

Goodwood Pension Scheme Implementation Statement for the year ended 31 March 2022

Purpose

This Implementation Statement provides information on how, and the extent to which, the Trustee of the Goodwood Pension Scheme ("the Scheme") has followed their policy in relation to the exercising of rights (including voting rights) attached to the Scheme's investments, and engagement activities during the year ended 31 March 2022 ("the reporting year"). In addition, the statement provides a summary of the voting behaviour and most significant votes cast during the reporting year.

Background

In Q2 2019, the Trustee received training on Environmental, Social and Governance ("ESG") issues from their Investment Adviser, XPS Investment ("XPS") and discussed their beliefs around those issues. This enabled the Trustee to consider how to update their policy in relation to ESG and voting issues which, up until that point, had simply been a broad reflection of the Investment Managers' own equivalent policies. The Trustee's new policy was documented in the updated Statement of Investment Principles dated September 2020.

The Trustee's updated policy

The Trustee believes that there can be financially material risks relating to ESG issues. The Trustee has delegated the ongoing monitoring and management of ESG risks and those related to climate change to the Scheme's Investment Managers. The Trustee requires the Scheme's Investment Managers to take ESG and climate change risks into consideration within their decision-making, recognising that how they do this will be dependent on factors including the characteristics of the asset classes in which they invest.

The Trustee has delegated responsibility for the exercise of rights (including voting rights) attached to the Scheme's investments to the Investment Managers and encourages them to engage with investee companies and vote whenever it is practical to do so on financially material matters including those deemed to include a material ESG and/or climate change risk in relation to those investments.

Manager selection exercises

One of the main ways in which this updated policy is expressed is via manager selection exercises: the Trustee seeks advice from XPS on the extent to which their views on ESG and climate change risks may be taken into account in any future investment manager selection exercises.

During the reporting year, there have been no such manager selection exercises.

Ongoing governance

The Trustee, with the assistance of XPS, monitors the processes and operational behaviour of the Scheme's Investment Managers from time to time, to ensure they remain appropriate and in line with the Trustee's requirements. Further, XPS will assist the Trustee Directors in ensuring that any selected investment managers reflect the Trustee's views on ESG (including climate change) and stewardship.

During the reporting year, XPS provided ESG training to the Trustee, along with an update of XPS' ESG ratings for the Scheme's investments, and some potential alternative sustainably focused funds in the asset classes which the Scheme invests. The paper was discussed at the 7 February 2022 Trustee meeting, and it re-iterated the importance of ESG considerations within the Scheme's investment portfolio, and the potential risks that not considering ESG could bring. The Trustee recognises that the level of ESG integration within the investment processes is dependent on the asset class in question.

The report provided an overall ESG rating for each of the Scheme's funds. The Trustee concluded that the ESG capabilities of the Scheme's Investment Managers were satisfactory for the Scheme overall but noted that some practices could be improved for some of the funds in which the Scheme invests. ESG issues will be kept under review as part of the quarterly monitoring process and the Trustee will communicate their concerns with the Scheme's relevant Investment Managers when, for example, they present at meetings.

IMPLEMENTATION STATEMENT (continued)

Beyond the governance work currently undertaken, the Trustee believes that their approach to, and policy on, ESG matters will evolve over time based on developments within the industry and, at least partly, on a review of data relating to the voting and engagement activity conducted annually. Stewardship and ESG matters are therefore regularly discussed at Trustee meetings.

Adherence to the Statement of Investment Principles

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

Voting activity

The main asset class where the Investment Managers will have voting rights is equities. The Scheme has specific allocations to both public and private equities, and investments in equities will also form part of the strategy for the diversified growth funds in which the Scheme invests. Therefore, a summary of the voting behaviour and most significant votes cast by each of the relevant investment manager organisations is shown below. Based on this summary, the Trustee concludes that the Investment Managers have exercised their delegated voting rights on behalf of the Trustee in a way that aligns with the Trustee's relevant policies in this regard.

Please note that all information provided on voting activity has been written by the Investment Managers, and this is reflected in the use of "we" throughout. Any views expressed are not necessarily those of the Trustee.

IMPLEMENTATION STATEMENT (continued)

Blackrock

Investment Manager Client Consultation Policy on Voting

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

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

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

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

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

Our Global Principles available on our website at <https://www.blackrock.com/corporate/literature/fact-sheet/blk-responsible-investment-engprinciples-global.pdf>

IMPLEMENTATION STATEMENT (continued)

Investment Manager Process to determine how to Vote

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

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

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

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

IMPLEMENTATION STATEMENT (continued)

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

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

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

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

- BlackRock sees its investment stewardship program, including proxy voting, as part of its fiduciary duty to and enhance the value of clients' assets, using our voice as a shareholder on their behalf to ensure that companies are well led and well managed
- We use proxy research firms in our voting process, primarily to synthesise information and analysis into a concise, easily reviewable format so that our analysts can readily identify and prioritise those companies where our own additional research and engagement would be beneficial
 - We do not follow any single proxy research firm's voting recommendations and in most markets, we subscribe to two research providers and use several other inputs, including a company's own disclosures, in our voting and engagement analysis
- We also work with proxy research firms, which apply our proxy voting guidelines to filter out routine or non-contentious proposals and refer to us any meetings where additional research and possibly engagement might be required to inform our voting decision
- The proxy voting operating environment is complex and we work with proxy research firms to execute vote instructions, manage client accounts in relation to voting and facilitate client reporting on voting

IMPLEMENTATION STATEMENT (continued)

Voting Information			
BlackRock Aquila Connect European Equity Index			
The manager voted on 99.7% of resolutions of which they were eligible out of 7,213 eligible votes.			
Top 5 Significant Votes during the Period			
Company	Voting Subject	How did the Investment Manager Vote?	Result
VINCI SA	Approve Company's Environmental Transition Plan	BlackRock supported the resolution	Resolution passed
VINCI SA	Approve Remuneration Policy of Directors	BlackRock supported the resolution	Resolution passed
VINCI SA	Approve Remuneration Policy of Xavier Huillard, Chairman and CEO	BlackRock supported the resolution	Resolution passed
Ferrari NV	Approve Awards to Executive Director	BlackRock voted against the resolution	Not provided
Remuneration arrangements are poorly structured.			
Hennes & Mauritz AB	Approve Annual Proxy Vote and Report on Climate Change Policy and Strategies	BlackRock supported the resolution	Not provided
The company does not meet our expectations for disclosing a plan for how their business model will be compatible with a low-carbon economy.			

IMPLEMENTATION STATEMENT (continued)

Voting Information			
BlackRock Aquila Connect Japanese Equity Index			
The manager voted on 100.0% of resolutions of which they were eligible out of 6,060 eligible votes.			
Top 5 Significant Votes during the Period			
Company	Voting Subject	How did the Investment Manager Vote?	Result
AEON Co, Ltd	Approve Takeover Defence Plan (Poison Pill)	BlackRock voted against the resolution	Not provided
There is concern of management entrenchment.			
Kobe Bussan Co, Ltd	Amend Articles to Adopt Board Structure with Audit Committee - Limit Rights of Odd-Lot Holders - Amend Provisions on Number of Directors - Indemnify Directors - Authorize Board to Determine Income Allocation	BlackRock voted against the resolution	Not provided
A vote against authorising the board to determine income allocation in the face of major block holders.			
Nishi-Nippon Railroad Co, Ltd	Approve Takeover Defence Plan (Poison Pill)	BlackRock voted against the resolution	Not provided
There is concern of management entrenchment.			
Shinsei Bank, Ltd	Trigger Takeover Defence Plan	BlackRock voted against the resolution	Not provided
The proposal is not in shareholders' best interests.			
Yamazaki Baking Co, Ltd	Approve Director and Statutory Auditor Retirement Bonus	BlackRock voted against the resolution	Not provided
Grantees include unsuitables.			

IMPLEMENTATION STATEMENT (continued)

Voting Information			
BlackRock Aquila Connect Pac Rim Equity Index			
The manager voted on 100.0% of resolutions of which they were eligible out of 3,369 eligible votes.			
Top 5 Significant Votes during the Period			
Company	Voting Subject	How did the Investment Manager Vote?	Result
Jardine Strategic Holdings Ltd	Approve the Amalgamation Agreement	BlackRock voted against the resolution	Resolution passed
This operation is not in the interest of shareholders.			
Rio Tinto Limited	Approve Climate-Related Lobbying	BlackRock supported the resolution	Resolution passed
We believe it is in the best interests of shareholders to have access to greater disclosure on this issue.			
Rio Tinto Limited	Approve Emissions Targets	BlackRock supported the resolution	Resolution passed
We believe it is in the best interests of shareholders to have access to greater disclosure on this issue.			
Rio Tinto Limited	Approve Remuneration Report for UK Law Purposes	BlackRock voted against the resolution	Resolution failed
Remuneration committee discretion has been used poorly. Termination payments have the potential to be excessive.			
Whitehaven Coal Limited	Approve Remuneration Report	BlackRock voted against the resolution	Resolution failed
Disclosure does not provide sufficient understanding of the company's remuneration policies and the link between performance-based pay and company performance.			

IMPLEMENTATION STATEMENT (continued)

Voting Information			
BlackRock Aquila Connect UK Equity Index			
The manager voted on 100.0% of resolutions of which they were eligible out of 10,693 eligible votes.			
Top 5 Significant Votes during the Period			
Company	Voting Subject	How did the Investment Manager Vote?	Result
BP Plc	Approve Shareholder Resolution on Climate Change Targets	BlackRock supported the resolution	Resolution failed
We recognize the company's efforts to date but believe that supporting the proposal may accelerate the company's progress on climate risk management and/or oversight.			
Hyve Group Plc	Approve Long Term Incentive Plan	BlackRock voted against the resolution	Not provided
Vesting conditions and performance hurdles are unsatisfactory. Based on disclosures, the performance hurdles do not appear to be challenging.			
KKV Secured Loan Fund Ltd	Approve One-Off Bonus Payment to Directors	BlackRock voted against the resolution	Not provided
Rio Tinto Plc	Approve Remuneration Report for UK Law Purposes	BlackRock voted against the resolution	Not provided
Termination payments have the potential to be excessive.			
S&U Plc	Approve Shadow Long Term Incentive Plan	BlackRock voted against the resolution	Not provided
Remuneration arrangements are poorly structured.			

IMPLEMENTATION STATEMENT (continued)

Voting Information			
BlackRock Aquila Connect US Equity Index			
The manager voted on 99.7% of resolutions of which they were eligible out of 7,364 eligible votes.			
Top 5 Significant Votes during the Period			
Company	Voting Subject	How did the Investment Manager Vote?	Result
Johnson & Johnson	Report on Civil Rights Audit	BlackRock supported the resolution	Resolution failed
Supportive of company's efforts to date on these issues. Proposal support based on nature of the proposal.			
Charter Communications, Inc	Publish Annually a Report Assessing Diversity, Equity, and Inclusion Efforts	BlackRock supported the resolution	Resolution failed
We recognise the Company's efforts to date but believe that supporting the proposal may accelerate company's progress on material social issues.			
Berkshire Hathaway Inc	Publish Annually a Report Assessing Diversity and Inclusion Efforts	BlackRock supported the resolution	Resolution failed
The Company does not meet our expectations for disclosure of material diversity, equity, and inclusion policies and/or risks.			
Chevron Corporation	Reduce Scope 3 Emissions	BlackRock supported the resolution	Resolution passed
We believe it is in the best interests of shareholders to have access to greater disclosure on this issue.			
Delta Air Lines, Inc	Report on Climate Lobbying	BlackRock voted against the resolution	Resolution passed
The company already has policies in place to address the request being made by the proposal or is already enhancing its relevant policies.			

IMPLEMENTATION STATEMENT (continued)

Baillie Gifford

Investment Manager Client Consultation Policy on Voting

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

Investment Manager Process to determine how to Vote

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

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

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

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

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

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

IMPLEMENTATION STATEMENT (continued)

Voting Information			
Baillie Gifford Multi Asset Growth Fund			
The manager voted on 86.6% of resolutions of which they were eligible out of 1,373 eligible votes.			
Top 5 Significant Votes during the Period			
Company	Voting Subject	How did the Investment Manager Vote?	Result
Rio Tinto PLC	Remuneration - Report	Baillie Gifford voted against the resolution	Resolution passed
<p>We opposed the remuneration report as we did not agree with the decisions taken by the Remuneration Committee in the last year regarding executive severance payments and the vesting of long-term incentive awards. Following the submission of our votes we engaged with the company to communicate our concerns. Whilst we did not support the backwards looking remuneration report, we took the decision to support the forward-looking remuneration policy. We continue to be focussed on having good open communication with the leadership team which we believe is valuable as long-term investors.</p>			
Vonovia SE	Amendment of Share Capital	Baillie Gifford voted against the resolution	Resolution passed
<p>We opposed two resolutions which sought authority to issue equity because the potential dilution levels are not in the interests of shareholders.</p> <p>In advance of the AGM, we contacted the company to see if they could provide an assurance that they would not issue shares below Net Tangible Asset (NTA). The company were not able to provide that assurance therefore we did not feel it was in our clients' interest to support the two equity issuance resolutions. We encourage the company to provide this additional assurance so we could consider supporting in future.</p>			
Six Flags Entertainment Corporation	Remuneration - Say on Pay	Baillie Gifford voted against the resolution	Resolution passed
<p>We opposed the executive's remuneration as several aspects are not in line with best practice. We opposed executive compensation for a multitude of reasons however our primary concern was the size of the long-term incentive award paid to the CEO. In light of COVID-19, when reviewing proposals relating to executive compensation, we assess whether executive pay is aligned with the experience of employees and shareholders. We felt we could not justify supporting a sizeable long-term incentive award for the CEO, which was equal to the previous year, when framed against a background of company-wide salary reductions and employee lay-offs. We communicated our concerns to the company following the submission of our votes and we will continue to engage on our concerns. Although this proposal was passed, 41% of shareholders opposed it.</p>			
Galaxy Entertainment Group Ltd	Amendment of Share Capital	Baillie Gifford voted against the resolution	Resolution passed

IMPLEMENTATION STATEMENT (continued)

<p>We opposed two resolutions which sought authority to issue equity because the potential dilution levels are not in the interests of shareholders.</p> <p>We have opposed similar resolutions in previous years and will continue to advise the company of our concerns and seek to obtain proposals that we can support.</p>			
Greggs PLC	Remuneration - Report	Baillie Gifford voted against the resolution	Resolution passed
<p>We opposed the resolution to approve the Remuneration Report because of the Remuneration Committee's decision not to align executive directors' pensions with the workforce until four years after the Investment Association's guidance.</p> <p>In line with the Investment Association's guidance, we expect companies to align the pension contributions of their executive team with that of the wider workforce by the stated deadline - end of 2022. Greggs stated in their annual report that the pensions of their current executives would not be aligned until the end of 2026 which we do not believe to be acceptable. Following the submission of our votes we communicated our concerns to the company who acknowledged our concerns and stated that they would review pension alignment at their next remuneration policy review, ahead of the 2023 AGM. We look to continue to engage on this issue.</p>			

IMPLEMENTATION STATEMENT (continued)

Columbia Threadneedle

Investment Manager Client Consultation Policy on Voting

N/A for pooled vehicles

Investment Manager Process to determine how to Vote

Proxy voting decisions are made in accordance with the principles established in the Columbia Threadneedle Investments Corporate Governance and Proxy Voting Principles (Principles) document, and our proxy voting practices are implemented through our Proxy Voting Policy.

For those proposals not covered by the Principles, or those proposals set to be considered on a case by case basis (i.e., mergers and acquisitions, share issuances, proxy contests, etc.), the analyst covering the company or the portfolio manager that owns the company will make the voting decision. We utilise the proxy voting research of ISS and Glass Lewis & Co., which is made available to our investment professionals, and our RI team will also consult on many voting decisions.

The administration of our proxy voting process is handled by a central point of administration at our firm (the Global Proxy Team). Among other duties, the Global Proxy Team coordinates with our third-party proxy voting and research providers.

Columbia Threadneedle Investments utilises the proxy voting platform of Institutional Shareholder Services, Inc. (ISS) to cast votes for client securities and to provide recordkeeping and vote disclosure services. We have retained both Glass, Lewis & Co. and ISS to provide proxy research services to ensure quality and objectivity in connection with voting client securities.

In voting proxies on behalf of our clients, we vote in consideration of all relevant factors to support the best economic outcome in the long run. As an organisation, our approach is driven by a focus on promoting and protecting our clients' long-term interests; while we are generally supportive of company management, we can and do frequently take dissenting voting positions. While final voting decisions are made under a process informed by the RI team working in collaboration with portfolio managers and analysts, our Global Proxy Team serves as the central point of proxy administration with oversight over all votes cast and ultimate responsibility for the implementation of our Proxy Voting Policy. Our voting is conducted in a controlled environment to protect against undue influence from individuals or outside groups.

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

We consider a significant vote to be any dissenting vote i.e., where a vote is cast against (or where we abstain/withhold from voting) a management-tabled proposal, or where we support a shareholder-tabled proposal not endorsed by management. We report annually on our reasons for applying dissenting votes via our website.

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

As active investors, well informed investment research and stewardship of our clients' investments are important aspects of our responsible investment activities. Our approach to this is framed in the relevant Responsible Investment Policies we maintain and publish. These policy documents provide an overview of our approach in practice (e.g., around the integration of environmental, social and governance (ESG) and sustainability research and analysis).

As part of this, acting on behalf of our clients and as shareholders of a company, we are charged with responsibility for exercising the voting rights associated with that share ownership. Unless clients decide otherwise, that forms part of the stewardship duty we owe our clients in managing their assets. Subject to practical limitations, we therefore aim to exercise all voting rights for which we are responsible, although exceptions do nevertheless arise (for example, due to technical or administrative issues, including those related to Powers of Attorney, share blocking, related option rights or the presence of other exceptional or market-specific issues). This provides us with the opportunity to use those voting rights to express our preferences on relevant aspects of the business of a company, to highlight concerns to the board, to promote good practice and, when appropriate, to exercise related rights. In doing so we have an obligation to ensure that we do that in the best interests of our clients and in keeping with the mandate we have from them.

Corporate governance has particular importance to us in this context, which reflects our view that well governed companies are better positioned to manage the risks and challenges inherent in business, capture opportunities that help deliver sustainable growth and returns for our clients. Governance is a term used to describe the arrangements and practices that frame how directors and management of a company organise and operate in leading and directing a business on behalf of the shareholders of the company.

Such arrangements and practices give effect to the mechanisms through which companies facilitate the exercise of shareholders' rights and define the extent to which these are equitable for all shareholders.

We recognise that companies are not homogeneous and some variation in governance structures and practice is to be expected. In formulating our approach, we are also mindful of best practice standards and codes that help frame good practice, including international frameworks and investment industry guidance. While we are mindful of company and industry specific issues, as well as normal market practice, in considering the approach and proposals of a company we are guided solely by the best interests of our clients and will consider any issues and related disclosures or explanations in that context. While analysing meeting agendas and making voting decisions, we use a range of research sources and consider various ESG issues, including companies' risk management practices and evidence of any controversies. Our final vote decisions take account of, but are not determinatively informed by, research issued by proxy advisory organisations such as ISS, IVIS and Glass Lewis as well as MSCI ESG Research. Proxy voting is affected via ISS.

IMPLEMENTATION STATEMENT (continued)

Voting Information			
Columbia Threadneedle Dynamic Real Return Fund			
The manager voted on 100.0% of resolutions of which they were eligible out of 4,939 eligible votes.			
Top 5 Significant Votes during the Period			
Company	Voting Subject	How did the Investment Manager Vote?	Result
Caterpillar Inc	Report on Climate Policy	Columbia Threadneedle supported the resolution (against management)	Resolution failed
Supporting better ESG risk management disclosures.			
Caterpillar Inc	Report on Diversity and Inclusion Efforts	Columbia Threadneedle supported the resolution (against management)	Resolution failed
Supporting better ESG risk management disclosures.			
Eli Lilly and Company	Report on Lobbying Payments and Policy	Columbia Threadneedle supported the resolution (against management)	Resolution failed
Supporting better ESG risk management disclosures.			
Chalice Mining Ltd	Approve Issuance of Options to Stephen McIntosh	Columbia Threadneedle voted against the resolution (against management)	Resolution passed
Remuneration concerns.			
Sun Hung Kai Properties Limited	Authorize Reissuance of Repurchased Shares	Columbia Threadneedle voted against the resolution (against management)	Resolution passed
Dilutive impact.			

BlackRock has not provided a list of 'top significant votes' over the period considered. Instead, they have provided a long list of all votes over the previous 12 months. XPS have narrowed this down by ignoring arguably more trivial votes such as election/removal of a director or remuneration policy. The resulting votes displayed are XPS' attempt to show 'significant votes' however this may not capture everything of a significant nature.

Signed: _____, Chair of Trustees

Date: _____