

## SUN CHEMICAL LIMITED PENSION SCHEME

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### APPENDIX I – ENGAGEMENT POLICY IMPLEMENTATION STATEMENT (forming part of the Trustees' Report)

#### Engagement Policy Implementation Statement ('EPIS')

##### 1. Overview of this Statement

In this section of the Statement the Trustees have set out information describing the management of the Scheme's Defined Benefit ('DB') assets and in particular how the management of the assets has reflected the Trustees' policies as set out in the Statement of Investment Policies (the 'SIP') over the period from 6 April 2023 to 5 April 2024 (the "Scheme Year").

In the Trustees' opinion, all aspects of the SIP in relation to the DB section of the Scheme have been followed.

A copy of this statement will be published on a publicly available website.

The Trustees have split this DB section of the Statement into several sections covering the main aspects of the management of the Scheme over the financial year:

1. Section 2: Summary of changes to the SIP
2. Section 3: Implementing policies within the SIP
3. Section 4: Voting information

##### 2. Summary of changes to the SIP:

2.1 In September 2023, the Trustees updated SIP to reflect the updated strategic asset allocation and objectives of the Scheme's investment portfolio.

2.2 The SIP was made publicly available at the website: <https://www.sunchemical.com/europe-resources/>

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**3. Implementing policies within the SIP**

- 3.1 Overall the Trustees are of the opinion that the policies outlined in the SIP were implemented over the Scheme year.
- 2.1 The table below sets out the key sections of the SIP and actions taken over the period to implement key policies within each section of the SIP.
- 3.3 The Trustees retain responsibility for high level investment decisions with many other decisions delegated to GSAM, as the Scheme’s Fiduciary Manager.

<b>SIP Section</b>	<b>SIP Policy Overview</b>	<b>Compliance with Policy over the Scheme Year</b>
<b>Investment Strategy</b>	<p>The Trustees have adopted a lower risk approach to the investment strategy. The agreed strategy has three core components:</p> <ul style="list-style-type: none"> <li>- Growth Assets which seek to achieve superior market returns through diversified exposure to return-seeking assets.</li> <li>- Cashflow Driven Investments (“CDI”) which seek to generate cashflows in order to meet future member benefit payments as they fall due; and</li> <li>- Liability Driven Investments (“LDI”) which seek to hedge liability risks, namely interest rate and inflation risk, to match the risk profile of the Scheme’s liabilities and thereby manage funding level risk.</li> </ul>	<p>Given the Scheme’s funding level improvements and the Trustees’ desire to focus on the investment portfolio to generate income to pay member benefits (in light of contributions from the Sponsor stopping as a result of the funding position improving), a Cashflow Driven Investment strategy was implemented in June 2023. This strategy has been implemented with the view of generating enough income over the next 10 years to pay 80% of projected member benefits by investing in investment grade credit.</p> <p>In February 2024, the Scheme’s investment portfolio was de-risked from Gilts + 1.3% to Gilts +1.0% by reducing the allocation to growth assets in light of further improvements in the funding level.</p>
<b>Process for Choosing Investments</b>	<p>Delegate the responsibility for investment decision making to the Fiduciary Manager (in line with the agreed guidelines as specified within the IMA)</p> <p>The Fiduciary Manager shall provide the Trustees with regular reports regarding the appointed investment managers to monitor consistency between the expected and experienced levels of risk and return.</p> <p>The Fiduciary Manager shall report quarterly to the Trustees on any breaches to the range guidelines.</p>	<p>GSAM managed the portfolio within the provided investment guidelines over the period including regular rebalancing across the period at month / quarter ends or when deemed opportunistically appropriate to do so.</p> <p>GSAM also aligned this rebalancing action to raise cash when needed to pay benefits.</p> <p>GSAM provided regular reporting and updates to the ISC and the Trustees.</p>

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**3. Implementing policies within the SIP (continued)**

<b>SIP Section</b>	<b>SIP Policy Overview</b>	<b>Compliance with Policy over the Scheme Year</b>
<b>Day-to-Day Management of the Assets</b>	The Trustees have delegated the day-to-day management of the Scheme’s assets to the Fiduciary Manager, who in turn selects externally and internally managed funds in which to invest the Scheme’s assets	<p>Over the period:</p> <ol style="list-style-type: none"> <li>1. The IG Credit manager within the Fixed Income sleeve of the Growth Portfolio was liquidated in light of the CDI allocation that was introduced in the Scheme’s investment portfolio.</li> <li>2. 10yr US treasuries were included as a strategic allocation in the Growth Portfolio to provide diversification across the Scheme’s return seeking assets.</li> <li>3. One of the Hedge Fund of Funds was wound down and proceeds were re-allocated to the Scheme’s other existing Hedge Fund allocation.</li> <li>4. GSAM implemented several dynamic trades</li> </ol>
<b>Rebalancing</b>	Rebalancing ranges have been set within the Growth and Matching portfolios to ensure the Scheme’s assets remain invested in a manner which is consistent with SAA, and the commensurate guidelines within the IMA (and agreed by the Sponsor)	In selecting investments and managers on the Trustees’ behalf, GSAM took into account appropriate financially material considerations. In particular the CDI allocation retains several restrictions on investments reflecting ESG criteria as a result of the heightened exposure to such risks in a buy and hold credit portfolio.
<b>Environmental, Social, Governance, Stewardship and Alignment Considerations</b>	Financially material considerations must be taken into account	In selecting investments and managers on the Trustees’ behalf, GSAM took into account appropriate financially material considerations. In particular the CDI allocation retains several restrictions on investments reflecting ESG criteria as a result of the heightened exposure to such risks in a buy and hold credit portfolio.

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**3. Implementing policies within the SIP (continued)**

SIP Section	SIP Policy Overview	Compliance with Policy over the Scheme Year
<p><b>Environmental, Social, Governance, Stewardship and Alignment Considerations</b></p>	<p>Selection, retention and realisation of investments has been delegated to GSAM and GSAM should consider financially material considerations when selecting investments and managers</p>	<p>Reporting provided by GSAM to the Trustees included how it takes into account financially material factors over the Scheme Year, for example how the appointed managers are assessed for ESG factors, financially material considerations and consideration as to the extent to which stewardship has been integrated into GSAM portfolio decisions and actions.</p>
	<p>The Trustees current investment policy does not specifically take into account non-financial matters such as the views of Scheme members and beneficiaries.</p>	<p>Confirmed</p>
	<p>The Trustees expect GSAM to ensure that investment managers align to the SIP and focuses on medium to long-term performance.</p> <p>Investment manager fees are reviewed by GSAM periodically.</p>	<p>GSAM ensured compliance with the SIP regarding appointed managers over the Scheme Year.</p> <p>Reporting provided by GSAM covers performance reporting over monthly and quarterly time periods, and also since inception of each mandate in order to monitor managers over longer time horizons.</p>

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**3. Implementing policies within the SIP (continued)**

SIP Section	SIP Policy Overview	Compliance with Policy over the Scheme Year
<p><b>Alignment of Interests</b></p>	<p>GSAM reports regularly to the Trustees setting out portfolio costs and charges at a total portfolio level but also for each individual strategy within the portfolio.</p> <p>GSAM also provides regular reporting which includes turnover costs based on calculation assumptions in line with MiFID costs and charges reporting in relation to allocation changes at the overall portfolio level.</p>	<p>Quarterly fee reporting was provided by GSAM.</p> <p>GSAM are in the process of preparing the Ex-Post Costs and Charges Summary covering the period 1/1/2023 to 31/12/2023.</p>
	<p>Investment managers’ performance is regularly reviewed and monitored by GSAM and reported to the Trustees monthly with a process in place to identify investment managers that either have underperformed or are at risk of future underperformance with appropriate action taken by GSAM.</p>	<p>Manager performance was reviewed as part of the regular updates and in line with GSAM’s internal processes. Two manager changes as noted above were made.</p>
	<p>When selecting and reviewing the performance of investment managers, the Trustees expect GSAM to take into account the managers’ stewardship and ESG policies relative to both the Trustees’ and GSAM’s policies.</p>	<p>GSAM reviewed and monitored the voting and engagement activity carried out by external managers over the year as part of its regular manager oversight processes.</p>

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**4. Voting information**

**Collection of voting data**

4.1 The Trustees recognise the importance of its role as a steward of capital and has therefore adopted a policy of delegating voting decisions to GSAM and to external investment managers which, where appropriate has been followed.

4.2 The Trustees do not engage with debt or equity issuers directly but has adopted a policy of delegating voting decisions to GSAM and investment managers.

4.3 The Scheme holds a set of diversified exposures across multiple asset classes and through various structures. For the purposes of this section the Scheme’s holdings have been split into the following categories:

- **Significant voting responsibilities:** Asset classes such as equities where significant voting responsibilities have been delegated to the investment manager.
- **Limited voting exposure:** Asset classes where the investment manager has ownership of the vote but by its nature the asset class has limited or no voting expected, for example fixed income assets or hedge funds.
- **No voting exposure:** Asset classes that by their nature have no voting exposure.

4.4 The table below sets out at a high level the asset classes and weights with voting applicability as the end of the Scheme year:

<b>Asset Class</b>	<b>Weight</b>	<b>Voting Information Availability</b>
<b>Equities</b>	9.7%	Voting information available
<b>Real Assets</b>	0.8%	Voting information available
<b>Fixed Income*</b>	79.5%	Limited voting exposure
<b>Alternatives</b>	8.5%	Limited voting exposure
<b>Passive exposures with no votes</b>	1.5%	No voting exposure
<b>Total:</b>	100.0%	

\*The weight associated with Fixed Income in the table above includes Liability Matching Assets

4.5 In order to collate voting data GSAM contacted the managers in the portfolio to request appropriate voting information. The information provided represents the best-efforts approach to obtain voting information. The Trustees expect that as the industry aligns on standardised disclosures, quality of voting information will be improved.

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#### 4. Voting information (continued)

4.6 For asset classes other than equities and real assets, information is generally less available with many managers noting that voting doesn't apply to their asset class / strategy or noting that they have been awaiting additional clarity on industry standards for collating voting information before building capabilities to provide voting information. For the purposes of this Statement, the Trustees have not reported on the limited voting activity in these asset classes but expect GSAM to take into account engagement policies for these asset classes when selecting managers and assessing performance.

4.6.1 In addition, GSAM receive policies, reports and qualitative information through their External Manager Selection Group's ESG Due Diligence Questionnaire as well as through an annual dedicated ESG questionnaire. Additionally, GSAM engages with the managers regularly on their ESG integration and engagement efforts during regular meetings with managers.

4.7 GSAM will continue to work with managers to seek to ensure appropriate information is being collated and provided and that as industry standards evolve, managers also evolve the information provided. The ability of a manager to provide more granular data may become part of GSAM's selection criteria.

4.8 The Trustees believe that for asset classes where voting is a key aspect of ownership the policy of the Trustees, which substantially delegates voting to individual managers, has been followed as set out below.

4.9 Voting information is provided for all of the Scheme's equity and real asset mandates:

- 7 equity mandates
- 1 listed infrastructure mandate
- 1 listed real estate mandate

4.10 The Trustees has set out a summary of all voting data as well as the "significant votes" made over the Scheme Year.

#### Summary of all voting data

4.11 The table below shows a summary of the voting activity of the managers over the Scheme Year.

4.12 Where the table sets out "For" / "Against" this indicates that the manager voted for / against the company board's recommendations for each item. Additionally, where managers have provided information noting votes for which they have used proxy voting services, this has also been indicated.

4.13 Votes of abstain can be counted both as a vote of abstain but also as a vote against management.

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**4. Voting information (continued)**

**Summary of all voting data(continued)**

<b>Mandate</b>	<b>Asset Class</b>	<b>31 March 2024 Portfolio Weight</b>	<b>For</b>	<b>Against</b>	<b>Abstain / Do not vote / Proposal Not Votable</b>	<b>Proxy Advisor Used</b>	<b>Number of votes that were instructed differently to the proxy advisor recommendation</b>
<b>Mondrian Global Equity*</b>	Equities	1.76%	664	69	0	763	8
<b>Walter Scott Global Equity*</b>	Equities	1.70%	707	22	0	0	45 Please note that the manager uses ISS for information purposes only, but their voting recommendations have no impact on our voting decisions. All our votes are cast in line with Walter Scott's Proxy Voting Policy
<b>SSgA All World Developed Equity Index Life Fund</b>	Equities	1.42%	25,243	3,540	81	28,831	2,749
<b>SSgA Smart Beta Equity</b>	Equities	1.60%	13,407	1,304	42	14,721	1,017
<b>Van Berkom US Small Cap*</b>	Equities	1.10%	380	2	0	0	0
<b>Principal International Small Cap Equity*</b>	Equities	1.10%	380	2	0	0	0
<b>GMS Emerging Markets Equity Fund of Funds<sup>4</sup></b>	Equities	1.28%	3,979	572	52	4,431	146
<b>DWS Global Infrastructure*</b>	Real Assets	0.30%	508	208	0	0	0



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<b>Prudential Global Real Estate*</b>	Real Assets	1,071	37	1	1,072	37	1,071
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The Goldman Sachs Multi-Manager Emerging Markets Equity Portfolio consists of three Emerging Markets Equity managers:

<b>GMS Emerging Markets Underlying Funds</b>	<b>Asset Class</b>	<b>For</b>	<b>Against</b>	<b>Abstain / Do not vote / Proposal Not Votable</b>	<b>Proxy Advisor Used</b>	<b>Number of votes that were instructed differently to the proxy advisor recommendation</b>
<b>Wellington Management Company, LLP</b>	Equities	2,757	399	34	3020	137
<b>Axiom Investors</b>	Equities	817	110	8	935	6
<b>J O Hambro Capital Management Limited*</b>	Equities	405	63	10	476	3

\*Voting data shown represents the managers’ voting instructions i.e., whether they voted for and against the proposal and not whether they voted for or against management. GSAM, on behalf of the Trustees, requested the information.

**Details of significant votes**

4.14 Details of significant votes have been requested from each manager by GSAM, on behalf of the Trustees. Provided data is set out below, however some managers were unable to provide all of the data requested. Details specific to each manager are provided below.

4.15 Unless otherwise stated, the tables below set out all votes that managers deemed to be significant.

**Mondrian Global Equity:**

4.16 Mondrian communicate their vote in advance to the company, so any votes against management were communicated ahead of the vote.

4.17 All votes were considered significant as they were against management’s recommendation and against Mondrian’s proxy adviser’s recommendation.

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**4. Voting information (continued)**

**Mondrian Global Equity (continued):**

<b>Issuer Name</b>	<b>Vote Date</b>	<b>Proposal Text</b>	<b>Vote Instruction</b>	<b>Vote Commentary / Rationale</b>	<b>Size of the holding as at Vote Date</b>	<b>Outcome of the vote</b>	<b>Next steps, including whether the asset manager intends to escalate stewardship efforts</b>
<b>Enel</b>	10/05/2023	Slate 3 Submitted by Covalis Capital LLP and Covalis (Gibraltar) Ltd.	For	Given the complexity of the directorial voting system at Enel, we believed voting for the list led by Mr XYZ (Covalis list) was the most effective way of maximising the likelihood of an independent board chair, providing a more diverse and independent list of candidates, where the proposed Chair would conduct a transparent and merit-based search for a new CEO.	2.9%	Fail; Mr. XYZ and Mr. ABC were elected as CEO and Chairman, respectively.	While the manager’s favoured slate did not pass, the manager believes our active engagement since February 2023 when the Italian government removed Enel’s former CEO contributed to the new management team’s decision to maintain the existing strategy and dividend policy, and a more restrained approach by the Italian government, thus improving the skew of outcomes for Enel over the long term.
<b>Colgate</b>	12/05/2023	Require Independent Board Chair	For	Requiring a separate CEO/Chair role appears to be in shareholders’ interests. Although governance at Colgate is solid, this would likely improve it. The CEO/Chair roles have been combined since the CEO since 2019, was appointed Chair in 2020. The existing Lead Director role does not seem to be a significant reason to vote against the proposal. The proposal allows for the separation of roles being phased in for next CEO transition or contract renewal. The manager wrote to the company to make it aware of their vote for this shareholder proposal, explaining their rationale.	2.8%	Fail; the majority of shareholders voted against this proposal	The manager continues to monitor and discuss this with the company.

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<b>Toyota Industries</b>	09/06/2023	Elect Director	Against	<p>At the 2023 AGM Mondrian voted against the proposals to elect several directors and wrote to the company to explain the rationale for their proxy voting decisions. The manager was not able to support the election of named directors given ongoing concerns in five key areas where they were still disappointed with progress to date. This was further exacerbated by the recent quality control issues in both the US and Japan.</p> <ol style="list-style-type: none"> <li>1. Lack of board independence or diversity, including by nationality.</li> <li>2. Lack of alignment between management remuneration and long-term shareholder interests (e.g., the manager cannot see any component of remuneration linked to total shareholder return or ROE (return on equity)/ROIC (return on invested capital); while targets based on absolute operating profit can incentivise M&amp;A even if value destructive).</li> <li>3. Excessive group cross-shareholdings (worth more than total market cap) and inefficient balance sheet structure.</li> <li>4. Potential conflicts of interests with Toyota Motor (relevant for Director especially).</li> <li>5. Lack of proactivity in shareholder returns, including relative to other major Toyota Group companies which have been active in share buybacks. The manager has discussed our views on the unnecessary dividend cut in FY20 in previous correspondence and would like to see a commitment to sustainable dividend growth. The manager encouraged by the meeting with Mr XYZ and hope to see developments in the above areas in the coming years.</li> </ol>	2.6%	Passed	<p>The manager continues to monitor and engage Toyota Industries for changes in its governance practices. The stock performed well in Q2 (+29%) as investors began to anticipate future governance improvements, but changes to date have been limited.</p>
<b>Philips</b>	09/05/2023	Approve Discharge of Management	Abstain	<p>Mondrian abstained from Item 2.e. They believe that the dismissal of the former CEO is justified (the business has clearly</p>	2.4%	Fail; the majority of shareholders voted	<p>The manager continues to monitor and discuss this with the company.</p>

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		ment Board		struggled operationally), but do not believe it is in shareholders' interests to vote against the discharge of the Board of Management, including current management, who are focused on the turnaround.  Mondrian’s Proxy Voting Committee noted that this issue arose because the vote to discharge the former CEO and the vote to discharge the management board were bundled together. Given the discharge of the current management board members warrants approval, the Committee therefore supported the portfolio manager’s recommendation to abstain and to engage on the matter of bundled contentious votes to avoid this reoccurring.			against this proposal
<b>DuPont de Nemours, Inc.</b>	24/05/2023	Require Independent Board Chair	For	Requiring a separate CEO/Chair role appears to be in shareholders' interests. The presence of an independent chair fosters the creation of a thoughtful and dynamic board that is not dominated by the views of senior management. Although governance at DuPont is solid, this would likely improve it. The lead director role does not seem to be a significant reason to vote against the proposal. The proposal allows for the separation of roles being phased in for the next CEO transition or contract renewal and does not seem overly prescriptive. The manager followed up with the company to notify them of our vote intention and rationale.	1.9%	Fail; the majority of shareholders voted against this proposal	The manager continues to monitor and discuss this with the company.

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**Walter Scott;**

4.18 The next steps for all significant votes are reviewed and approved by the Proxy Voting and Engagement Group. Any potential learnings from Walter Scott’s significant votes are then taken into account for periodic reviews of Walter Scott’s Proxy Voting Policy.

<b>Issuer Name</b>	<b>Vote Date</b>	<b>Proposal Text</b>	<b>Vote Instruction</b>	<b>Vote Commentary / Rationale</b>	<b>If the vote was against management, was the intention communicated to the company</b>	<b>Why is this vote considered significant?</b>	<b>Size of the holding as at Vote Date</b>	<b>Outcome of the vote</b>
<b>Microsoft</b>	07/12/2023	Report on Risks of Operating in Countries with Significant Human Rights Concerns	For	The manager supported this shareholder proposal. Operating in human rights hotspots does pose significant risk and if Microsoft does already conduct all the relevant due diligence assessments, then publishing a report would indeed be in the best financial interest of shareholders. The company has a number of general principles in place, but it would be good to see how these principles are applied in practice.	The manager informed the company of their voting decision and rationale after the vote.	Vote against management's recommendation	3.7%	Pass
<b>O'Reilly Automotive</b>	18/05/2023	Shareholder proposal : Require Independent Board Chair	For	The manager supported this proposal based on the view that a separate CEO and independent Chair at O'Reilly Automotive would better enable the board to provide independent oversight.	The manager informed the company of our voting decision and rationale after the vote.	Vote against management's recommendation	1.1%	Fail
<b>Illumina</b>	25/05/2023	Elect Management Nominee Director	For	Following discussions with company management and board members, the manager supported the re-election of the chair to allow the board to effect any changes on their own terms. This proposal subsequently failed at the AGM with the Chair not being re-elected to the Board.	n/a	Case-by-case identification of significant vote with management due to potential impact on long-term interests of shareholders	0.9%	Fail

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**Walter Scott (continued):**

<b>Issuer Name</b>	<b>Vote Date</b>	<b>Proposal Text</b>	<b>Vote Instruction</b>	<b>Vote Commentary / Rationale</b>	<b>If the vote was against management, was the intention communicated to the company</b>	<b>Why is this vote considered significant?</b>	<b>Size of the holding as at Vote Date</b>	<b>Outcome of the vote</b>
<b>Illumina</b>	25/05/2023	Elect Dissident Nominee Director	Against	In line with our rationale for supporting the re-election of the Director, the manager opposed a shareholder proposal to elect dissident nominee Director. Their election was subsequently approved at the AGM.	n/a	Case-by-case identification of significant vote with management due to potential impact on long-term interests of shareholders	0.9%	Pass
<b>Illumina</b>	25/05/2023	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Following discussions with company management and board members, the manager supported the remuneration proposal, as they were comfortable with the limited termination protections for the special award. This proposal subsequently failed at the AGM	n/a	Case-by-case identification of significant vote with management due to potential impact on long-term interests of shareholders	0.9%	Fail

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**SSGA All World Developed Equity**

4.19 SSGA do not communicate their vote in advance to the company, so any votes against management were not communicated ahead of the vote.

4.20 Where appropriate SSGA will contact the company to explain its voting rationale and conduct further engagement.

4.21 Where determined appropriate by the manager they will contact the company to conduct any next steps.

<b>Issuer Name</b>	<b>Vote Date</b>	<b>Proposal Text</b>	<b>Vote Instruction</b>	<b>Vote Commentary / Rationale</b>	<b>Why is this vote considered significant?</b>	<b>Size of the holding as at Vote Date</b>	<b>Outcome of the Vote</b>
<b>Microsoft Corporation</b>	07-Dec-23	Report on Climate Change	Against	SSGA voted AGAINST the proposal as the company's disclosures related to climate change are aligned with SSGA's guidance.	Compensation	4.9%	Fail
<b>Microsoft Corporation</b>	24-May-23	Advisory Vote to Ratify Named Executive Officers' Compensation	For	In the absence of significant concerns, this proposal merits support.	Director Election	2.5%	Pass
<b>Amazon.com, Inc.</b>	24-May-23	Facility Safety	For	This proposal merits support as the company's disclosures related to facility safety could be enhanced.	Director Election	2.5%	Fail
<b>Amazon.com, Inc.</b>	24-May-23	Establish Environmental/Social Issue Board Committee	Against	This item does not merit support due to concerns with the terms of the proposal.	Director Election	2.5%	Fail
<b>Amazon.com, Inc.</b>	24-May-23	Report on Climate Change	Against	SSGA voted AGAINST the proposal as the company's disclosures related to climate change are aligned with SSGA's guidance.	Compensation	2.5%	Fail

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**SSGA Smart Beta**

4.22 SSGA do not communicate their vote in advance to the company, so any votes against management were not communicated ahead of the vote.

4.23 Where appropriate SSGA will contact the company to explain its voting rationale and conduct further engagement.

4.24 Where determined appropriate by the manager they will contact the company to conduct any next steps.

<b>Issuer Name</b>	<b>Vote Date</b>	<b>Vote Instruction</b>	<b>Proposal Text</b>	<b>Vote Commentary / Rationale</b>	<b>Why is this vote considered significant ?</b>	<b>Size of the holding as at Vote Date</b>	<b>Outcome of the vote</b>
<b>Microsoft Corporation</b>	07-Dec-23	Against	Report on Climate Risk in Retirement Plan Options	SSGA voted AGAINST the proposal as the company's disclosures related to climate change are aligned with SSGA's guidance.	SH - Environmental Proposal	3.7%	Fail
<b>Costco Wholesale Corporation</b>	18-Jan-24	Against	Issue Audited Report on Fiduciary Relevance of Decarbonization Goal	This proposal does not merit support as the company's disclosures pertaining to climate change are reasonable.	SH - Environmental Proposal Compensation	2%	Fail
<b>Broadcom Inc.</b>	03-Apr-23	Against	Advisory Vote to Ratify Named Executive Officers' Compensation	This proposal does not merit support due to pay for performance concerns.	Compensation	1.5%	Fail
<b>Marathon Petroleum Corporation</b>	26-Apr-23	Against	Report on Asset Retirement Obligation	SSGA voted AGAINST the proposal as the company's disclosures on this item are in line with market standards.	SH - Environmental Proposal	1.2%	Fail
<b>Marathon Petroleum Corporation</b>	26-Apr-23	Against	Report on Just Transition	SSGA voted AGAINST the proposal as the company's disclosures related to climate change are aligned with SSGA's guidance.	SH - Environmental Proposal	1.2%	Fail



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**Van Berkom US Small Cap**

4.25 Van Berkom do not communicate their vote in advance to the company, so any votes against management were not communicated ahead of the vote.

<b>Issuer Name</b>	<b>Vote Date</b>	<b>Proposal Text</b>	<b>Vote Instruction</b>	<b>Vote Commentary / Rationale</b>	<b>Why is this vote considered significant ?</b>	<b>Size of the holding as at Vote Date</b>	<b>Outcome of the vote</b>	<b>Next steps, including whether the asset manager intends to escalate stewardship efforts</b>
<b>Maximus Inc.</b>	11/03 /2024	Shareholder Proposal Regarding Third-Party Assessment of Freedom of Association	Against	The manager agrees with the Board on this matter. The company has in place strong labour practices and policies, further supported by the solid results from its employee engagement program and surveys.	The manager looks for best governance and industry practices.	2.8%	Failed – Shareholders voted against this Shareholder proposal – in line with our vote	No further action needed on the manager’s part, since they voted against this Shareholder proposal and in line with the Board’s recommendation, and the final outcome was in line with the manager’s vote.
<b>Houlihan Lokey Inc</b>	20/09 /2023	Elect Director	Against	The manager believes the company should seriously reconsider its dual class structure to be more aligned with best governance practices.	The manager strongly believes that the company should move away from its current dual class structure and toward a more shareholder-friendly, single class of shares, consistent with best governance practices	2.7%	Board recommendation was approved	The manager will continue to maintain a constructive dialogue with management on this issue in 2024 and clearly express our views.

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**APPENDIX I – ENGAGEMENT POLICY IMPLEMENTATION STATEMENT  
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**Van Berkom US Small Cap (continued)**

<b>Issuer Name</b>	<b>Vote Date</b>	<b>Proposal Text</b>	<b>Vote Instruction</b>	<b>Vote Commentary / Rationale</b>	<b>Why is this vote considered significant ?</b>	<b>Size of the holding as at Vote Date</b>	<b>Outcome of the vote</b>	<b>Next steps, including whether the asset manager intends to escalate stewardship efforts</b>
<b>Tempur Sealy International Inc</b>	05/11/2023	Advisory Vote on Executive Compensation	Against	The manager decided to vote against the executive compensation plan for the following three reasons: i) the company's CEO is overpaid in terms of total compensation versus peers and other high-quality companies of its size (based on market cap and revenues); ii) the company's board decided to adjust its EBITDA target for 2022 and add back an amount to reflect the very difficult macroeconomic environment (outside of management control) that unfolded in 2022, for the purpose of determining the percentage of the target bonus earned by management. The manager disagrees with such adjustment, as this is a cyclical business that is bound to experience some periods of softness; iii) the adj. EBITDA metric is used for both annual cash bonuses and the long-term stock compensation plan with a very significant weight attributed to it for both the annual bonus and the long-term stock compensation plan.	Reasonable management compensation aligned with long-term shareholder's interests is a core component of sound governance practices. The manager believes that the CEO's compensation scheme is excessive.	2.1%	Board recommendation was approved	The manager will continue to maintain a constructive dialogue with management on this issue in 2024 and clearly express their views.

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**Van Berkom US Small Cap (continued)**

<b>Issuer Name</b>	<b>Vote Date</b>	<b>Proposal Text</b>	<b>Vote Instruction</b>	<b>Vote Commentary / Rationale</b>	<b>Why is this vote considered significant ?</b>	<b>Size of the holding as at Vote Date</b>	<b>Outcome of the vote</b>	<b>Next steps, including whether the asset manager intends to escalate stewardship efforts</b>
<b>Universal Health Services, Inc.</b>	17/05 /2023	Frequency of Advisory Vote on Executive Compensation		Vote: 1 year. The manager believes that shareholders should weigh in and be provided with the opportunity to approve or disapprove Executive compensation every year, consistent with best governance and industry practices.	The manager looks for best governance and industry practices.	1.2%	Board recommendation was approved	The manager will continue to maintain a constructive dialogue with management on this issue in 2024 and clearly express their views.

**Principal International Small Cap Equity\***

4.26 Principal International do not communicate their vote in advance to the company, so any votes against management were not communicated ahead of the vote.

<b>Issuer Name</b>	<b>Vote Date</b>	<b>Proposal Text</b>	<b>Vote Instruction</b>	<b>Vote Commentary / Rationale</b>	<b>Why is this vote considered significant?</b>	<b>Size of the holding as at Vote Date</b>	<b>Outcome of the vote</b>	<b>Next steps, including whether the asset manager intends to escalate stewardship efforts</b>
<b>Verallia SA</b>	25/04 /2023	16 - Approve Compensation of Chairman and CEO from January 1, 2022, until May 11, 2022	Against	A vote AGAINST the remuneration report of Chairman/CEO (Item 16) is warranted because: The 2021-2023 LTIP granted during his time in office as executive officer does not appear to have been prorated; The performance and vesting periods of the LTIP vesting during FY23 are not deemed long-term oriented.	While the manager encourages stock-based compensation plans to promote better alignment of incentives for management with shareholders, these compensation packages must be reasonable and appropriately prorated while aligning with long term incentives.	0.5%	Pass	The manager has since exited the company for fundamental reasons.

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**Principal International Small Cap Equity (continued)**

<b>Issue Name</b>	<b>Vote Date</b>	<b>Proposal Text</b>	<b>Vote Instruction</b>	<b>Vote Commentary / Rationale</b>	<b>Why is this vote considered significant?</b>	<b>Size of the holding as at Vote Date</b>	<b>Outcome of the vote</b>	<b>Next steps, including whether the asset manager intends to escalate stewardship efforts</b>
<b>Vallourec SA</b>	25/05/2023	11 - Approve Company's Climate Transition Plan	For	<p>VOTE RECOMMENDATION A vote FOR is warranted but not without concerns as:</p> <ul style="list-style-type: none"> <li>• The company does not commit to be net zero by 2050;</li> <li>• The company has already met its short term targets;</li> <li>• The company relies significantly on offsets linked to CO2 sequestration that at best neutralize their GHG emissions and/or have yet to prove business efficient; and</li> <li>• The company has not committed to submit another Say on Climate in future AGMs.</li> </ul> <p>Support is warranted because:</p> <ul style="list-style-type: none"> <li>• It is acknowledged that the company explores opportunities with regards to its climate transition plan;</li> <li>• Short term targets have been SBTi-validated;</li> <li>• The company has developed in 2022 scope 3 targets for 2030 and 2035;</li> <li>• There is a good level of disclosure.</li> </ul>	<p>The manager applauds oil and gas companies that provide additional transparency when it comes to their climate transition plans. Vallourec is putting its climate transition related ambitions to a shareholder advisory vote which ultimately gives shareholders the power to weigh in on the plan.</p>	0.5%	Pass	The manager continues to hold the company and engage with them on their goals for the company.

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**Principal International Small Cap Equity (continued)**

<b>Issuer Name</b>	<b>Vote Date</b>	<b>Proposal Text</b>	<b>Vote Instruction</b>	<b>Vote Commentary / Rationale</b>	<b>Why is this vote considered significant?</b>	<b>Size of the holding as at Vote Date</b>	<b>Outcome of the vote</b>	<b>Next steps, including whether the asset manager intends to escalate stewardship efforts</b>
<b>Kleppierre SA</b>	11/05 /2023	30 - Approve Company's Climate Transition Plan (Advisory)	For	<p>A vote FOR the company's climate transition plan is warranted although it raises some concerns:</p> <ul style="list-style-type: none"> <li>• The company does not provide reduction emission targets in absolute terms but only in carbon intensity.</li> <li>• The trajectory of Scope 3 emissions is understandable only after reviewing the company's disclosure related to scope 3 emissions presented in the previous URDs and non-financial data reports.</li> <li>• The company provides limited disclosure on CapEx relative to the climate risk management.</li> </ul> <p>The main reasons for support are:</p> <ul style="list-style-type: none"> <li>• The company has committed to a neutral carbon portfolio by 2030.</li> <li>• The carbon trajectory to reduce Scopes 1 and 2 emissions, and Scope 3 for downstream leased assets was validated by the SBTi as aligned with a 1.5°C scenario.</li> <li>• The management board intends to bring this consultation back to shareholders at mid-term in its plan, i.e., at the 2027 plan.</li> </ul>	The manager applauds companies providing additional transparency when it comes to their climate transition plan. Kleppierre is putting its ambition and objectives in the fight against climate change to a shareholder vote which ultimately gives shareholders the power to weigh in on the plan.	0.4%	Pass	The manager has since exited the company for fundamental reasons.

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**Principal International Small Cap Equity (continued)**

<b>Issuer Name</b>	<b>Vote Date</b>	<b>Proposal Text</b>	<b>Vote Instruction</b>	<b>Vote Commentary / Rationale</b>	<b>Why is this vote considered significant?</b>	<b>Size of the holding as at Vote Date</b>	<b>Outcome of the vote</b>	<b>Next steps, including whether the asset manager intends to escalate stewardship efforts</b>
<b>Capstone Copper Corp.</b>	03/05 /2023	6 - Re-approve Incentive Stock Option and Bonus Share Plan	Against	Based on evaluation of the estimated cost, plan features, grant practices, and overriding negative factors using the Equity Plan Score Card (EPSC), vote AGAINST this stock option plan, primarily because the plan's estimated cost is excessive.	While the manager encourages stock-based compensation plans to promote better alignment of incentives for management with shareholders, these compensation packages must be reasonable and not overly burden the shareholders.	0.3%	Pass	The manager has since exited the company for fundamental reasons.
<b>MERLIN Properties SOCI MI SA</b>	26/04 /2023	5.4 – Re-elect Director	For	A vote FOR Director is warranted. Our standard policy guidelines recommended voting AGAINST Directors re-election as it objected to the current board not meeting the domestic gender diversity recommendation level of 50%. Merlin has 48% female representation, not 50%, but the independent up for re-election has the most experience. They have overseen the audit for 4 years, has long investment experience.	The manager considers this vote to be significant as they recognize the need for a standard policy that works towards improving the diversity of thought on boards but they recognize that in the ultimate best interest of shareholders there are situations where they need to diverge from their standard policy.	0.1%	Pass	Management continues to look for qualified candidates.

**DWS Global Infrastructure**

4.27 Details of significant votes have been requested from DWS Global Infrastructure by GSAM, on behalf of the Trustees DWS Global Infrastructure has been unable to provide details of its significant votes as they have flagged that significant vote details are not public information for the UCITs fund that the Scheme is invested in.

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#### Prudential Global Real Estate

4.28 Prudential do not communicate their vote in advance to the company, so any votes against management were not communicated ahead of the vote.

4.29 All vote outcomes failed.

Issuer Name	Vote Date	Proposal Text	Vote Instruction	Vote Commentary / Rationale	Size of the holding as at Vote Date	Next steps, including whether the asset manager intends to escalate stewardship efforts
<b>Sun Communities</b>	16/05/2023	Elect Directors	Against	The company has historically failed to align pay with performance.	2.1%	ongoing dialogue with management
<b>Americold Realty Trust</b>	5/16/2023	Elect Director	Against	Vote manually if a director serves on a total of 4 public company boards. Glass Lewis recommends voting Against or Abstain.	2.0%	ongoing dialogue with management
<b>Public Storage</b>	02/05/2023	Shareholder Proposal Regarding GHG Targets and Alignment with Paris Agreement	For	The manager reviewed the proposal and believe it is in-line with their proxy voting policy and is in the best interest of shareholders.	1.7%	Continue to monitor PSA Sustainability report for progress and ongoing dialogue with management
<b>Swire Properties</b>	09/05/2023	Elect Director	Against	Glass Lewis recommends voting Against or Abstain. Rationale: Director, being the chair of audit committee, called less four meeting in last FY. Swire Prop's major shareholder have a big influence at the board with 82% shareholding and low 38% board independence. An active audit committee is important for monitoring purpose.	0.5%	ongoing dialogue with management
<b>National Storage Affiliates Trust</b>	5/22/2023	Elect Director	Against	The board is not sufficiently independent. Glass Lewis recommends voting Against or Abstain.	0.3%	ongoing dialogue with management

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**Wellington Management Company, LLP**

4.30 Wellington Management Company, LLP do not track whether their votes are communicated in advance to the company. GSAM, on behalf of the Trustees, requested this information.

4.31 Wellington Management Company, LLP do not track vote outcomes. GSAM, on behalf of the Trustees, requested this information.

Issuer Name	Vote Date	Proposal Text	Vote Instruction	Vote Commentary / Rationale	Why is this vote considered significant?	Approximate size of the holding as at the date of the vote	Next steps, including whether the asset manager intends to escalate stewardship efforts
Tencent Holdings Ltd.	03/01/2024	Authority to Issue Shares w/o Preemptive Rights	Against	Issue price discount not disclosed	Vote against management; holdings	3.4%	Potentially enhance company engagement
Samsung Electronics	3/20/2024	Elect Director	Against	Board independence/composition; Related party transactions		3.1%	
Tata Motors Ltd.	8/8/2023	Elect Director	Against	Overboarded director		1.7%	
ICICI Bank Ltd.	8/30/2023	Elect Director	Against	Overboarded director		1.6%	
Grupo Financiero Inbursa S A De C V	4/1/2024	Approval of Merger of Financial Entity	Abstain	<i>Insufficient information provided</i>		0.3%	



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**Axiom Investors**

4.32 Axiom Investors do not communicate their vote in advance to the company, so any votes against management were not communicated ahead of the vote.

4.33 Axiom Investors do not track vote outcomes. GSAM, on behalf of the Trustees, requested this information.

<b>Issuer Name</b>	<b>Vote Date</b>	<b>Proposal Text</b>	<b>Vote Instruction</b>	<b>Vote Commentary / Rationale</b>	<b>Why is this vote considered significant?</b>	<b>Approximate size of the scheme's holding as at the date of the vote</b>	<b>Next steps, including whether the asset manager intends to escalate stewardship efforts</b>
<b>Larsen &amp; Toubro Limited</b>	09/08/2023	Re-elect Director	Against	A vote AGAINST the following nominees is warranted because: - The board independence norms are not met (after our reclassification) and the named Directors are non-independent director nominees. - One of the director's failed to attend at least 75 percent of board and committee meetings in the most recent fiscal year, without a satisfactory explanation.	The manager voted against the re-election of then Director at Larsen & Toubro. Their decision was driven by concerns surrounding the lack of independence and the chairman's failure to attend at least 75% of Board and committee meetings in the most recent fiscal year.	3.2%	Following that vote, the manager observed positive developments within the company. The appointment of the named Director as Chairman & CEO is a notable step towards addressing our concerns. The manager is optimistic that the new leadership will foster increased engagement with fellow Directors and shareholders. While the manager acknowledges that the combination of the Chairman and CEO roles does not fully alleviate our independence concerns, it is encouraging to learn that the company is actively considering the separation of these roles upon nominating an additional member to the Board. This

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							forthcoming move reflects a commitment to enhancing governance practices and aligning with shareholder expectations. The manager remains engaged and looks forward to continued progress in fortifying the company's governance structure.
<b>Grupo Mexico S.A.B. de C.V.</b>	28/04/2023	Elect and/or Ratify Directors; Verify Independence of Board Members; Elect or Ratify Chairmen and Members of Board Committees	Against	A vote AGAINST this item is warranted because: - The names of the director candidates are not disclosed. - The company has bundled the election of directors into a single voting item. - Undisclosed bundled director election proposals disenfranchise shareholders voting by proxy; and -The company is not aligned with investor expectations on Net Zero by 2050 targets and commitments.	The manager voted against the election of Directors at Grupo given not only the lack of disclosures regarding the bundling of Director nominations in a single voting item, but also because the company had not been aligned with investor expectations on Net Zero by 2050 targets and commitments.	1.0%	The manager has since engaged with the management team's ESG efforts via the Climate Action 100+ Group to which the company has responded by enhancing a path to Net Zero. Since then, Grupo Mexico scores according to Climate Action 100+ have improved from 'No' to a 'Partial' on Indicator 1: Net Zero GHG Emissions by 2050 (or sooner) Ambition; Indicator 2: Long-term (2036-2050) GHG Reduction Target(s); and Indicator 5: Decarbonization Strategy.

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<b>Issuer Name</b>	<b>Vote Date</b>	<b>Proposal Text</b>	<b>Vote Instruction</b>	<b>Vote Commentary / Rationale</b>	<b>Why is this vote considered significant?</b>	<b>Approximate size of the scheme's holding as at the date of the vote</b>	<b>Next steps, including whether the asset manager intends to escalate stewardship efforts</b>
<b>Anglo American Plc</b>	26/04/2023	Re-elect Director	Against	A vote AGAINST the incumbent chair of the committee responsible for climate risk oversight, Director, is warranted because the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. A vote FOR the remaining director nominees is warranted.	The manager voted against the re-election of Director as Anglo American. Director, the incumbent chair of the committee responsible for climate risk oversight, faced our dissent due to a perceived lack of alignment with the imperative of achieving Net Zero by 2050.	1.0%	The manager's engagement efforts with the company, initiated in late 2Q23, have yielded positive outcomes. During discussions with the CEO, the manager received an update on the company's commitment to becoming Carbon Neutral by 2040. This commitment is underpinned by science-based targets, including substantial investments in renewable energy sourcing and an accelerated adoption of battery-run trucks within its mining operations. These strategic initiatives demonstrate a proactive approach to addressing climate-related risks and aligning corporate strategies with the imperative of achieving Net Zero by 2050. While the manager voted against Director re-election based on their concerns at the time, the manager

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							acknowledges and appreciates the company's responsiveness to investor expectations and its commitment to sustainable practices. The manager remains actively engaged and looks forward to continued progress in meeting and exceeding environmental targets.
<b>Reliance Industries Ltd.</b>	28/08/2023	Re-elect Director	Against	A vote AGAINST the incumbent members of the committee responsible for climate risk oversight, Director and Director, is warranted because the company is not aligned with investor expectations on Net Zero by 2050 targets and commitments. A vote FOR Director is warranted at this time.	The manager voted against the re-election of Board members Director and Director as part of the most recent annual shareholder meeting. Their decision was rooted in their focus on aligning corporate strategies while mitigating climate-related risks. As incumbent members of the committee responsible for climate risk oversight, the manager found that their positions were not adequately aligned with the pressing need for Net Zero by 2050 targets and commitments.	1.0%	The manager's view is that the recent improvements in the Board structure, bringing governance practices more in line with global peers, signify a tangible step toward ensuring long-term sustainability. Furthermore, recent disclosures suggest that the company's increased consideration of risks tied to greenhouse gas emissions, toxic effluents, and potential occupational accidents in operations has resulted in a more moderate risk profile from a sustainability standpoint.

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**JO Hambro**

- 4.34 All vote outcomes were passed.
- 4.35 As next steps the manger will continue to vote against issues that are not in line with best practice.

<b>Issuer Name</b>	<b>Vote Date</b>	<b>Proposal Text</b>	<b>Vote Instruction</b>	<b>Vote Commentary / Rationale</b>	<b>If the vote was against management, was the intention communicated to the company ahead of the Vote?</b>	<b>Why is this vote considered significant?</b>	<b>Size of the holding as at Vote Date</b>
<b>Tencent Holdings Limited</b>	17/05/2023	Approve Issuance of Equity or Equity-Linked Securities without Pre-emptive Rights	Against	A vote AGAINST this resolution is warranted given that the company has not specified the discount limit for issuances of shares for cash consideration and issuances for non-cash consideration.	No	The level of discounts for issuance is important to approve equity issuance, and issuance without Pre-emptive rights could dilute voting rights.	7.1%
<b>CEMEX SAB de CV</b>	22/03/2024	Elect Director	Against	A vote AGAINST Director (Item 5.G) is warranted because the director serves on more than five (5) public company boards and is, therefore, considered over boarded under ISS policy guidelines. A vote FOR the remaining nominees is warranted because: -The company has disclosed the names of the director nominees; and - The proposed board is at least one-third independent	Yes	Over boarding has the potential of affecting the effectiveness of the board.	3.0%

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				and contains at least two independent members, meeting the growing expectations of institutional shareholders.			
<b>Xinyi Energy Holdings Limited</b>	02/06/2023	Approve Issuance of Equity-Linked Securities without Pre-emptive Rights	Against	A vote AGAINST these resolutions is warranted for the following: - The aggregate share issuance limit is greater than 10 percent of the relevant class of shares for issuance for cash and non-cash consideration. -The company has not specified the discount limit for issuance for cash and non-cash consideration.	No	This has the potential to dilute voting rights. The level of discounts for issuance is important to approve equity issuance, and issuance without Pre-emptive rights could dilute voting rights.	0.7%
<b>Megacable Holdings SAB de CV</b>	27/04/2023	Elect or Ratify Directors, Secretary and their Respective Alternates	Against	A vote AGAINST the election of the board (Item 8) is warranted because: -The proposed board is 17-percent independent under ISS policy, failing to meet the growing expectations of international institutional shareholders; and - The company has bundled	No	The level of independent director is too low which may affect effective decision making and governance.	0.5%

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				the election of directors into a single voting item. A vote AGAINST the classification of independent directors (Item 9) is also warranted because two of the company's independent director nominees have served on the board for 12 or more years and have therefore, been deemed non-independent under ISS policy.			
<b>Xinyi Solar Holdings Limited</b>	02/06/2023	Authorize Reissuance of Repurchased Shares	Against	A vote AGAINST these resolutions is warranted for the following: - The aggregate share issuance limit is greater than 10 percent of the relevant class of shares for issuance for cash and non-cash consideration. - The company has not specified the discount limit for issuance for cash and non-cash consideration.	Yes	Discount limit is important for reissuance of shares.	0.34%