knowledge of the company. If there are any controversial resolutions, a discussion is convened with senior investment staff and, if agreement cannot be reached, there is an option to escalate the decision to the Head of Research or the Chief Investment Officer. As discussed above, we do use ISS as an input into our decisions. In the 12 months to 31 March 2021, of the votes in relation to holdings in the Ruffer Total Return Fund we voted against the recommendation of ISS over 7.6% of the time.</p>	<p>ballots and vote execution for use through our proprietary voting platform as well as ISS vote disclosure services in Canada, the UK and Europe.</p>	
<p>What process did you follow for determining the “most significant votes”?</p>	<p>Liontrust states that it regards significant votes as those where it holds more than 5% of a company’s market capitalisation. As the Managed Fund does not hold over 5% of any company’s market capitalisation, there are no significant votes.</p>	<p>We regard as material issues all votes against management, including where we support shareholder resolutions that the company’s management are recommending voting against. As active managers, we invest in companies that we believe will support the long term performance objectives of our clients. By doing so, we are making a positive statement about the business, the</p>	<p>We have defined ‘significant votes’ as those that we think will be of particular interest to our clients. In most cases, these are when they form part of continuing engagement with the company and/or we have held a discussion between members of the research, portfolio management and responsible investment teams to make a voting decision following differences between the recommendations of the company, ISS and our internal voting guidelines.</p>	<p>Invesco’s investor-led proxy voting approach ensures that each meeting is voted in the firm’s clients’ best interests and each proposal, both management and shareholder, is considered in light of the risk and materiality to the portfolios. As part of the firm’s Shareholder Rights Directive II implementation, the following criteria are used when determining whether a voting item is significant; (i) materiality of the position, (ii) the content of the resolution</p>	<p>At Aberdeen Standard Investment we view all votes as significant and vote all shares globally for which we have voting authority, therefore we are unable to respond directly to this part of the request. Instead we believe we go beyond guidelines and endeavour to disclose all our voting decisions for all of our active and passive equity holdings. We provide full transparency of our voting activity on our publicly available website and fund specific voting reports on</p>

		<p>management of risks and the quality of management. Voting against management, therefore, is a strong statement that we think there are areas for improvement. As such, by not supporting management, we think that this is material, which is different to a passive investor where there is no automatic assumption of a positive intent in ownership. As such, we report publicly our rationale for each instance where we have voted against the recommendation of the underlying company's management. At the fund level, we consider each instance of voting against management to be significant but if required to prioritise these instances, we take an objective approach that includes the fund's weighting in each security. This reflects our investment process and ensures the prioritised list includes those instances that could be most impactful to the long term value to the fund as well as those that may have</p>		<p>and (iii) inclusion on Invesco's ESG watch list.</p>	<p>request. Each individual scheme will have their own views about which are the most significant votes - influenced by their sponsor, industry, membership and many other factors. If there are any voting themes, categories or specific company votes which your scheme is particularly interested in, please contact your relationship team who would be happy to provide more information. In addition, our voting policy can also be found on our website: https://vds.issgovernance.com/repo/2024/policies/Listed_Company_Stewardship_Guidelines.pdf</p>
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		an immediate impact to the fund.			
Did any of your "most significant" votes breach the client's voting policy (where relevant)?		No	No	No - Not breaching Invesco Global proxy voting Policy.	N/A - the vehicle used by the client is of a pooled nature
If "Y" to the above, please explain where this happened and the rationale for the action taken.			n/a		N/A
Are you currently affected by any of the following five conflicts, or any other conflicts, across any of your holdings? 1) The asset management firm overall has an apparent client-relationship conflict e.g. the manager provides significant products or services to a company in which they also have an equity or bond holding; 2) Senior staff at the asset management firm hold roles (e.g. as a member of the Board) at a company in which the asset management firm has equity or bond holdings; 3) The asset management firm's stewardship staff have a personal relationship with relevant individuals (e.g. on the Board or the company secretariat) at a company in which the firm has an equity or bond holding; 4) There is a situation where the interests of different clients diverge. An example of this could be a takeover, where one set of clients is exposed to the			No		We are a strong supporter of the principles of good stewardship that are set out in the UK Stewardship Code. This was published by the Financial Reporting Council in July 2010, and updated in September 2012. We believe that it is mutually beneficial for companies and long-term investors to have a relationship based on accountability, engagement and trust. Such a relationship helps to ensure that each has a good understanding of the other's views and expectations. It also enables us to exercise constructive influence as and when appropriate. We believe this serves to enhance the long-term value of our clients' investments and to protect their interests when necessary. https://www.aberdeenstandard.com/docs?editionId=bfc3d9c-0a6e-4e14-8eb2-26ee56d3a45d

<p>target and another set is exposed to the acquirer; 5) There are differences between the stewardship policies of managers and their clients.</p>					
<p>Please include here any additional comments which you believe are relevant to your voting activities or processes</p>		<p>Our Responsible Investment Policies and Procedures document and quarterly ESG reports can be found on our website at https://www.newtonim.com/uk-institutional/responsible-investment/#voting</p>		<p>For more than 30 years, Invesco has demonstrated its commitment to responsible investing by actively encouraging ESG (environmental, social, governance) practices across every area of our business. We serve our clients in this space as a trusted partner. We engage with investee companies as part of our wider commitment to investment stewardship outlined in our 2019 Invesco Environmental, Social and Governance Investment Stewardship Report. For more information on Invesco's approach to corporate governance and proxy voting, please visit our ESG proxy voting and engagements at this link: https://www.invesco.com/corporate/about-us/esg. Invesco publicly discloses our proxy voting records and voting decisions in compliance with the UK Stewardship Code and the European Shareholder Rights Directive (SRD II) on our webpage here:</p>	

				https://vds.issgovernance.com/vds/#/Mzk3MA==/.	
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Voting statistics (applicable to the Scheme's Reporting Period)	Liontrust	Newton	Ruffer	Invesco Perpetual	Standard Life
How many meetings were you eligible to vote at?	Not known	67	85	365	412
How many resolutions were you eligible to vote on?	Not known	1,053	1163	5,332	5,855
What % of resolutions did you vote on for which you were eligible?	Not known	99%	97%	98%	98%
Of the resolutions on which you voted, what % did you vote with management?	Not known	85%	91%	94%	93%
Of the resolutions on which you voted, what % did you vote against management?	Not known	15%	7%	6%	5%
Of the resolutions on which you voted, what % did you abstain from voting?	Not known	0%	2%	1%	2%
In what % of meetings, for which you did vote, did you vote at least once against management?	Not known	40% ¹	41%	33%	39%
What % of resolutions, on which you did vote, did you vote contrary to the recommendation of your proxy adviser? (if applicable)	Not known	11% ²	See above	4%	6%

Notes:

1 We utilise ISS for the purpose of administering proxy voting (notification and lodgement of votes), as well as its research reports on individual company meetings. Only in the event where we recognise a potential material conflict of interest do we follow the voting recommendations of ISS.

2 Our Head of Responsible Investment (RI) is responsible for the decision-making process of the RI team when reviewing meeting resolutions for contentious issues. We do not maintain a strict proxy voting policy. Instead, we prefer to take into account a company's individual circumstances, our investment rationale and any engagement activities together with relevant governing laws, guidelines and best practices. For the avoidance of doubt, all voting decisions are made by Newton.

Highlights of some of the significant votes during the period are shown in the table below. Whilst many votes may have significant impact on the financial or non-financial performance of a company, the ones below have been drawn out as they are part of wider engagement that the investment managers have been conducting with the particular company and hence reflect the achievement of an engagement milestone.

C. Most Significant Votes

Most significant votes			
In relation to the Fund named above, which 10 votes (at a minimum) during the reporting period do you consider to be most significant for the Scheme?	Newton	Ruffer	Invesco Perpetual
VOTE 1			
Company name	Microsoft Corporation	Exxon Mobile	Citigroup Inc.
Date of vote	02-Dec-20	27/5/2020	21-Apr-2020
Approximate size of fund's/mandate's holding as at the date of the vote (as % of portfolio)	3.64	0.41%	>1% IVZ Ownership
Summary of the resolution	Elect Director, Advisory Vote to Ratify Named Executive Officers' Compensation and Ratify Deloitte & Touche LLP as Auditors	Votes for re-election of non-executive directors	Report on Lobbying Payments and Policy
How you voted	AGAINST	Against all non-executive re-elections	Voted In line with Management recommendations
Where you voted against management, did you communicate your intent to the company ahead of the vote?	Yes	Yes, this was part of an ongoing engagement with the company.	Na
Rationale for the voting decision	Despite improvements to executive remuneration practices over recent years, we remained concerned that approximately half of long-term pay awards vest irrespective of performance. We voted against the executive compensation arrangements and against the three members of the compensation committee. We also voted against the re-appointment of the company's external auditor given that its independence was jeopardised by having served in this role for 37 consecutive years.	We stressed that we would like ExxonMobil to further align its strategy with the goals of the Paris Agreement and accept responsibility for its scope 3 emissions. We discussed the progress the European oil and gas companies have made in recent months and suggested that the company join the Energy Transition Commission. As one of the largest oil and gas companies in the world, we emphasised that we would like to see ExxonMobil helping to address the issues facing the sector. Due to the limited progress since the 2019 AGM, we decided again to vote against the re-election of all non-executive	A vote AGAINST this resolution is warranted, as the company is disclosing adequate information for shareholders to be able to assess its engagement in the political process and its management of related risks.

		directors because we do not think they have been representing the best interests of shareholders owing to the slow progress of the engagement with the Climate Action 100+ initiative.	
Outcome of the vote	1.1%, 0.9%, 0.3%, AGAINST compensation committee members, 3.9% AGAINST reappointment of the auditor, 5.3% AGAINST executive officers' compensation	Re-election proposals passed with a range of 83-98% shareholder approval for votes.	PASS
Implications of the outcome e.g. were there any lessons learned and what likely future steps will you take in response to the outcome?	The vote outcome demonstrates shareholders are not overly concerned with the company's executive pay arrangements. However, our engagement with the company over multiple years shows that pay arrangements have been improving and are expected to continue to improve. We look forward to supporting the company's executive pay proposals as these improvements are implemented.	We voted against the non-executive directors due to the inflexibility the company has shown in relation to shareholder engagement on the topic of climate change. We have since sold down the equity considerably.	Na
On which criteria have you assessed this vote to be "most significant"?	The company is recognised as a leader among its US peers in terms of its approach to corporate governance. It's executive pay structure is also better than most but there exists fundamental improvements that should be made.	Votes against the election of directors for material holdings are significant. We believe this vote will be of particular interest to our clients. The votes against management were in the context of an ongoing engagement with the company and the result of extensive internal discussions.	>1% IVZ Ownership and Includes Key ESG proposal

VOTE 2			
Company name	Apple Inc	Exxon Mobil	China Oilfield Services Limited
Date of vote	23-Feb-21	27/5/2020	28-May-2020
Approximate size of fund's/mandate's holding as at the date of the vote (as % of portfolio)	2.22	0.41%	>1% IVZ Ownership
Summary of the resolution	Elect Director, Advisory Vote to Ratify Named Executive Officers' Compensation, Proxy Access Amendments, Improve Principles of Executive Compensation Program	Shareholder resolution for further disclosure of the company's lobbying activities	Approve Provision of Guarantees for Other Parties
How you voted	AGAINST management proposals and FOR the shareholder proposals	For	Voted In line with Management recommendations
Where you voted against management, did you communicate your intent to the company ahead of the vote?	No	Yes, this was part of an ongoing engagement with the company. We spoke to the company's newly appointed Head of IR prior to the AGM and followed up with a letter to the CEO to explain our rationale.	Na
Rationale for the voting decision	We voted against the company's executive-compensation arrangements and against members of the compensation committee. Our primary concern was the absence of performance-based hurdles that determine the vesting of long-term pay awards. We also noted that each member of the compensation committee had long tenures on the board, which raised questions surrounding their ability to exercise independent and objective judgement. In addition, we supported the shareholder proposal that sought to enhance the ability of shareholders to appoint board members – commonly known as proxy access. Apple's proxy access provisions failed to meet US	This is an important issue, particularly in the US due to the nature of the political system, given the effectiveness of trade associations in lobbying governments around the world. The additional information would allow us to make a better-informed investment decision and so we supported the resolution.	At this time we support this proposal as there is no significant known issues concerning the nominees and the company.

	<p>best practice, where shareholders can nominate at least two candidates for election to the board. We also supported the shareholder proposal that sought for the company to consider the pay ratio between the named executive officers and wider employees when determining executive pay arrangements. We believe multiple factors should be taken into account when setting compensation (including the relationship with employees and other stakeholders). Introducing compensation principles, including in relation to pay ratios, would allow the compensation committee to better consider these factors when determining executive compensation.</p>		
Outcome of the vote	<p>6.1%, 7.3% and 5.6% AGAINST Election of Directors, 5.1% AGAINST Advisory Vote to Ratify Named Executive Officers' Compensation, 34.2% FOR Proxy Access Amendments, 5.6% FOR Improve Principles of Executive Compensation Program</p>	<p>Proposal failed with 62.5% votes against</p>	<p>Pass</p>
<p>Implications of the outcome e.g. were there any lessons learned and what likely future steps will you take in response to the outcome?</p>	<p>The decrease in shareholder dissent versus the prior year in relation to executive pay arrangements continues to suggest a lack of shareholder concern. As such, improvements in executive pay structure is unlikely. However, the support for adopting US best practice surrounding Proxy Access should not be ignored. We will continue to recognise our concerns surrounding pay arrangements, which should be better aligned with the creation of long-term shareholder value.</p>	<p>The company has committed to regularly review their memberships in trade association and reports some of the results publicly. Our internal voting policy states that companies should be transparent about the use of political and lobbying organisations to further their own objectives. We support resolutions that aim at increased disclosure and transparency of these payments. For the purpose of these resolutions, a "grassroots lobbying communication" is a communication directed to the general public that (a)</p>	<p>Na</p>

		refers to specific legislation, regulation, or government policy (b) reflects a view on the legislation, regulation or policy and (c) encourages the recipient of the communication to take action with respect to the legislation, regulation or policy. "Indirect lobbying" is lobbying engaged in by a trade association or other organization for which the Company is a member. We will further engage with the company on the issue of lobbying and use our voting rights to underline this issue	
On which criteria have you assessed this vote to be "most significant"?	This vote highlights the continued focus of a significant majority of shareholders on the outcomes of pay structures rather than the behaviours that are being incentivised.	We believe this vote will be of particular interest to our clients. The votes against management were in the context of an ongoing engagement with the company and the result of extensive internal discussions.	>1% IVZ Ownership and Includes Key ESG proposal

VOTE 3			
Company name	Eversource Energy	Exxon Mobil	Booking Holdings Inc.
Date of vote	06-May-20	27/05/20	4-Jun-2020
Approximate size of fund's/mandate's holding as at the date of the vote (as % of portfolio)	2.10	0.41%	>1% IVZ Ownership
Summary of the resolution	Advisory Vote to Ratify Named Executive Officers' Compensation	Shareholder resolution for an independent board Chair	Provide Right to Act by Written Consent
How you voted	AGAINST	For	Voted In line with Management recommendations
Where you voted against management, did you communicate your intent to the company ahead of the vote?	Yes	Yes, this was part of an ongoing engagement with the company. We spoke to the company's newly appointed Head of IR prior to the AGM and followed up with a letter to the CEO to explain our rationale.	Na

Rationale for the voting decision	We voted against a resolution related to executive remuneration. Our chief concern was that half of the long-term compensation awards are subject only to time served, and do not take account of performance.	We stressed that we would like ExxonMobil to further align its strategy with the goals of the Paris Agreement and accept responsibility for its scope 3 emissions. We discussed the progress the European oil and gas companies have made in recent months and suggested that the company join the Energy Transition Commission. As one of the largest oil and gas companies in the world, we emphasised that we would like to see ExxonMobil helping to address the issues facing the sector. Due to the limited progress since the 2019 AGM, we supported a shareholder resolution for an independent Chair of the Board.	At this time we support this proposal as providing shareholders with the right to act by written consent would make it possible for the holders of a majority of shares to take significant corporate actions without giving prior notice to the company or other shareholders.
Outcome of the vote	10.7% AGAINST Advisory Vote to Ratify Named Executive Officers' Compensation	Proposal failed with 67.3% votes against.	PASS
Implications of the outcome e.g. were there any lessons learned and what likely future steps will you take in response to the outcome?	The outcome of the vote is likely to generate discussion within the company and be the subject for shareholder outreach. We only expect to change our voting decisions should improvements be made to the executive pay arrangements.	We voted for the separation of CEO and Chair as we believe that the effectiveness of the board could be improved. We have since sold down the equity considerably.	Na
On which criteria have you assessed this vote to be "most significant"?	We expect more shareholders will increase their scrutiny of pay versus performance and reflect this in their voting decisions; as such, shareholder dissent may increase over the coming years and result in unnecessary media attention that can foster both performance and reputational issues.	We believe this vote will be of particular interest to our clients. The votes against management were in the context of an ongoing engagement with the company and the result of extensive internal discussions.	>1% IVZ Ownership and Includes Key ESG proposal

VOTE 4			
Company name	Medtronic plc	Cigna	AerCap Holdings NV
Date of vote	11-Dec-20	24/04/2020	22-Apr-2020
Approximate size of fund's/mandate's holding as at the date of the vote (as % of portfolio)	1.82	0.72%	>1% IVZ Ownership
Summary of the resolution	Elect Director, Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration and Advisory Vote to Ratify Named Executive Officers' Compensation	Votes for re-election of non-executive directors	Authorize Board to Exclude Pre-emptive Rights from Share Issuances Under Item 9.a
How you voted	AGAINST	Against 6 non-executive directors	Voted In line with Management recommendations
Where you voted against management, did you communicate your intent to the company ahead of the vote?	No	No we did not.	Na
Rationale for the voting decision	A significant proportion of executives' long-term compensation awards vest regardless of performance. Where performance conditions determine vesting, the performance targets are not considered stretching. Additionally, we were also concerned with a further long-term compensation scheme as it allows awards to vest for cash rather than equity. We voted against the advisory vote on executive compensation and against the re-election to the board of five members of the compensation committee. We also voted against the appointment of the external auditor owing to the firm having served in this capacity for 57 consecutive years, which jeopardises the firm's ability to exercise independent judgement.	Taking into account the average tenure of members of the board, the regions in which the company is domiciled and the sector in which the company operates, we did not support the re-election of a number of directors in the period because of concerns that they were not independent.	A vote FOR this proposal is warranted because it is in line with commonly used safeguards regarding volume and duration.

Outcome of the vote	6.4%, 1.5%, 3.4%, 2.6%, 14.3% AGAINST compensation committee members, 5.5% AGAINST reappointment of the auditor, 8.3% AGAINST executive officers' compensation	Re-election proposals passed with a range of 96-99% shareholder approval for votes.	PASS
Implications of the outcome e.g. were there any lessons learned and what likely future steps will you take in response to the outcome?	The outcome of the pay-related votes is likely to generate discussion within the company, particularly given the level of dissent in relation to the re-election of one board director. We will continue to recognise formally our concern in relation to the pay structure through the exercise of voting rights. While the level of opposition to the long-tenured auditor was minor, we expect this to increase as audit quality rises up the agenda for investors.	We will continue to vote against the re-election of non-executive directors where we have concerns about their independence.	Na
On which criteria have you assessed this vote to be "most significant"?	We expect more shareholders will increase their scrutiny of pay versus performance and reflect this in their voting decisions; as such, shareholder dissent may increase and result in unnecessary media attention that can foster both financial and reputational issues.	Votes against the election of directors for material holdings are significant. These arise after discussion between members of the research, portfolio management and responsible investment teams.	>1% IVZ Ownership and Includes Key ESG proposal

VOTE 5			
Company name	Unilever Plc	National Oilwell Varco	easyJet Plc
Date of vote	29-Apr-20	20/05/2020	22-May-2020
Approximate size of fund's/mandate's holding as at the date of the vote (as % of portfolio)	1.76	0.49%	>1% IVZ Ownership
Summary of the resolution	Advisory Vote to Ratify Named Executive Officers' Compensation, re-elect non-executive directors	Votes for re-election of non-executive directors	Remove Johan Lundgren as Director
How you voted	AGAINST	Against 4 non-executive directors	Voted In line with Management recommendations

Where you voted against management, did you communicate your intent to the company ahead of the vote?	Yes	Yes	Na
Rationale for the voting decision	Votes were instructed against the remuneration report and members of the remuneration committee. Our first concern was with the 'co-investment plan', into which directors must invest at least one third of their annual bonus. This means that if no bonuses are awarded, executives have no long-term incentive, which may force bonuses to be awarded more generously than deserved in order to provide executives with a meaningful long-term award. Secondly, variable pay awards continue to be determined as a multiple of fixed pay into which other benefits like pensions are bundled, rather than as a multiple of base salary.	Taking into account the average tenure of members of the board, the regions in which the company is domiciled and the sector in which the company operates, we did not support the re-election of a number of directors in the period because of concerns that they were not independent.	A vote AGAINST these resolutions is warranted as the dissident has not provided sufficient evidence that removing four key directors will leave the board and the company better positioned to deal with the current crisis.
Outcome of the vote	4.5% AGAINST approve remuneration report 2.1% AGAINST re-elect director 1.8% AGAINST re-elect director	Re-election proposals passed with a range of 88-95% shareholder approval for votes	Pass
Implications of the outcome e.g. were there any lessons learned and what likely future steps will you take in response to the outcome?	The vote outcome was such that the company is unlikely to instigate further consultation with shareholders on this matter. We will continue to monitor the company's pay structure and exercise our stewardship responsibilities in line with our beliefs and expectations.	Our holding in this company is now de minimus.	Na
On which criteria have you assessed this vote to be "most significant"?	We considered this a significant vote given the attention the subject receives from investors and wider stakeholders and that certain elements of the pay structure is not in line with established UK best practice.	Votes against the election of directors for material holdings are significant. These arise after discussion between members of the research, portfolio management and responsible investment teams	>1% IVZ Ownership and Includes Key ESG proposal

VOTE 6			
Company name	Abbott Laboratories	Countryside Properties	ASM International NV
Date of vote	24-Apr-20	05/02/2021	18-May-2020
Approximate size of fund's/mandate's holding as at the date of the vote (as % of portfolio)	1.75	1.06%	>1% IVZ Ownership
Summary of the resolution	Advisory Vote to Ratify Named Executive Officers' Compensation, Elect Directors, Increase Disclosure of Executive Compensation	Governance – board composition and remuneration	Authorize Board to Exclude Pre-emptive Rights from Share Issuances
How you voted	AGAINST management proposals and FOR the shareholder proposal	Abstain	Voted In line with Management recommendations
Where you voted against management, did you communicate your intent to the company ahead of the vote?	No	We wrote to the company explaining our decision prior to the AGM.	Na
Rationale for the voting decision	We had concerns with Abbott's executive compensation structure, particularly with respect to the long-term incentive scheme where less than half the awards are subject to performance testing. For those awards that are performance tested, a third of the award vests for any year during the three-year testing period that the company achieves a Return return-on-equity target. Additionally, there was a lack of rationale as to the necessity for awarding non-performance based shares to the CEO given his alignment with shareholders by way of his sizeable ownership of the company's shares. Finally, the c. US\$460k benefits paid to the CEO were considered excessive at approximately USD 460k for his personal use of the company aircraft and security were considered excessive. We voted	We met with David Howell (Chair of the Board) and Amanda Burton (Chair of the Remuneration Committee) to discuss the company's capital allocation strategy. Decisions in this area are critical and will ultimately determine its long-term financial performance. We shared our view that the company would benefit from a non-executive director with a proven track record in capital allocation. Given the changing strategy of the business, significant changes need to be made to the remuneration policy to ensure management is incentivised to deliver on the revised strategy and, importantly, to align their interests with shareholders. We shared our thoughts around this, including a total shareholder return measure, a meaningful shareholding	A vote FOR this proposal is warranted because it is in line with commonly used safeguards regarding volume and duration.

	<p>against the executive compensation arrangements and the five members of the compensation committee. We also supported a shareholder resolution requesting the company increase disclosure surrounding executive compensation arrangements. Specifically, the proposal sought for the company to provide rationale for any adjustments or modifications made to accepted accounting standards that effect affect the level or vesting of pay awards.</p>	<p>requirement and ensuring post-cessation and vesting requirements are in line with the guidance from the Investment Association. We attach significant importance to the company's strategy, board composition and executive remuneration as we deem addressing these to be essential for the long-term success of Countryside and all stakeholders.</p>	
<p>Outcome of the vote</p>	<p>7.4% AGAINST advisory vote to ratify named Executive Officers' Compensation 79.7% AGAINST report on lobbying payments and policy 97% AGAINST require shareholder approval of byelaw amendments adopted by the Board of Directors 15% AGAINST adopt simple majority vote</p>	<p>Re-election proposals passed with a range of 78-93% shareholder approval for votes</p>	<p>Pass</p>
<p>Implications of the outcome e.g. were there any lessons learned and what likely future steps will you take in response to the outcome?</p>	<p>The vote outcome surrounding pay is unlikely to generate discussion either internally or externally, as our concerns were not reflected in others' voting actions. However, we will continue to press this matter. Support for the appointment of an independent chair was encouraging and is likely to increase over the next few years should the company fail to address this matter.</p>	<p>Whilst we value the engagements with the non-executive directors so far, we have not received acknowledgement our concerns will be addressed. Consequently, we decided to abstain on our votes in relation to the re-election of all non-executive directors. We wrote to the company explaining our decision prior to the AGM. We will continue to engage ahead of the upcoming remuneration consultation, and we look forward to continuing our discussions.</p>	<p>Na</p>
<p>On which criteria have you assessed this vote to be "most significant"?</p>	<p>Abbott Laboratories has in place certain executive pay practices, seen at many US companies that we consider to be sub optimal. US-based</p>	<p>Votes abstaining or against the re-election of directors for material holdings are significant. These arise after discussion between members</p>	<p>>1% IVZ Ownership and Includes Key ESG proposal</p>

	investors do not appear to share these concerns, currently, but we expect their focus will change. We are also noticing that companies that receive significant votes against their executive pay practices underperform their peers.	of the research, portfolio management and responsible investment teams	
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VOTE 7			
Company name	Novartis AG	Newmont Mining	AMP Ltd.
Date of vote	02-Mar-21	21/04/2020	8-May-2020
Approximate size of fund's/mandate's holding as at the date of the vote (as % of portfolio)	1.68	1.54%	>1% IVZ Ownership
Summary of the resolution	Elect director, Ratify PricewaterhouseCoopers AG as Auditors, Transact Other Business (Voting)	Votes for re-election of non-executive directors	Ratify Past Issuance of Shares to Existing and New Institutional Investors
How you voted	AGAINST	Against 2 non-executive directors	Voted In line with Management recommendations
Where you voted against management, did you communicate your intent to the company ahead of the vote?	Yes	No we did not.	Na
Rationale for the voting decision	We did not support the re-election of two directors as we questioned their ability to remain independent given their long-standing tenures. We also voted against the company's long-standing auditor given the length of tenure spanned 25 years, which raised concerns regarding its independence. Finally, we exercised caution by voting against a resolution that sought the approval for "other business" to be transacted as the contents of this proposal were not disclosed at time of voting.	Taking into account the average tenure of members of the board, the regions in which the company is domiciled and the sector in which the company operates, we did not support the re-election of a number of directors in the period because of concerns that they were not independent.	A vote FOR the ratification of the past issuance of shares is warranted. The issuance was put towards the immediate implementation of the company's new strategy and to provide balance sheet strength to complete the sale of AMP Life.

Outcome of the vote	3.4% and 5.7% AGAINST Election of directors, 7.3% AGAINST Ratify PricewaterhouseCoopers AG as Auditors, vote result NOT DISCLOSED for Transact Other Business (Voting).	Both re-election proposals passed with 94% shareholder approval for votes	Pass
Implications of the outcome e.g. were there any lessons learned and what likely future steps will you take in response to the outcome?	The vote outcome demonstrates that few shareholders were concerned with the long-tenured board members and external auditor. However, we expect to engage the company on these matters and vote in line with our expectations.	We will continue to vote against the re-election of non-executive directors where we have concerns about their independence.	Na
On which criteria have you assessed this vote to be "most significant"?	We highlight this as a significant vote owing to the company's apparent lack of preparedness in relation to the well-established debates in Europe surrounding board director independence and auditor tenure.	Votes against the election of directors for material holdings are significant. These arise after discussion between members of the research, portfolio management and responsible investment teams.	>1% IVZ Ownership and Includes Key ESG proposal

VOTE 8			
Company name	Intact Financial Corporation	Wheaton Precious Metals	easyJet Plc
Date of vote	06-May-20	14/05/2020	14-Jul-2020
Approximate size of fund's/mandate's holding as at the date of the vote (as % of portfolio)	1.41	1.31%	>1% IVZ Ownership
Summary of the resolution	Ratify Auditors, Advisory Vote on Executive Compensation Approach.	Votes for re-election of non-executive directors	Approve Capital Raising
How you voted	AGAINST	Against 5 non-executive directors	Voted In line with Management recommendations
Where you voted against management, did you communicate your intent to the company ahead of the vote?	No	No we did not.	Na
Rationale for the voting decision	We voted against resolutions that related to executives' compensation and the appointment of the company's external auditor. In relation to compensation, a significant proportion	Taking into account the average tenure of members of the board, the regions in which the company is domiciled and the sector in which the company operates, we did not	A vote FOR this resolution is warranted. The capital raise will strengthen the Company's balance sheet as part of the Company's response to the impact of

	of the long long-term pay awards were not subject to the achievement of performance hurdles. We were also concerned with the independence of the auditor given it had been in place for 27 years.	support the re-election of a number of directors in the period because of concerns that they were not independent.	COVID-19, helping the Company in its recovery and long-term growth
Outcome of the vote	8.3% AGAINST auditor, 5.3% AGAINST executive officers' compensation	Re-election proposals passed with a range of 85-95% shareholder approval for votes	Pass
Implications of the outcome e.g. were there any lessons learned and what likely future steps will you take in response to the outcome?	While the vote result in relation to the auditor's reappointment is unlikely to result in any immediate changes, we suspect that the company will be sensitive to the level of dissent received. We will continue to recognise our concern through voting activity.	We will continue to vote against the re-election of non-executive directors where we have concerns about their independence.	Na
On which criteria have you assessed this vote to be "most significant"?	In the context of auditors seeking reappointment, achieving a level of dissent approaching 10% is considered significant.	Votes against the election of directors for material holdings are significant. These arise after discussion between members of the research, portfolio management and responsible investment teams	>1% IVZ Ownership and Includes Key ESG proposal

VOTE 9			
Company name	Alphabet Inc.	Ocado	International Consolidated Airlines Group SA
Date of vote	03-Jun-20	06/05/2020	7-Sep-2020
Approximate size of fund's/mandate's holding as at the date of the vote (as % of portfolio)	1.39	1.03%	>1% IVZ Ownership
Summary of the resolution	Amend the omnibus stock compensation plan, advisory vote to ratify named executive officers' compensation and re-election of three board directors and election of another board director. In addition, we supported the following shareholder proposals:	Re-election of the Chair of the Board	Approve Share Capital Increase

	<ul style="list-style-type: none"> • Approve recapitalization plan for all stock to have one-vote per share, • Report on arbitration of employee-related claims, • Establishment of a human rights risk oversight committee, • Report on takedown requests, • Require independent Director nominee with human and/or civil rights experience • Require a majority vote for the election of directors, • Assess feasibility of including sustainability as a performance measure for senior executive compensation, • Report on whistleblower policies and practices. 		
How you voted	AGAINST management proposals and FOR the shareholder proposals	Against	Voted In line with Management recommendations
Where you voted against management, did you communicate your intent to the company ahead of the vote?	No	We did not re-engage with the company on this topic as we made our view clear in a meeting as well as a letter in 2019.	Na
Rationale for the voting decision	<p>We voted against the advisory vote on compensation owing to outsized awards that have no performance conditions attached under the long-term incentive plan. As a result, we also voted against the members of the compensation committee.</p> <p>We also voted against the election of one director who attended less than 75% of board meetings without an acceptable reason for his absence.</p> <p>We supported several shareholder resolutions that we considered would better serve the company's</p>	As in 2019, we voted against the re-election of the Chair of the Board, who also serves as the Chair of the Nomination Committee, because we were not comfortable with the board structure and believe the company is being slow to rectify the situation. In particular, we do not think there are a sufficient number of independent directors on the board.	Based on our engagement with the company on this capital increase, we are supportive.

	<p>shareholders. These related to: shifting to a single-class share structure; a feasibility study for including sustainability as a performance measure for executive compensation; better disclosure on employee arbitration; whistleblowing and the process of taking down controversial content from the company's websites; establishing a human rights oversight committee; hiring a director with human rights experience; and introducing majority voting for the election of directors.</p>		
Outcome of the vote	<p>17.5% AGAINST the omnibus stock plan 25.2% AGAINST advisory vote to ratify named executive officers' compensation 18.3%, 23.0%, 11.3% and 12.3% AGAINST the re-election of the four board directors</p> <p>Shareholder proposals</p> <ul style="list-style-type: none"> • 31.7% FOR - Approve recapitalization plan for all stock to have one-vote per share, • 16.4% FOR report on arbitration of employee-related claims, • 16.5% FOR establishment of a human rights risk oversight committee, • 11.7% FOR report on takedown requests, • 29.5% FOR - Require a majority vote for the election of directors, • 9.2% FOR requirement for independent Director nominee with human and/or civil rights experience, • 13.3% FOR Assess feasibility of including sustainability as a performance measure for senior executive compensation, • 5.3% FOR report on whistleblower policies and practices 	Re-election proposal passed with 96% shareholder approval for vote	Pass

Implications of the outcome e.g. were there any lessons learned and what likely future steps will you take in response to the outcome?	The vote results from many of the resolutions demonstrates the views of a significant number of minority shareholders, which will help support future engagement efforts to improve governance arrangements and practices as well as social issues faced by the company.	We have a good relationship with the company and have engaged on many other topics including food waste, green-house gas emissions, vertical farming.	Na
On which criteria have you assessed this vote to be "most significant"?	The company was subject to a high number of shareholder proposals surrounding both governance and social aspects where the company is well regarded by investors as requiring improvements.	Votes against the election of directors for material holdings are significant. These arise after discussion between members of the research, portfolio management and responsible investment teams	>1% IVZ Ownership and Includes Key ESG proposal

VOTE 10			
Company name	Citigroup Inc.	Mitsubishi Electric	Suofeiya Home Collection Co., Ltd.
Date of vote	21-Apr-20	26/06/2020	3-Aug-2020
Approximate size of fund's/mandate's holding as at the date of the vote (as % of portfolio)	1.23	0.96%	>1% IVZ Ownership
Summary of the resolution	Amend Proxy Access Right, Review on Governance Documents	Vote for re-election of independent director	Approve Provision of Guarantee
How you voted	FOR shareholder proposal	Against	Voted In line with Management recommendations
Where you voted against management, did you communicate your intent to the company ahead of the vote?	No	Yes, we spoke with company ahead of the AGM.	Na
Rationale for the voting decision	We instructed votes against management's recommendations on two resolutions proposed by shareholders. The first related to improving minority shareholders' ability to nominate board directors. The second was a request that management review the corporate governance arrangements	While we appreciated the recent changes to the board structure, including that sub-committees are now chaired by independent directors, we still had concerns over Mr Oyamada. We do not believe that Mr Oyamada is independent given he is a senior advisor to MUFG Bank	A vote FOR is merited because no concerns have been identified.

	in order to determine the alignment with the company's commitment to the Business Roundtable's principles on multi-stakeholder capitalism. While we accept that the company has responded in part to these commitments, it did not detail how trade-offs and prioritisations between different stakeholders are managed, which is a key component of a multi-stakeholder management approach.	which holds shares in Mitsubishi Electric.	
Outcome of the vote	37.1% FOR Amend Proxy Access Right, 7% FOR Review on Governance Documents	Re-election proposals passed with a range of 76-82% shareholder approval for votes	Pass
Implications of the outcome e.g. were there any lessons learned and what likely future steps will you take in response to the outcome?	Given the significant level of shareholder support for the adoption of US best practice surrounding proxy access, the company is likely to understand shareholder emphasis on the matter and adopt the provision over the mid-term. Should the opportunity arise, we will continue to support formally these requests by way of exercising voting rights.	We will continue to engage with Mitsubishi Electric to improve the independence of the Board.	Na
On which criteria have you assessed this vote to be "most significant"?	The significance of the vote demonstrates shareholders' increasing focus and support for improving shareholder rights at the company.	Votes against the election of directors for material holdings are significant. These arise after discussion between members of the research, portfolio management and responsible investment teams	>1% IVZ Ownership and Includes Key ESG proposal

VOTE 11			
Company Name		Fuji Electric	
Date of vote		06/08/2020	
Approximate size of fund's/mandate's holding as at the date of the vote (as % of portfolio)		0.62%	
Summary of the resolution		Governance – director independence and cross shareholdings	
How you voted		Against	
Where you voted against management, did you communicate your intent to the company ahead of the vote?		Yes, we had a call with Yoshitada Miyoshi (General Manager Investor Relations)	
Rationale for the voting decision		"We expressed our concern regarding three members of the board which the Company considers to be independent. Two of the directors have worked at companies linked by cross shareholding within the past five years, and one has a recent connection with an important lender to the company. We reminded the company of our concerns about cross shareholdings more generally, and how they increase the need for truly independent outside directors. We voted against three board members, Mr Hiramatsu, Mr Takaoka and Mr Tachikawa, at the 2020 AGM.	
Outcome of the vote		We also pushed the company to provide greater clarity and transparency around the skills and experience of these board members. "	
Implications of the outcome e.g. were there any lessons learned and what likely future steps will you take in response to the outcome?		Re-election of Mr Tachikawa passed with 90.4% support, re-election of Mr Hiramatsu passed with 77.3% support, re-election of Mr Takaoka passed with 84.3% support	

On which criteria have you assessed this vote to be "most significant"?		We see improvements in governance within the business as a potential catalyst and will therefore continue to engage on these issues.	
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VOTE 12			
Company name		Lloyds Bank	
Date of vote		21/05/2020	
Approximate size of fund's/mandate's holding as at the date of the vote (as % of portfolio)		2.07%	
Summary of the resolution		Vote on remuneration policy	
How you voted		Against	
Where you voted against management, did you communicate your intent to the company ahead of the vote?		Yes, we spoke to the company prior to the AGM to understand better the changes implemented in the revised voting policy and to communicate our concerns.	
Rationale for the voting decision		We decided to vote against the proposed remuneration policy at the company as although it reduces the maximum payout at the time of the grant, it significantly relaxes the vesting criteria. Therefore, we did not think it sufficiently incentivises management to deliver shareholder value.	
Outcome of the vote		Remuneration policy passed with 63.8% approval. Long term share plan passed with 63.7% approval.	
Implications of the outcome e.g. were there any lessons learned and what likely future steps will you take in response to the outcome?		We spoke with the Chairman of Lloyds on this issue after we voted and since then the company has made some changes to the remuneration of the new CEO. Even though these do not address all of our concerns, it does make the remuneration criteria more aligned to shareholder interests.	

On which criteria have you assessed this vote to be "most significant"?		Votes against remuneration policies for material holdings are significant. These arise after discussion between members of the research, portfolio management and responsible investment teams.	
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VOTE 13			
Company name		Fuji Electric	
Date of vote		06/08/2020	
Approximate size of fund's/mandate's holding as at the date of the vote (as % of portfolio)		0.62%	
Summary of the resolution		Governance – director independence and cross shareholdings	
How you voted		Against	
Where you voted against management, did you communicate your intent to the company ahead of the vote?		Yes, we had a call with Yoshitada Miyoshi (General Manager Investor Relations)	
Rationale for the voting decision		We expressed our concern regarding three members of the board which the Company considers to be independent. Two of the directors have worked at companies linked by cross shareholding within the past five years, and one has a recent connection with an important lender to the company. We reminded the company of our concerns about cross shareholdings more generally, and how they increase the need for truly independent outside directors. We voted against three board members, Mr Hiramatsu, Mr Takaoka and Mr Tachikawa, at the 2020 AGM. We also pushed the company to provide greater clarity and transparency around the skills and experience of these board members.	

Outcome of the vote		Re-election of Mr Tachikawa passed with 90.4% support, re-election of Mr Hiramatsu passed with 77.3% support, re-election of Mr Takaoka passed with 84.3% support	
Implications of the outcome e.g. were there any lessons learned and what likely future steps will you take in response to the outcome?		We see improvements in governance within the business as a potential catalyst and will therefore continue to engage on these issues.	
On which criteria have you assessed this vote to be "most significant"?		Votes against the election of directors for material holdings are significant. These arise after discussion between members of the research, portfolio management and responsible investment teams.	

VOTE 14			
Company name		Gold Fields	
Date of vote		20/08/2020	
Approximate size of fund's/mandate's holding as at the date of the vote (as % of portfolio)		0.7%	
Summary of the resolution		Governance – director independence	
How you voted		Against	
Where you voted against management, did you communicate your intent to the company ahead of the vote?		No we did not.	
Rationale for the voting decision		We voted against both the re-election and the appointment to the Audit Committee of Mr Richard Menell, the Lead Independent Director. Mr Menell has already served on the board for 11 years, and was seeking re-election for a three year term. In line with Ruffer's voting guidelines, we do not consider Mr Menell to be independent given his tenure on the board. Consequently, we do not think it is appropriate for him to serve on the Audit Committee, as we value the independence of board committees to provide a robust oversight and counter-balance to management.	
Outcome of the vote		Re-election of Mr Menell as Director passed with 94.6% support. Re-election of Mr Menell as member of Audit Committee passed with 94.3% support.	
Implications of the outcome e.g. were there any lessons learned and what likely future steps will you take in response to the outcome?		We will continue to vote against the re-election of non-executive directors where we have concerns about their independence.	
On which criteria have you assessed this vote to be "most significant"?		Votes against the election of directors for material holdings are significant. These arise after discussion between members	

		of the research, portfolio management and responsible investment teams.	
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VOTE 15			
Company name		Aena S.M.E	
Date of vote		29/10/2020	
Approximate size of fund's/mandate's holding as at the date of the vote (as % of portfolio)		0.62%	
Summary of the resolution		Vote on shareholder resolution relating to the company's climate transition plan	
How you voted		For	
Where you voted against management, did you communicate your intent to the company ahead of the vote?		No, we did not speak with the company regarding the initiative. The proposal came from TCI and eventually had company support, so did not end up being controversial enough to warrant engagement.	
Rationale for the voting decision		We voted for three shareholder resolutions requesting that the company submits its climate transition plan to a shareholder advisory vote at its 2021 AGM and provides updates to its plan on an annual basis from 2022. We believe that climate change-related risks may be significant for the long-term performance of Aena, and therefore we supported these resolutions.	
Outcome of the vote		The 3 resolutions passed with 99.2%, 98.1% and 96.5% shareholder support.	
Implications of the outcome e.g. were there any lessons learned and what likely future steps will you take in response to the outcome?		Management have committed to giving shareholders an annual vote on its climate transition plan, a significant step and Aena is the first company to do so. We are likely to see more 'Say on Climate' votes filed in 2021 and would expect to support them,	

		particularly in cases where we believe there are long term performance implications from the business proactively addressing climate change related risks	
On which criteria have you assessed this vote to be "most significant"?		We believe this vote will be of particular interest to our clients. The shareholder resolutions aimed to increase the transparency of the company's climate transition planning and outcomes.	

D. Conclusion

The Trustees have followed the Scheme's voting and engagement policies during the year by continuing to delegate to the investment managers the exercise of rights and engagement activities in relation to the Scheme's investments.

Voting policy



Framework

At Ruffer, we endorse the Financial Reporting Council's definition of stewardship in its revision of the Stewardship Code as '...the responsible allocation, management and oversight of capital to create long-term value for clients and beneficiaries leading to sustainable benefits for the economy, the environment and society.'¹

We act as stewards of our clients' assets and so we use our judgement to determine when to engage and how to vote at shareholder meetings to best protect the interests of our clients while being cognisant of the impact on all stakeholders.

We take the opportunity to vote seriously, as it enables us to encourage boards and management teams to consider and address areas that we are concerned about. We review local best practices and corporate governance codes when voting clients' shares, and actively consider companies' explanations for not complying with best practice to ensure that we vote in the best interests of our clients.

Policy

It is Ruffer's policy to vote on Annual General Meeting (AGM) and Extraordinary General Meeting (EGM) resolutions, including shareholder resolutions, as well as corporate actions. We endeavour to vote on the vast majority of our holdings but we retain discretion to not vote when it is in our clients' best interests (for example in markets where share blocking applies). We vote on our total shareholding of the companies held within our flagship funds: LF Ruffer Absolute Return Fund (RARF), LF Ruffer Total Return Fund (RTRF), Ruffer Total Return International (RTRI), Ruffer Investment Company (RIC) and Charity

Assets Trust (CAT). Voting on companies not held within these funds is subject to materiality considerations.² Ruffer applies this policy to both domestic and international shares, reflecting the global nature of our investment approach.

To apply this policy, we work with various industry standards, organisations and initiatives and actively participate in debates within the industry, promoting the principles of active ownership and responsible investment. For example, we are signatories to the Principles for Responsible Investment (PRI), participate in several working groups at the Investment Association and, through our commitment to Climate Action 100+, have co-filed resolutions where we felt this was the most appropriate course of action.

Process

Ruffer has internal voting guidelines as well as access to proxy voting research, currently from Institutional Shareholder Services (ISS), to assist in the assessment of resolutions and the identification of contentious issues. Although we are cognisant of proxy advisers' voting recommendations, in general, we do not delegate or outsource our stewardship activities when deciding how to vote on our clients' shares.

Research analysts are responsible, supported by our responsible investment team, for reviewing the relevant issues on a case-by-case basis and exercising their judgement, based on their in-depth knowledge of the company. If there are any controversial resolutions, a discussion is convened with senior investment staff and, if agreement cannot be reached, there is an option to escalate the decision to

¹ The UK Stewardship Code 2020, p 4

² Share blocking restricts investors that intend to vote at an AGM or EGM from selling their shares for a specified amount of time

the Head of Research or the Chief Investment Officer. We look to discuss with companies any relevant or material issue that could impact our investment. We will ask for additional information or an explanation, if necessary, to inform our voting discussions. If we decide to vote against the recommendations of management, we will endeavour to communicate this decision to the company before the vote along with our explanation for doing so.

Collaborative engagement can also provide a platform to engage on wider sector, regulatory and policy matters with investors and other stakeholders. Ruffer is open to working alongside other investors on both policy and company specific matters. The decision to collaborate on company specific matters will be judged on a case-by-case basis by the responsible investment team with input from research analysts and portfolio managers as well as the legal and compliance teams.

Ruffer engages regularly with the Investment Association and the Institutional Investor Group on Climate Change (IIGCC). Through our commitment to Climate Action 100+ we have collaborated extensively with other investors or asset owners engaging with a number of European and American companies, including making statements at AGMs and co-filing shareholder resolutions.

Conflict of interest

Ruffer is a partnership, and this structure aligns our interests with those of our clients. Our senior staff share in the long-term profitability of the firm, so they are interested in investment returns and client relationships that are sustainable. Where conflicts of interest on voting or engagement exist between Ruffer, and/or a particular client and our wider client base, it is Ruffer's policy to act in the best interests of all our clients. Ruffer has identified a potential conflict of interest when voting on in-house funds, such as the Ruffer Investment Company and Ruffer UCITS. Ruffer ensures that the managers of

the relevant fund are excluded from the voting decision making process for the fund they manage (although they are allowed to explain the reasons why they think the vote should be supported). In order to further eliminate potential conflict of interests, the justifications and the decision making process on items are clearly documented.

Reporting

Since 2015 we have published an annual report, which presents our approach to responsible investment and stewardship activities in detail. The report includes aggregated quantitative and qualitative voting data, detailed case studies in relation to our engagement activities and an overview of the engagement themes that were prevalent throughout the year.

In line with the SRD II requirements, we disclose resolution level voting data on our website for all holdings in our flagship funds: LF Ruffer Absolute Return Fund (RARF), LF Ruffer Total Return Fund (RTRF), Ruffer Total Return International (RTRI), Ruffer Investment Company (RIC) and Charity Assets Trust (CAT). We review Ruffer's voting results on a quarterly basis. We currently regard these processes as sufficient but we review the necessity of an external audit on an annual basis.

Ruffer can also provide clients with specific information on stewardship activities. These reports can include a statistical summary of the number and types of resolutions we have opposed, a detailed report listing all the resolutions we voted on and a summary of our engagement highlights and key ESG issues. We also provide our PRI Assessment Report on request.

