

BACB DC Retirement Plan (the ‘Plan’)

Annual Statement of Investment Principles Implementation Statement 1 April 2022 to 31 March 2023 (the “Plan Year”)

Introduction

This statement sets out how, and the extent to which, the Statement of Investment Principles (“SIP”) produced by the Trustees, has been followed during the year to 31 March 2023 (the “Plan Year”). This statement has been produced in accordance with the Occupational and Personal Pension Schemes (Disclosure of Information) Regulations 2013, as amended, and the guidance published by the Pensions Regulator.

The table later in the document sets out how, and the extent to which, the policies in the BACB DC Retirement Plan (the “Plan”) SIP have been followed.

The Statement flows directly from, and should be read in conjunction with, the Plan’s SIP (in place at the Plan Year end and dated September 2022) which is attached and available online via the link below.

[Pension Scheme & Death Benefits | BACB](#)

Statement of Investment Principles

Investment Objectives of the Plan

The Trustees believe it is important to consider the policies in place in the context of the investment objectives they have set. The objectives of the Plan included in the SIP are summarised as follows:

- The Trustees’ main objective is to provide members with an investment strategy aligned to the needs of their members that will optimise the return on investments in order to build up a savings pot which will be used in retirement.
- The Trustees are mindful of their responsibility to provide members with an appropriate range of investment funds and a suitable default strategy.
- The Trustees will review the investment approach from time to time (at least triennially), and make changes as and when it is considered to be appropriate.

The policies set out in the SIP are intended to help meet the overall investment objectives of the Plan. Detail on the Trustees’ objectives with respect to the default investment strategy and the self-select fund range are contained in the SIP.

Review of the SIP

A revised SIP was signed in September 2022. The main purpose of this was to reflect changes to the default investment arrangement. As a wholly insured scheme, the investment manager and Plan provider Standard Life was implementing changes to the default strategy that would increase the level of risk in the growth phase of the default by increasing exposure to equities from 40% to 70% and introducing greater integration of environmental, social, and governance (ESG) factors throughout the strategy. The Trustees reviewed the suitability of this change and updated the SIP accordingly.

Investment Strategy Review

The Plan’s investment strategy was last formally reviewed in September 2022 when Standard Life proposed a change to the default arrangement. This review determined that the proposed default approach was suitable and the changes were subsequently implemented as outlined above.

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As stated in the SIP, the Plan currently uses one of Standard Life’s ready-built default strategies; the Sustainable Multi Asset Universal (PP 10 Year) Strategic Lifestyle Profile. This strategy de-risks members’ assets over the 10 years leading up to retirement through a series of multi-asset funds.

There is also a legacy default arrangement, the BlackRock (50:50) Global Equity II Universal Lifestyle Profile. This strategy initially invests in equities and de-risks over 5 years and targets a member outcome of annuity purchase and tax-free cash.

Assessment of how the policies in the SIP have been followed for the year to 31 March 2023

The information provided in this section highlights the work undertaken by the Trustees during the year, and longer term where relevant, and sets out how this work followed the Trustees’ policies in the SIP, relating to the Scheme as a whole and the default investment arrangement.

The Trustees believe they have generally adhered to all of their policies as set out in the SIP over the course of the year.

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Kinds of investments to be held and the balance between different kinds of investments

Policy

SIP Section 2

The Trustees are permitted to invest across a wide range of asset classes. The majority of funds available are actively managed with a limited number of passively managed funds available. All of the funds in which the Plan invests are pooled and unitised.

For members who select their own investments, the balance between funds and asset classes is the member's decision. This balance will determine the expected return on a member's assets and will be related to the member's own preferences, risk appetite and risk tolerance.

SIP Section 4

The Trustees have explicitly considered the trade-off between risk and expected returns when establishing the balance between different kinds of investments.

How has this policy been met over the Plan Year?

During the period covered by this statement, the Plan's default strategy changed to the Standard Life Sustainable Multi-Asset Lifestyle. Due to the Plan being a wholly-insured scheme, the change was instigated by Standard Life and the Trustees sought advice on the suitability of the change, and updated the SIP to reflect the change. A range of self-select fund options are also offered to members across a range of asset classes.

The Trustees will review the investment approach from time to time (at least triennially), and when any changes are proposed by Standard Life as they evolve their strategy. The fund range and default investment strategy are reviewed on at least a triennial basis. The last default review was in September 2022 and changes implemented as outlined above. The next formal review is due to be done during 2025.

The Trustees receive quarterly investment performance reports which monitor the return of the default investment strategy.

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Expected return on investments

Policy

SIP Sections 2 and 4

When deciding on the investment options available to members, the Trustees took into account the expected return on such investments and were mindful to offer a range of funds with varying levels of expected returns for members to choose from.

The Trustees have explicitly considered the trade-off between risk and expected returns when establishing the balance between different kinds of investments.

How has this policy been met over the Plan Year?

The investment performance report is reviewed by the Trustees on a quarterly basis; this includes performance figures for the default investment strategy and additional self-select fund choices. The investment performance report includes how each investment manager is delivering against their specific benchmark and target.

The trade-off between risk and return was considered in the triennial investment strategy review of September 2022 and will be considered in any future strategy reviews.

Risks, including the ways in which risks are to be measured and managed

Policy

SIP Section 6

The Trustees recognise that in a defined contribution arrangement, members assume the investment risks themselves. The Trustees further recognise that members are exposed to different types of risk at different stages of their working lifetimes. The main types of investment risks are: market risk, environmental, social and governance (ESG) risks, pension conversion risk, manager risk and liquidity risk.

How has this policy been met over the Plan Year?

As detailed in Section 6 of the SIP, the Trustees consider both quantitative and qualitative measures of risks as well as how best to manage the various risks facing DC members. The Trustees provide an extensive range of investment options which enable members to reflect in their selection of funds the level of risk they wish to take in light of their own individual circumstances. These risks set out in the SIP are typically considered as part of quarterly performance monitoring or formal investment reviews (with the last review undertaken in September 2022).

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The Plan maintains a risk register of the key risks, including the investment risks. This rates the impact and likelihood of the risks and summarise existing mitigations and additional actions.



Investment Mandates

Securing compliance with the legal requirements about choosing investments

Policy

SIP Sections 1 and 3

The Statement has been prepared by the Trustees of the Plan in accordance with Section 35 of the Pensions Act 1995, as amended, and its attendant Regulations.

In considering appropriate investments for the Plan, the Trustees will obtain and consider written advice of Mercer, whom the Trustees believe to be suitability qualified to provide such advice. The advice received and arrangements implemented are, in the Trustees' opinion, consistent with the requirements of Section 36 of the Pensions Act 1995, as amended.

How has this policy been met over the Plan Year?

The Trustee received advice on the suitability of Standard Life's proposed change to the default strategy during the year. The Trustee also received investment updates on the fund performance.

Realisation of Investments

Policy

SIP Sections 2 and 6

When it comes to realisation of investments, the Trustees consider the impact of transaction costs before making any changes.

The funds are daily-dealt pooled investment arrangements, with assets mainly invested in regulated markets, and therefore should be realisable at short notice, based on either Trustees' or member demand. The selection, retention and realisation of investments within the pooled arrangements are the responsibility of the relevant investment manager.

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How has this policy been met over the Plan Year?

All the funds used by the Plan continue to be daily dealt pooled investment vehicles. The Trustees are therefore confident that these assets can be realised at short notice as required and do not have any major concerns surrounding the liquidity of the Plan's investments.



Monitoring the Investment Managers

Incentivising asset managers to align their investment strategies and decisions with the Trustee's policies

Policy

SIP Section 7

Investment managers are appointed based on their capabilities and, therefore, their perceived likelihood of achieving the expected return and risk characteristics required for the asset class in which they invest.

How has this policy been met over the Plan Year?

The investment strategy was last reviewed in September 2022. The Trustees believe that the appointments with their investment managers are currently consistent with their long-term objectives. The next formal review is due to be done during 2025.

Evaluation of asset managers' performance and remuneration for asset management services

Policy

SIP Section 7

The Trustees are long term investors and do not look to change the investment arrangements on a frequent basis.

Manager fees are calculated as a percentage of assets under management. If managers fail to meet their performance objectives, the Trustees may ask managers to review their fee. As part of the annual value for member's assessment, the Trustees review the investment manager fees.

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How has this policy been met over the Plan Year?

The Trustees reviewed the Plan's performance on a quarterly basis, both short term and longer term. The quarterly performance reports included performance information and commentary in respect of the Plan's investments. The fees paid are assessed as part of the annual value for members' assessment.

Incentivising the asset manager to make decisions based on assessments about medium to long-term financial and non-financial performance of an issuer of debt or equity

Policy

SIP Section 7

The Trustees are long term investors and do not look to change the investment arrangements on a frequent basis.

A manager's appointment may be terminated if it is no longer considered to be optimal nor have a place in the default strategy or general fund range.

How has this policy been met over the Plan Year?

The Trustees receive quarterly monitoring reports on the performance of the underlying investment managers from its platform provider, which presents performance information.

The Trustees assess the quality of the performance and processes of the investment managers by means of regular reviews of investment returns and other relevant information, in consultation with the investment consultant.

Monitoring portfolio turnover costs

Policy

SIP Section 7

The Trustees consider portfolio turnover costs as part of the annual value for members assessment and ask investment managers to include portfolio turnover and turnover costs in their presentations and reports to the Trustees.

The Trustees are also aware of the requirement to define and monitor targeted portfolio turnover and turnover range.

Given that the Plan invests in a range of pooled funds, many of which invest across a wide range of asset classes, the Trustees do not have an overall portfolio turnover target for the Plan. Instead, performance is monitored net of all costs and charges, including portfolio turnover costs.

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How has this policy been met over the Plan Year?

Over the year covered by this Statement, the Trustees considered the levels of transaction costs as part of their annual Chair's Statement and value for member's assessment.

The Trustees found that the transaction costs reported were reasonable, but note the challenges in assessing these costs due to the lack of an industry-wide benchmarks for such transaction costs.

The duration of the arrangements with asset managers

Policy

SIP Section 7

The Trustees are long term investors and do not look to change the investment arrangements on a frequent basis.

All of the invested funds are open-ended with no set end date for the arrangement.

How has this policy been met over the Plan Year?

The investment performance of all funds is reviewed by the Trustees on a quarterly basis; this includes how each investment fund manager is delivering against their specific targets.

No manager appointments were terminated over the year covered by this statement and there remains no set duration for appointments.

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ESG Stewardship and Climate Change

Financial and non-financial considerations and how those considerations are taken into account in the selection, retention and realisation of investments

Policy

SIP Section 5

The Trustees recognise that ESG factors, including climate change, can all influence the investment performance of the Plan's portfolio and it is therefore in members' and the Plan's best interests that these factors are taken into account within the investment process and that ESG risks are identified and avoided or mitigated as best as possible.

The Trustees believe that investing with a manager who approaches investments in a responsible way and takes account of ESG-related risks will lead to better risk adjusted performance results as omitting these risks in investment analysis could skew the results and underestimate the level of overall risk being taken.

The Trustees do not take into account non-financial matters in the selection, retention and realisation of investments.

How has this policy been met over the Plan Year?

Some of the funds within the Plan, and particularly those components of the default investment strategy have a specific focus on ESG factors. As a wholly insured scheme, the Trustees have little scope to directly influence this. When changes to the investment strategy are introduced, the Trustees will consider ESG aspects as part of their wider consideration of suitability of the proposed investments.

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Voting and Engagement Disclosures

The exercise of the rights (including voting rights) attaching to the investments and undertaking engagement activities in respect of the investments (including the methods by which, and the circumstances under which, the Trustee would monitor and engage with relevant persons about relevant matters).

Policy

SIP Section 5

As the Plan invests in pooled funds via a pension provider, the Trustees' scope to vote on the Plan's shares directly is currently limited. The Trustees have therefore concluded that the decision on how to exercise voting rights and undertake engagement activities should be delegated to the underlying investment managers who will exercise these rights in accordance with their respective published stewardship policies.

How has this policy been met over the Plan Year?

The Trustees have delegated the exercise of voting rights to the underlying investment managers, on the basis that voting power will be exercised by them with the objective of preserving and enhancing long term shareholder value. Accordingly, the Trustees expect the investment managers to have produced written guidelines of their process and practice in this regard.

Following the DWP's consultation response and outcome regarding Implementation Statements on 17 June 2022 ("Reporting on Stewardship and Other Topics through the Statement of Investment Principles and the Implementation Statement: Statutory and Non-Statutory Guidance") one of the areas of interest was the significant vote definition. The most material change was that the Statutory Guidance provides an update on what constitutes a "significant vote".

The Trustee defines a significant vote as one that is linked to the Plan's stewardship priorities/themes.

A vote could also be significant for other reasons, e.g. due to the size of holding. Given the nature of the Plan's holdings, this is unlikely to be a material consideration for the Trustee.

Voting activity carried out over the last 12 months on behalf of the Trustees is shown in the Appendix of this Statement. Over the period covered by this Statement, the Trustees have not directly challenged managers on voting activity.

Over the Plan Year, the Trustees did not directly carry out any engagement activities with investment managers or underlying investee companies.

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Investment Manager Voting Summary

The Trustees’ voting rights are managed by the underlying investment managers. The Trustees do not use the direct services of a proxy voter. The following funds available to members of the Plan (either as self-select funds or within the default) hold equities:

- LGIM Global Equity Fixed Weights (60:40) Index Fund
- Standard Life Passive Plus III Pension Fund
- Standard Life Pre Retirement (Passive Plus Universal) Pension Fund
- Standard Life At Retirement (Passive Plus Universal) Pension Fund
- Standard Life At Retirement (Multi Asset Universal) Pension Fund
- SL BlackRock Managed (50:50) Global Equity Pension Fund
- SL abrdn MyFolio Managed III Pension Fund
- SL abrdn MyFolio Managed IV Pension Fund
- SL abrdn UK Smaller Companies Pension Fund
- SL BNY Mellon Multi-Asset Growth Pension Fund
- SL Baillie Gifford UK and Worldwide Equity Pension Fund
- SL BlackRock ACS World ex UK Equity Tracker Pension Fund
- SL BlackRock Ascent Life US Equity Pension Fund
- SL Blackrock ACS Japan Equity Tracker Pension Fund
- SL Schroders Global Emerging Markets Pension Fund
- SL Schroders US Mid Cap Pension Fund
- SL Vanguard ESG Developed World All Cap Equity Index Fund
- SL Vanguard FTSE UK All Share Index Pension Fund
- Standard Life Asia Pacific ex Japan Equity Pension Fund
- Standard Life Global Equity 50:50 Pension Fund
- Standard Life Global Equity 50:50 Tracker Pension Fund
- Standard Life Overseas Equity Pension Fund

Given the extensive range of funds available, the Trustees, in line with the PLSA guidance, have decided to only show voting data for the funds that they deem to be “material”. Therefore the voting data shown covers the funds in the default strategy and in the legacy default strategy.

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Overview of Abrdn approach to voting and engagement (provided by the manager)

Abrdn policy on consulting with clients before voting

Standard Life will consult with clients who have segregated mandates in place.

Abrdn process for deciding how to vote

ASI's voting policy is on their website. <https://www.abrdn.com/en-gb/institutional/sustainable-investing/governance>

Proxy voting services

Abrdn utilises the services of Institutional Shareholder Services for all their voting requirements.

Processes for determining the most significant votes

Abrdn will view all votes as significant and vote all shares globally for which they have voting authority, therefore they are unable to address directly this point.

Abrdn believes that they go beyond guidelines and endeavour to disclose all voting decisions for all of active and passive equity holdings. They provide full transparency of their voting activity on our publicly available website and fund specific voting reports on 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.

Overview of BlackRock approach to voting and engagement (provided by the manager)

BlackRock Investments policy on consulting with clients before voting

BlackRock believes that companies are responsible for ensuring they have appropriate governance structures to serve the interests of shareholders and other key stakeholders. They 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, BlackRock believes they have a responsibility to monitor and provide feedback to companies, in their role as stewards of their clients' investments. BlackRock Investment Stewardship ("BIS") does this through engagement with management teams and/or board members on material business issues including ESG matters and, for those clients who have given them authority, through voting proxies in the best long-term economic interests of their clients. They also participate in the public debate to shape global norms and industry standards with the goal of a policy framework consistent with their clients' interests as long-term shareholders.

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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 their view of what supports sustainable long-term value creation, they will engage with a company and/or use their vote to encourage a change in practice.

BlackRock views engagement as an important activity; engagement provides them with the opportunity to improve their understanding of the business and ESG risks and opportunities that are material to the companies in which their clients invest. As long-term investors on behalf of clients, they 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 they believe they could be enhanced. They primarily engage through direct dialogue but may use other tools such as written correspondence to share their perspectives. Engagement also informs their voting decisions.

BlackRock process for deciding how to vote

The team and its voting and engagement work continuously evolves in response to changing governance related developments and expectations. Their voting guidelines are market-specific to ensure they take into account a company’s unique circumstances by market, where relevant. They inform their vote decisions through research and engage as necessary. Their 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. They may also update our regional engagement priorities based on issues that they believe could impact the long-term sustainable financial performance of companies in those markets. They welcome discussions with their clients on engagement and voting topics and priorities to get their perspective and better understand which issues are important to them. As outlined in its Global Principles, BlackRock determines which companies to engage directly based on their assessment of the materiality of the issue for sustainable long-term financial returns and the likelihood of their engagement being productive. Their voting guidelines are intended to help clients and companies understand their thinking on key governance matters. They are the benchmark against which they assess a company’s approach to corporate governance and the items on the agenda to be voted on at the shareholder meeting. They apply their guidelines pragmatically, taking into account a company’s unique circumstances where relevant. They inform their 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 themselves, but the client would engage a third-party voting execution platform to cast the votes.

Proxy voting services

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

While they subscribe to research from the proxy advisory firms Institutional Shareholder Services (ISS) and Glass Lewis, it is just one among many inputs into their vote analysis process, and they do not blindly follow their recommendations on how to vote. They primarily use proxy research firms to

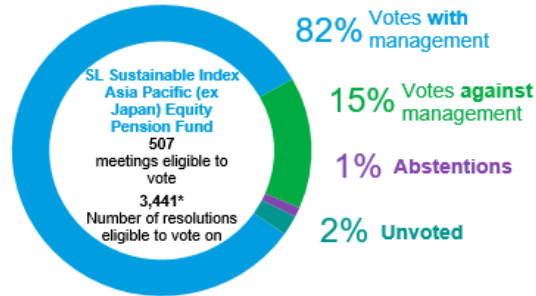
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synthesise corporate governance information and analysis into a concise, easily reviewable format so that their investment stewardship analysts can readily identify and prioritise those companies where their own additional research and engagement would be beneficial.

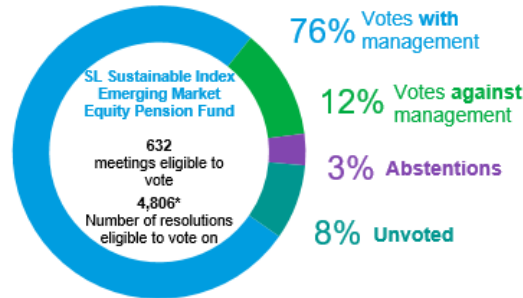
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Voting Summary

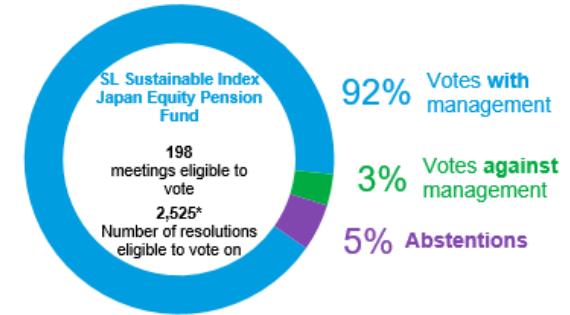
Set out below is a summary of voting activity for this reporting period relating to the relevant strategies in the Plan. Votes **for / against** management and **not voted/abstain** are shown in the charts below.



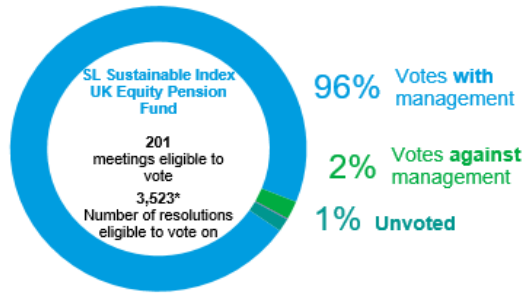
*97.8% of resolutions voted on



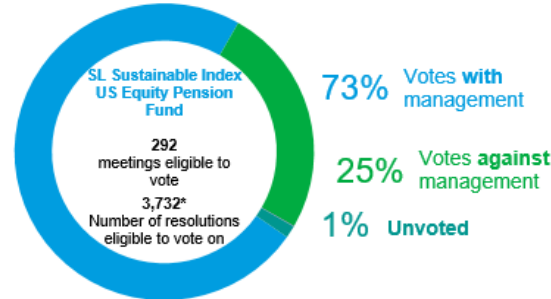
*91.7% of resolutions voted on



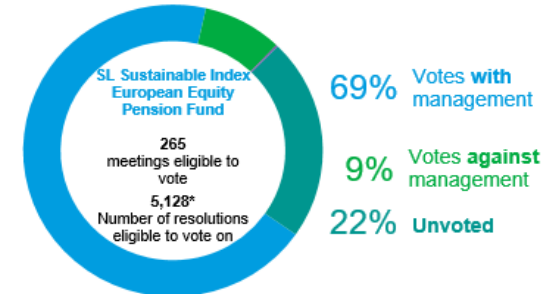
*100% of resolutions voted on



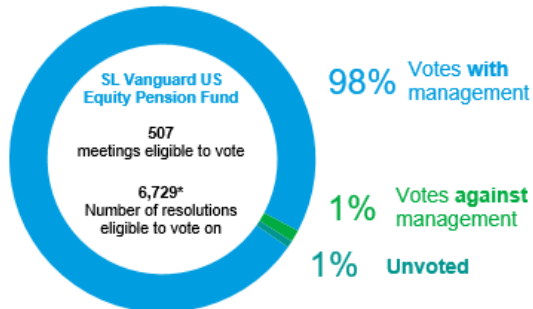
*98.5% of resolutions voted on



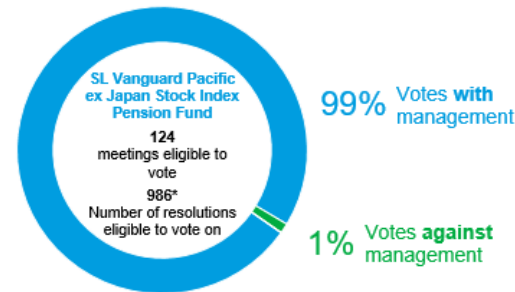
*98.7% of resolutions voted on



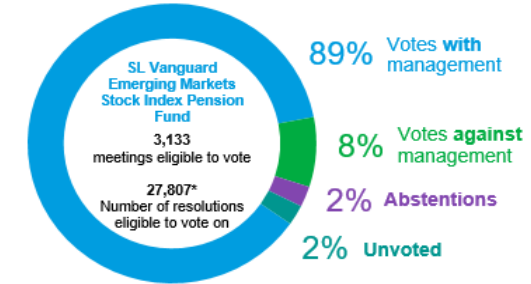
*77.6% of resolutions voted on



*99.3% of resolutions voted on

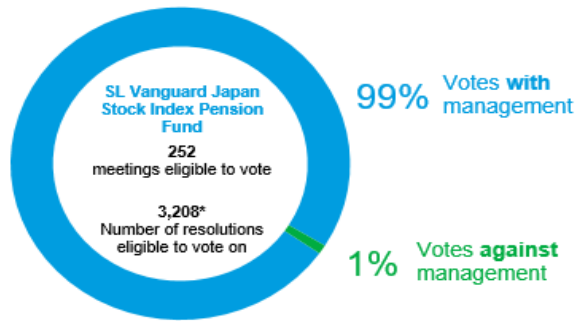


*100% of resolutions voted on

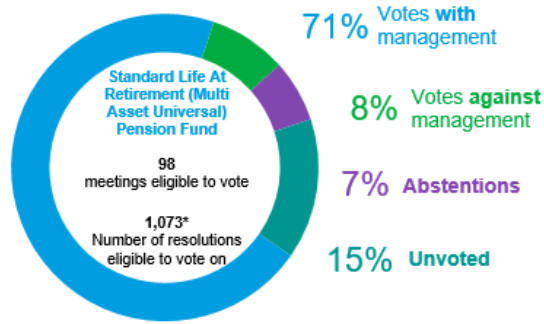


*97.6% of resolutions voted on

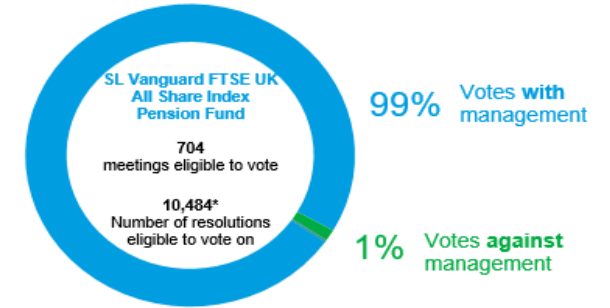
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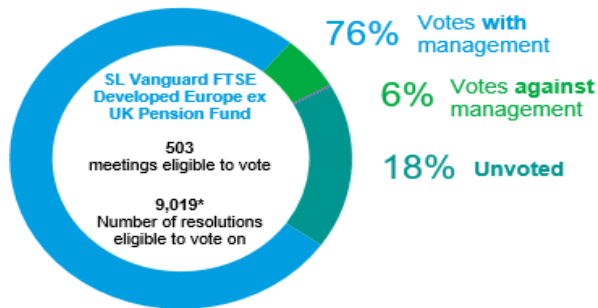
*100% of resolutions voted on



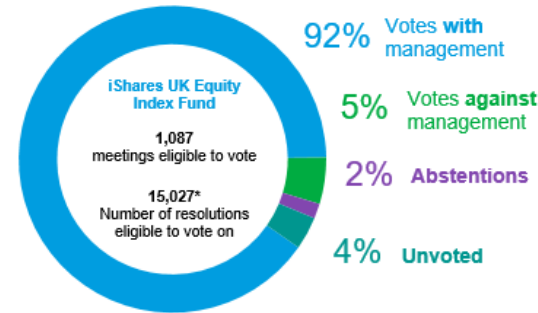
*85.2% of resolutions voted on



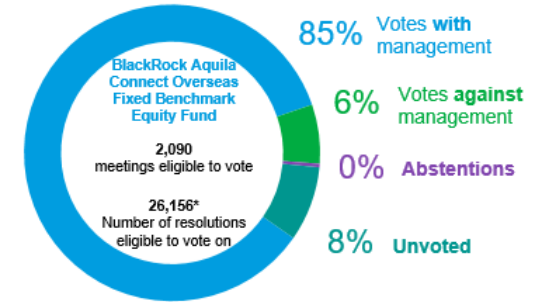
*99.8% of resolutions voted on



*82.3% of resolutions voted on



*96.5% of resolutions voted on



*91.8% of resolutions voted on

Source: underlying fund managers

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Significant votes



Managers have provided the Trustees with voting records, from which the Trustees, with the assistance of their advisers, have identified significant votes. The Trustees have defined their stewardship priorities as being matters relating to climate change, corporate governance, board diversity, and human rights. The final outcome column below represents the result of the resolution after all the votings: Passed (✓) or Not-Passed (*).

Fund	Company	Date	How the manager voted	Summary of the Resolution	Rationale for the Manager vote	Why is this vote significant to the Trustees	Final outcome
Standard Life Sustainable Index Asia Pacific (ex Japan) Equity Pension Fund	South32 Ltd.	10/27/2022	For	Approve Advisory Vote on Climate Change Action Plan	SL welcome the Climate Change Action Plan, disclosure in alignment to the TCFD recommendations and aim of achieving net zero by 2050. SL encourages the publication of shorter-term targets so shareholders can better assess progress towards the longer term ambition.	Climate Change	*
Standard Life Sustainable Index Emerging Market Equity Pension Fund	Naspers Ltd.	8/25/2022	For	Approve Implementation Report of the Remuneration Report	SL has actively engaged with the company on its remuneration structure and disclosure. SL welcome the commitment to begin disclosing Short Term Incentive targets from next year as this is something we have requested. SL also welcome the decision to introduce an incentive structure which will be focused on a material reduction of the discount to net asset value. SL is of the view that these changes demonstrate that the Remuneration Committee is listening to shareholder feedback and we are comfortable to support the Remuneration Report.	Governance	*
Standard Life Sustainable Index Japan Equity Pension Fund	Mitsubishi Corp.	6/24/2022	Against	Amend Articles to Disclose Greenhouse Gas Emission Reduction Targets Aligned with Goals of Paris Agreement	SL recognises that the Company has not set reduction targets for Scope 3 emissions which are a key component of a trading company's greenhouse gas emissions. Furthermore, the Company's expansion in its liquefied natural gas business appears to be contradicting its net-zero commitment. However, amending the Articles of Incorporations may have practical implications. Instead, SL will engage with the Company requesting it to set reduction targets for Scope 3 emissions in line with Paris Agreement within a reasonable timeframe.	Climate Change	*

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Fund	Company	Date	How the manager voted	Summary of the Resolution	Rationale for the Manager vote	Why is this vote significant to the Trustees	Final outcome
Standard Life Sustainable Index UK Equity Pension Fund	Vodafone Group Plc	7/26/2022	For	Re-elect Jean-Francois van Boxmeer as Director	While the company does not meet the ethnic diversity expectation of the Parker Review at this time SL were aware of the circumstances. Mr Ahuja resigned unexpectedly due to a conflict of interest. Until this point the company had met the expectations of the review for the previous 18 years. SL engaged with the company and received assurance that meeting the expectation of the Parker Review will be a priority.	Governance and Human Rights	*
Standard Life Sustainable Index European Equity Pension Fund	Hennes & Mauritz AB	5/4/2022	Against	Report on Prevention on Indirect Purchasing of Goods and Use of Forced Labour	SL thinks that the current steps the Company has taken to prevent forced labour in its supply chain are reasonably sufficient. However, given the size and complexity of the Company's supply chain, SL appreciates that there will always be room for improvement in terms of human rights due diligence on the supply chain. SL will continue to monitor the Company's management of forced labour risks and its compliance with the upcoming EU human rights due diligence legislation.	Human Rights and Labour Policies	*
Standard Life Sustainable Index US Equity Pension Fund	Hormel Foods Corporation	1/31/2023	Against	Comply with World Health Organization Guidelines on Antimicrobial Use Throughout Supply Chains	The company's acknowledgement of the issue and current commitments (including targets to reduce the use of medically important antibiotics) is aligned to industry standards and expectations. Thus, support for this proposal is not warranted currently.	Human Rights and Climate Change	*
SL Vanguard Emerging Markets Stock Index Pension Fund	Meituan	5/18/2022	Against	Elect Mu Rongjun as Director	Concerns regarding director independence.	Governance and lack of board independency	Pass
SL Vanguard Japan Stock Index Pension Fund	*	*	*	*	*	*	*

BACB Retirement and Death Benefits Plan (the 'Plan')

Fund	Company	Date	How the manager voted	Summary of the Resolution	Rationale for the Manager vote	Why is this vote significant to the Trustees	Final outcome
SL Vanguard FTSE Developed Europe ex UK Pension Fund	L'Oreal SA	4/21/2022	Against	Reelect Belen Garijo as Director	Concerns regarding extent of other commitments.	Governance	Pass
SL Vanguard FTSE UK All Share Index Pension Fund	Future Plc	2/3/2022	Against	Approve Remuneration Report	Concerns with one or more of the following: pay and performance alignment, magnitude (quantum) of pay, disclosure, and/or pay structure.	Governance	Fail
SL Vanguard US Equity Pension Fund	Apple Inc.	3/4/2022	Against	Report on Median Gender/Racial Pay Gap	Addresses material risk, but company has already taken sufficient actions and/or has related actions pending to address proponent request.	Human Rights	Fail
SL Vanguard Pacific ex Japan Stock Index Pension Fund	Woodside Petroleum Ltd.	5/19/2022	Against	Approve Climate Report	Insufficient disclosure.	Climate Change	Pass
Standard Life At Retirement (Multi Asset Universal) Pension Fund	Telefonica Brasil SA	4/26/2022	For	Approve Remuneration of Company's Management and Fiscal Council	SL has seen significant improvement in the management, performance and corporate governance of the company in recent years. SL has been in contact with management over this agenda item who have provided additional evidence of remuneration linked to KPIs - recently included ESG targets in the executives variable compensation and increased by five times the weight of the CO2 emission reduction target in the executives' bonus pool. SL will continue to encourage management to raise the level of disclosure and transparency.	Governance	*

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BlackRock Aquila Connect Overseas Fixed Benchmark Equity Fund	Marathon Petroleum Corporation	04/27/2022	Against	Report on Climate Strategy Consistent with ILO's "Just Transition Guidelines"	The company already provides sufficient disclosure and/or reporting regarding this issue, or is already enhancing its relevant disclosures.	Climate Change	Fail
iShares UK Equity Index Fund	Ocado Group Plc	05/04/2022	Against	Re-elect Andrew Harrison as Director	Remuneration arrangements are poorly structured.	Governance	Pass

Source: underlying fund managers. The % of holdings was not available at the time of writing, but it has been requested.

*Final outcome for this significant vote not available at the time of writing, but it has been requested.