

Vivendi 2008 Deferred Member's Scheme

Annual Engagement Policy Implementation Statement to 30 November 2024

1. Introduction

This statement sets out how, and the extent to which, the Statement of Investment Principles ("SIP") produced by the Trustee has been followed during the 12-month period to 30 November 2024 (the "**Scheme Year**"). This statement has been produced in accordance with The Pension Protection Fund (Pensionable Service) and Occupational Pension Schemes (Investment and Disclosure) (Amendment and Modification) Regulations 2019 (as amended) and the guidance published by the Pensions Regulator.

The statement is based on, and should be read in conjunction with, the relevant SIP that was in place for the Scheme Year, which was the SIP dated January 2021 (covering the period between December 2023 and April 2024) and the SIP dated May 2024 (covering the period between May 2024 and November 2024). An online version of the SIP can be found [here](#).

2. Statement of Investment Principles

2.1. Trustee Investment Objective

The Trustee's primary investment objectives for the Scheme are the following:

- To pay the Scheme member's benefits as and when they fall due and avoid any reduction in benefits if possible;
- To improve the funding level of the Scheme with the aim of achieving and maintaining 100% funding on the Technical Provisions basis, with the view to the Scheme ultimately becoming solvent in the event of a winding-up;
- To achieve the above objectives, the recovery plan agreed for the 30 November 2020 actuarial valuation requires a return of 1.8% p.a. above gilts, while seeking to invest in a way consistent with the required return and mitigate the volatility of the Scheme's technical provisions funding level. ;
- To avoid new direct self-investment where practicable;
- To maintain sufficient flexibility in the Scheme's investment structure to allow changes to be efficiently made as required in the future;
- To set and monitor appropriate benchmarks and performance targets for the investment managers; and
- To pay due regard to the interests of the Sponsoring Employer in relation to the funding of the Scheme.

The Trustee also ensures that their investment objectives and the resultant investment strategy are consistent with the actuarial valuation methodology and assumptions used in the Statutory Funding Objective (on a Technical Provisions basis).

2.2. Investment Strategy

Given the nature of the liabilities, the investment time horizon of the fund is potentially long term (i.e. several decades), although opportunities for risk transfer (e.g. by purchase of bulk annuities) could reduce the time horizon materially.

The Trustee expects to achieve a return in excess of the level assumed by the Scheme Actuary for Technical Provisions, except to the extent that investment gains to date may allow the Trustee to pursue a lower risk, lower return strategy while still expecting to meet the Scheme's funding targets.

Further details in relation to the investment strategy are set out in the latest SIP.

The Trustee and the Sponsoring Employer are comfortable that the expected return on assets is sufficient to comfortably support the discount rate.

2.3. Review of the Statement of Investment Principles

During the Scheme Year, the SIP was reviewed to reflect the 2020 actuarial valuation and the inclusion of the Trustee's definition of significant votes for the stewardship monitoring purposes.

2.4. Policy on ESG, Stewardship and Climate Change

The Trustee understands that they must consider all factors that have the potential to impact upon the financial performance of the Scheme's investments over the appropriate time horizon. This includes, but is not limited to, environmental, social and governance (ESG) factors.

The Scheme's SIP includes the Trustee's policies on ESG factors, stewardship and Climate Change. The ESG policies were last reviewed in April 2024 and the Trustee keeps their policies under regular review.

The Trustee have concluded that the decision on how to exercise voting rights should be left with their investment managers, who will exercise these rights in accordance with their respective published corporate governance policies. This includes, but is not limited to, decisions surrounding the selection, retention and realisation of investments within their mandates.

3. Scheme's Investment Structure

The Scheme's assets are invested in pooled funds. The current investment managers (as at 30 November 2024) are:

Investment Manager	Asset Class	Mandate Objective
Insight Investment Management (Global) Limited	Liability Driven Investment	To hedge 100% of the Scheme's total Technical Provisions liabilities against changes in interest rates and inflation expectations
Ruffer LLP	Diversified Growth Fund	Does not target a specific level of returns but aim to preserve and generate capital growth over the medium to long term

Investment Manager	Asset Class	Mandate Objective
Man AHL	Diversified Growth Fund	Does not target a specific level of returns but aim to preserve and generate capital growth over the medium to long term
Newton Investment Management Limited	Diversified Growth Fund	Exceed a cash-based benchmark by a specified amount (SONIA + 3.3% p.a.)
Nordea Limited	Diversified Growth Fund	Exceed a cash-based benchmark by a specified amount (SONIA + 3.3% p.a.)

These investments are expected to outperform the Liability Benchmark over the longer term.

4. Engagement Activity

The Trustee engages with existing managers on ESG issues through (amongst other things) regular meetings and periodic correspondence and will monitor investment manager engagement activity (such as voting) at least annually. The Trustee will consider ESG factors as part of the selection of any new investment manager based on information and advice provided by their investment advisors.

The Trustee received details of relevant engagement activity for the Scheme Year from each of the Scheme's investment managers, covering a wide range of different issues, including ESG factors.

- **Insight** engaged regularly Deutsche Bank AG as part of its counterparty engagement programme. Insight discussed several environmental and social issues, including the bank's alignment with the Greenhouse Gas (GHG) Protocol. The issuer scored towards the middle of the pack and was weaker than several of its European peers.
 - o Insight were keen to understand how the issuer is approaching assessment of client transition plans as the manager highlighted there is currently no escalation pathway defined for lack of progress in their approach. The bank has implemented a structured governance process to manage the environmental and social risks associated with transactions. For example, the Group Carbon Forum was implemented to discuss any transactions over a certain amount for the sectors they have decarbonisation targets for. The forum monitors client engagements and assesses projected decarbonisation against the bank's sector-based targets.

In relation to why the issuer's fracking exclusions only include projects located in areas of extremely high-water stress, the issuer highlighted this was due to fracking being very water-intensive. However, Insight wanted to ascertain whether the issuer would expand this to all fracking projects, in line with several peers. The issuer mentioned they are keen to retain this wording due to the ongoing war between Russia and Ukraine, due to energy security concerns. The issuer flagged this does not mean that the other types of projects are automatically given the go-ahead – each project in sensitive activities will be assessed individually.

The issuer has made some good progress in terms of ESG since the first iteration of the counterparty questionnaire. Following Insight's discussions, the manager issued a feedback report to the issuer highlighting Insight's recommendations, which included reporting facilitated

emissions across material sectors, implementing an escalation pathway for clients who do not meet the issuer's decarbonisation requirements, enhancing the Environmental and Social Policy Framework by implementing financing exclusions for oil and gas projects, broadening shale oil exclusions, and considering the implementation of revenue generation thresholds for Arctic oil and gas and tar sands. Additionally, Insight recommended disclosing how the bank is integrating its natural capital assessment in funding decisions.

- **Man Group** does not engage with companies at a strategy level for the Man AHL TargetRisk strategy, given the fund does not trade single name stocks.
- **Nordea** engaged with several companies regarding a number of topics. Engagement focused primarily on environmental issues such as climate change, emissions' reductions and decarbonisation, social issues such as supply chain regulation and access provision to essential healthcare services and medicines and governance concerns such as diversity.

Examples of engagements conducted by Nordea are listed below:

- o Nordea engaged with **Merck & Co., Inc.**, a global pharmaceutical and life science company, on providing access to essential healthcare services and medicines, as well as equity issues in biopharma products. Merck is renowned for its diverse portfolio spanning prescription medicine, vaccines, biologic therapies and animal health. The company is committed to advancing healthcare by delivering innovative solutions to address unmet medical needs.

Spending on medicine continues to surpass the growth rate of OECD economies. On average, the pharmaceutical sector constitutes one-fifth of health spending in OECD countries. Notably, nine OECD nations contribute to over 80% of global sales in the pharmaceutical industry, with the United States alone representing 45% of this significant share. Global pharmaceutical drug pricing is a complex issue, characterised by country to country pricing frameworks and regulatory mechanisms. Pharmaceutical companies argue that prices are necessary to fund extensive research and development efforts. The flipside of which is access to medications, placing financial burden on patients. Efforts to address this issue by encouraging transparency measures can strike a better balance between innovation and affordability.

Engaging with Merck represents an initial step in Nordea's efforts to improve the governance of access and transparency within the healthcare sector. This lays the foundation for a relationship that the manager anticipates will evolve over time, fostering more accessible pharmaceutical products.

Merck's sustainability efforts are organized across four key areas, with a recent expansion to include improved access to health. For the first time, Merck reported reaching over 500 million people with their products, underscoring their access impact. Merck is furthering its ambition by increasing accountability by incorporating sustainability metrics, such as access to health, and employee metrics into remuneration structures. The alignment of ESG metrics with pay extends across executive leadership, management and the majority of employees. Additionally, Merck has set Science-based targets initiative (SBTi) and net-zero targets, showcasing a dedication to environmental responsibility.

Specifically on access and affordability, Merck has reached two of its 3 goals on measurements on access to health. We encouraged the company to set a more ambitious target, which it seconded that a new target will be published in near future. The engagement also included

discussion on how the firm manages its pricing strategy and balances patent expiry and accessibility. One of the challenges in this collaboration is navigating the balance between fostering innovation and ensuring affordability. This dynamic requires a nuanced understanding and a commitment to ongoing dialogue and collaboration with Merck.

- **Ruffer** engaged with several companies regarding a number of topics. Engagement focused on a broad range of environmental, social and governance issues.

Examples of engagements conducted by Ruffer listed below:

- o Ruffer engaged with **ArcelorMittal**, a global leader in steel production. Ruffer held a meeting with the company's Head of Investor Relations, the ESG Investor Relations Manager and the Vice President, Corporate Communications and Corporate Responsibility on the topics of health and safety as well as climate change. The rationale for this engagement was to understand the company's response to a fatal incident in Kazakhstan; to follow up on the CEO's recent statement on its approach to health and safety; to encourage the widest possible scope for its independent review of safety practices, from governance and oversight to asset-level performance and including contractors and sites where it doesn't have operational control and to ask when a final report or progress update could be expected. ArcelorMittal said its initial response was to provide financial support to the immediate families of the deceased and assist the government of Kazakhstan's investigation into the mine disaster. ArcelorMittal noted that safety performance worsened during the pandemic but had since improved outside the Commonwealth of Independent States. As the appointment of a suitable party to conduct the safety audit was not yet confirmed, the company cautiously suggested a further update by the 2024 AGM. With insights from the company's plant in Belgium, Ruffer understand that operations and activities in highly regulated advanced countries may differ markedly to operations in less developed or differently regulated countries. Pending the results of the investigation and any possible charges, ArcelorMittal could not give further guidance at the time. Ruffer will continue discussions with the company, both individually and collaboratively, and await the independent health and safety review.
 - o Ruffer also engaged with **Coty**, an American multinational beauty company, through a meeting with the Senior Investor Relations team and the Corporate Governance, Securities & Finance team. The goal of the engagement was to clarify aspects of voting recommendations ahead of the AGM, specifically the remuneration policy and board director re-elections; to understand why Director Mariasun Aramburuzabala failed to attend 75% or more of board meetings. On remuneration, contrary to best practice, Coty's Board had decided to award total pay in shares, rather than follow an annual bonus plus long-term incentive plan model. Ruffer agreed it was best practice for the company to cease short-term incentives in favour of resetting the business for the long term. On board attendance, Coty assured Ruffer that Aramburuzabala didn't meet the threshold purely because of hastily arranged special meetings that conflicted with her diary. She was briefed before the meetings and her thoughts shared with the wider board or committee.
- **Newton** engaged with several companies regarding a number of topics. Engagement focused primarily on climate change related issues, remuneration, minority shareholder treatment, opportunities in access to socially sustainable products or services, emissions' reduction and social concerns such as safety, working conditions, employee engagement, diversity and inclusion.
 - o Newton engaged with **Greencoat UK Wind Plc** on governance issues such as strategy and financial reporting. The topic of engagement was how Greencoat UK Wind's share price has been trading at a discount to its net asset value. Currently, the manager's fees are linked to net

asset value which incentivises them to grow the assets in the trust rather than address the share price. Linking the fees to share price would align the manager with shareholders and incentivise them to address the discount. Based on the aforementioned reasons, Newton have been in discussions with the board with the aim of encouraging them to bring management fees in line with the share price. Further, Newton had also voted against the continuation of the trust at the last AGM to signal to the board the materiality of this issue. Consequently, the investment manager sought to engage again with the board on this issue. The board announced a couple of days before the meeting with Newton an update to manager's fees. Going forward, the fees would be based on the lower of market capitalization or net asset value. Newton appreciated the update at the meeting with the company and suggested this should be an incremental positive on addressing the broader discount issue. The board highlighted that it had constructive conversations with the manager (Schroders) and is happy with the simplicity and impact of the new fee terms. Newton is pleased with the update to the fee structure and believe its long-standing conversations played a material role in bringing about this change. Further, the investment manager believes that this change, at one of the leading investment trusts in the UK market, could potentially encourage other investment trusts in the market to consider aligning its manager fees with the share price.

- Newton engaged with **Shell Plc**, on climate change. Planning and actively managing the transition to a low carbon economy for Shell could unlock opportunities and help in preparing their workforce in the earlier stages of a non-linear transition. Shell recently increased its focus back on to fossil fuels after a period of focus on decarbonisation. Workforce management is a critical element of this, with reports of employee dissatisfaction by what was seen as a scaling back on ambitions. Moreover, organisation efficiency is one of the current CEO's top priorities, leading to changes to the workforce. Finally, engagement with stakeholders, notably communities and governments, is critical to preserve shareholder value through a complex transition. Shell established a Sustainability Management Committee to govern transition issues, integrating it into the overall "Powering Progress" strategy. They also updated the website with clear framework and identified stakeholders that Shell engages with. The company has established a governance framework around the transition and integrated this in its general policies. The process undertaken by the company to understand shareholders on this topic is significant, and the result is an approach the company is comfortable with, presenting better much of what it already does. Newton's expectations for 2025 following these engagements will be to discuss the principles and guidance for different stakeholder groups, evidence of implementation, continued partnerships, and metrics for UK Energy Transition Hubs through which Shell is doing a lot of upskilling work. Future feedback will occur in writing before a meeting in the second half of 2025.

Stewardship

- The Trustee is supportive of the UK Stewardship Code (the "Code"). The Trustee expects its managers who are authorised in the UK to comply with the UK Stewardship Code, including public disclosure of support via an external website. As at 30 November 2024 all investment managers were a signatory of the 2020 UK Stewardship Code.
- Over the Scheme Year, the Trustee did not set any investment restrictions on the appointed investment managers in relation to particular products or activities.

5. Voting Activity

Where relevant, the Scheme's investment managers exercise voting rights and undertake engagement (collaborative or other) in accordance with their own corporate governance policy, together with climate change considerations, including escalation procedures to protect investment value. Each relevant

manager provides the Trustee with their policies reporting on voting and engagement activities at least annually. The Trustee did not use the direct services of a proxy voter over the year.

The Trustee considers the significant votes of the underlying holdings of the Scheme annually. The Trustees have decided to consider the following areas of focus for the Scheme, which are aligned with United Nations Sustainable Development Goals (“SGDs”):

- **Climate change:** low-carbon transition and physical damages resilience
- **Human rights:** modern slavery, pay & safety in workforce and supply chains and abuses in conflict zones
- **Diversity, Equity and Inclusion (DEI):** inclusive & diverse decision making

To be deemed a “most significant” vote, the Trustee has set a threshold for the approximate size of the fund’s holding as at the date of the vote at 1% of the fund in question. The Trustee will keep this definition under consideration based on emerging themes within internal discussions and from the wider industry. The Trustee did not inform the investment managers of what they considered to be the most significant votes in advance of voting.

The section below sets out a summary of the key voting activity of the pooled funds for which voting is possible (i.e. funds which include equity holdings) in which the Scheme’s assets were ultimately invested over the financial year. The Scheme’s investments with Insight are fixed income portfolios and these do not carry voting rights. The Man Group AHL’s TargetRisk portfolio, in which the Scheme is invested in, does not hold direct exposure through stocks or bonds, rather exposure is gained through indices and other derivatives, so in that respect the fund does not have any ability to directly influence votes.

Over the Scheme Year, the voting activity on behalf of the Trustee was as follows:

Nordea - GBP Diversified Return Fund

In general, every vote Nordea casts is considered individually on the background of its bespoke voting policy, which the manager has developed in-house based on its own principles.

Voting is supported by an external vendor (Institutional Shareholder Services – henceforth, “ISS”) to facilitate proxy voting, execution and to provide analytic input.

A summary of the voting undertaken over the year to 31 December 2024* is provided below:

- Nordea has voted in 184** meetings of 193 eligible meetings and 2,417 votable proposals.
- Nordea has voted on 95% of resolutions where they were eligible to vote. In around 87% of these votes for proposals, Nordea indicated their support to the companies’ management, while voting against management in around 12% of the proposals and abstaining or withholding less than 1% of the time.

Holding details	Resolution details	How the manager voted	Reason for manager's vote and next steps	Outcome of the vote	Why vote is Significant
<p>Company name: Mastercard Incorporated</p> <p>Approximate size of holding as at date of the vote: 1.46%</p>	<p>Summary of resolution: Report on Gender-Based Compensation and Benefit Inequities</p> <p>Date of vote: 18/06/2024</p>	For	<p>Nordea voted for the shareholder proposal as the manager believes additional disclosure of the company's direct and indirect lobbying related expenditures would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.</p> <p>Nordea will continue to support shareholder proposals on this issue as long as it is needed.</p>	Failed	The Trustees have deemed votes related to DEI and the approximate size of the holding at more than 1% to be a significant vote.
<p>Company name: Alphabet Inc.</p> <p>Approximate size of holding as at date of the vote: 4.74%</p>	<p>Summary of resolution: Publish Human Rights Risk Assessment on the AI-Driven Targeted Ad Policies</p> <p>Date of vote: 07/06/2024</p>	For	<p>Nordea voted for several shareholder resolutions at the Alphabet AGM. This resolution related to an independent human rights assessment on the impacts of AI-Driven Targeted Ad Policies would help shareholders better evaluate the company's management of risks related to the human rights impacts of its targeted advertising policies and practices.</p> <p>Nordea will continue to support shareholder proposals on these issues as long as the company is not showing substantial improvements.</p>	Failed	The Trustees have deemed votes related to Human Rights and the approximate size of the holding at more than 1% to be a significant vote.
<p>Company name: Microsoft Corporation</p> <p>Approximate size of holding as at date of the vote: 4.49%</p>	<p>Summary of resolution: Report on Risks of Operating in Countries with Significant Human Rights Concerns</p> <p>Date of vote: 10/12/2024</p>	For	<p>Nordea supported the proposal as it improves transparency on material ESG issues such as human rights risk.</p> <p>Nordea will continue to support shareholder proposals on this issue as long as it is needed.</p>	Failed	The Trustees have deemed votes related to Human Rights and the approximate size of the holding at more than 1% to be a significant vote.

* Voting information shown is for the one-year period to 31 December 2024 given Nordea could not provide data for the year to 30 November 2024.

** At the time of writing Nordea was still to confirm if 196 meetings is the final value.

Ruffer - Total Return Fund

Ruffer's proxy voting advisor is ISS. Ruffer has developed its own internal voting guidelines, however the firm takes into account issues raised by ISS, to assist in the assessment of resolutions and the identification of contentious issues. Although Ruffer are cognisant of proxy advisers' voting recommendations, they do not delegate or outsource stewardship activities when deciding how to vote on its clients' shares.

A summary of the voting undertaken over the year to 30 November 2024 is provided below:

- Ruffer has voted in 65 meetings of 65 eligible meetings. In these meetings, there were a total of 1,051 votable proposals.
- Ruffer has participated in all of the votable proposals. In around 97% of these votes for proposals, Ruffer has indicated their support to the companies' management, while voting against in around 3% of the proposals.

Due to the low allocation to equities over the twelve months to 30 November 2024, there were no votes that met the threshold corresponding to the approximate size of the fund's holdings as of the voting date, as stipulated by the Trustees. However, two votes are presented that meet the Trustee's focus areas for significant votes.

Holding details	Resolution details	How the manager voted	Reason for manager's vote and next steps	Outcome of the vote	Why Vote is Significant
<p>Company name: Bank of America</p> <p>Approximate size of holding as at date of the vote: 0.14%</p>	<p>Summary of resolution: Energy Transition</p> <p>Date of vote: 24/04/2024</p>	Against	<p>Among the several shareholder proposals at the 2024 AGM, Ruffer voted against ISS recommendation and in line with management for the request of a report on clean energy supply financing ratio. This was because Ruffer believes Bank of America is committed to its Net Zero targets and provides much of the necessary data to support this. While the manager supports enhanced disclosures more broadly, the proponent's required ratio is already available via a third-party (Bloomberg). Hence, in support of greater uniformity within the responsible investing space, Ruffer feels a vote against this proposal was the best option rather than the company itself calculating this ratio with a possibly varying methodology.</p> <p>Ruffer will continue to monitor the company.</p> <p>Ruffer voted against the resolution along with management.</p>	Failed	<p>The Trustees have deemed votes related to Climate Change however the approximate size of the holding was less than 1% to be considered a significant vote.</p>

<p>Company name: Glencore</p> <p>Approximate size of holding as at date of the vote: 0.29%</p>	<p>Summary of resolution: Energy Transition</p> <p>Date of vote: 29/05/2024</p>	For	<p>Ruffer elected to approve Glencore's 2024-2026 Climate Action Transition Plan. Ruffer considers the plan to overall represent an improvement on the prior report, while acknowledging the uncertainty regarding the acquisition of Elk Valley Resources and removal of the previously stated production cap. Although the plan may be subject to criticism for the choice of the baseline year and, arguably, insufficient disclosure on internal carbon price used for capital budgeting, Glencore has provided sufficient explanations as to why it has made certain decisions. For example, by stating the IEA NZE scenario is "increasingly unrealistic" while positioning Glencore's reduction targets ahead of both the IEA Stated Policies Scenario and the Announced Pledges Scenario, is helpful to shareholders as it suggests Glencore is aligning with the Paris Goals.</p> <p>Ruffer supported managements' climate action transition plan cognisant of the fact Glencore is seeking to acquire Elk Valley Resources (metallurgical coal) and then split itself into 2 separate entities: transition metals and minerals, and the coal business. Ruffer awaits completion of this transaction before determining next steps.</p> <p>Ruffer voted in favour of the resolution along with management.</p>	Passed	<p>The Trustees have deemed votes related to Climate Change however the approximate size of the holding was less than 1% to be considered a significant vote.</p>
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Newton - BNY Mellon Real Return Fund

Newton utilises an independent voting service provider for the purposes of managing upcoming meetings and instructing voting decisions via its electronic platform, and for providing research. Its voting recommendations are not routinely followed; it is only in the event that Newton recognises a potential material conflict of interest that the recommendation of its external voting service provider will be applied.

Newton's external voting provider is subject to the requirements set by Newton's Vendor Management Oversight Group. As such, regular due diligence meetings are held and minutes maintained with this provider, which includes reviewing its operational performance, service quality, robustness of research and its internal controls, including management of its potential material conflicts of interest. In addition, and along with its other clients, Newton participates in consultations that seek specific feedback on proxy voting matters. This helps ensure alignment of interest between Newton's expectations and the voting recommendations provided by the external provider.

A summary of the voting undertaken over the year to 30 November 2024 is provided below:

- Newton has voted in 71 meetings of 72 eligible meetings. In these meetings, there were a total of 1,037 votable proposals.

- Newton has voted on 99% of resolutions where they were eligible to vote. In around 94% of these votes for proposals, Newton has indicated their support to the companies' management, while voting against in around 6% of the proposals and did not abstain or withhold in any votable proposal.

The table below shows the significant votes undertaken by the manager that fall under the Trustee's significant vote definition.

Holding details	Resolution details	How the manager voted	Reason for manager's vote and next steps	Outcome of the vote	Why Vote is Significant
<p>Company name: Microsoft Corporation</p> <p>Approximate size of holding as at date of the vote: 2.21%</p>	<p>Summary of resolution: Report on Gender-Based Compensation and Benefits Inequities</p> <p>Date of vote: 07/12/2023</p>	Against	<p>Newton voted against the shareholder proposal asking for a report on gender-based compensation and benefits inequities, as the manager does not consider it to add value for shareholders at this stage.</p> <p>Newton did not communicate its decision to the company prior to the vote.</p>	Fail	The Trustees have deemed votes related to DE&I and the approximate size of the holding at more than 1% to be a significant vote.
<p>Company name: Microsoft Corporation</p> <p>Approximate size of holding as at date of the vote: 2.21%</p>	<p>Summary of resolution: Report on Risks of Omitting Viewpoint and Ideological Diversity from EEO Policy</p> <p>Date of vote: 07/12/2023</p>	Against	<p>Newton voted against the shareholder proposal asking for a report on risks of omitting viewpoint and ideological diversity from EEO policy, as the manager does not consider it to add value for shareholders at this stage.</p> <p>Newton did not communicate its decision to the company prior to the vote.</p>	Fail	The Trustees have deemed votes related to DE&I and the approximate size of the holding at more than 1% to be a significant vote.
<p>Company name: Microsoft Corporation</p> <p>Approximate size of holding as at date of the vote: 2.21%</p>	<p>Summary of resolution: Report on Climate Risk in Retirement Plan Options</p> <p>Date of vote: 07/12/2023</p>	Against	<p>Newton voted against the shareholder proposal asking for a report on climate risk in retirement plan, as the manager does not consider it to add value for shareholders at this stage.</p> <p>Newton did not communicate its decision to the company prior to the vote.</p>	Fail	The Trustees have deemed votes related to Climate Change and the approximate size of the holding at more than 1% to be a significant vote.

<p>Company name: Microsoft Corporation</p> <p>Approximate size of holding as at date of the vote: 2.21%</p>	<p>Summary of resolution: Report on Risks of Operating in Countries with Significant Human Rights Concerns</p> <p>Date of vote: 07/12/2023</p>	For	<p>Newton voted for the shareholder proposal asking for a report on risks of operating in countries with significant human rights concerns, as the manager considers it to add value for shareholders.</p>	Fail	<p>The Trustees have deemed votes related to Human Rights and the approximate size of the holding at more than 1% to be a significant vote.</p>
<p>Company name: The Goldman Sachs Group, Inc.</p> <p>Approximate size of holding as at date of the vote: 1.00%</p>	<p>Summary of resolution: Report on Efforts to Prevent Discrimination</p> <p>Date of vote: 24/04/2024</p>	Against	<p>Newton did not support a shareholder proposal asking for a report on efforts to prevent discrimination as the bank's current disclosures are deemed adequate.</p> <p>Newton did not communicate its decision to the company prior to the vote.</p>	Fail	<p>The Trustees have deemed votes related to DE&I and the approximate size of the holding at more than 1% to be a significant vote.</p>
<p>Company name: The Goldman Sachs Group, Inc.</p> <p>Approximate size of holding as at date of the vote: 1.00%</p>	<p>Summary of resolution: Issue Environmental Justice Report</p> <p>Date of vote: 24/04/2024</p>	Against	<p>Newton did not support a shareholder proposal asking for an environmental justice report as the manager does not consider it to add value for shareholders at this stage.</p> <p>Newton did not communicate its decision to the company prior to the vote.</p>	Fail	<p>The Trustees have deemed votes related to Climate Change and the approximate size of the holding at more than 1% to be a significant vote.</p>
<p>Company name: The Goldman Sachs Group, Inc.</p> <p>Approximate size of holding as at date of the vote: 1.00%</p>	<p>Summary of resolution: Report on Clean Energy Supply Financing Ratio</p> <p>Date of vote: 24/04/2024</p>	For	<p>Newton supported a shareholder proposal requesting a report on the clean energy supply-financing ratio as the manager believes the ratio will help shareholders assess how the bank is capitalising on clean energy opportunities and aligning itself with the net-zero-by-2050 pathway.</p>	Fail	<p>The Trustees have deemed votes related to Climate Change and the approximate size of the holding at more</p>

					than 1% to be a significant vote.
<p>Company name: The Goldman Sachs Group, Inc.</p> <p>Approximate size of holding as at date of the vote: 1.00%</p>	<p>Summary of resolution: Review Proxy Voting Record and Policies Related to Climate Change and Diversity</p> <p>Date of vote: 24/04/2024</p>	Against	<p>Newton voted against a shareholder proposal asking for a review of the company's proxy voting record and policies related to climate change and diversity as the manager felt the company discloses sufficient information on its proxy voting record for shareholders to assess risks. Further, the company's policies related to climate change and diversity are deemed adequate at this stage.</p> <p>Newton did not communicate its decision to the company prior to the vote.</p>	Fail	The Trustees have deemed votes related to Climate Change and DE&I and the approximate size of the holding at more than 1% to be a significant vote.
<p>Company name: The Goldman Sachs Group, Inc.</p> <p>Approximate size of holding as at date of the vote: 1.00%</p>	<p>Summary of resolution: Restrict spending on climate change-related analysis or actions</p> <p>Date of vote: 24/04/2024</p>	Against	<p>Newton voted against a shareholder proposal asking the bank to restrict spending on climate-change related analysis or actions as the manager does not consider it to add value for shareholders at this stage.</p> <p>Newton did not communicate its decision to the company prior to the vote.</p>	Fail	The Trustees have deemed votes related to Climate Change and the approximate size of the holding at more than 1% to be a significant vote.
<p>Company name: The Goldman Sachs Group, Inc.</p> <p>Approximate size of holding as at date of the vote: 1.00%</p>	<p>Summary of resolution: Report on Pay Equity</p> <p>Date of vote: 24/04/2024</p>	For	<p>Newton supported a shareholder proposal asking for a report on pay equity as the requested adjusted and unadjusted median pay gap statistics may allow shareholders to evaluate and measure the company's progress towards reducing pay inequities more fully.</p> <p>Newton did not communicate its decision to the company prior to the vote.</p>	Fail	The Trustees have deemed votes related to DE&I and the approximate size of the holding at more than 1% to be a significant vote.
<p>Company name: Unilever Plc</p>	<p>Summary of resolution: Approve Climate Transition Action Plan</p>	For	<p>Newton supported the shareholder proposal in line with the management recommendation.</p>	Pass	The Trustees have deemed votes related to Climate Change and the approximate

Approximate size of holding as at date of the vote: 1.24%	Date of vote: 24/04/2024				size of the holding at more than 1% to be a significant vote.
Company name: Shell Plc Approximate size of holding as at date of the vote: 1.79%	Summary of resolution: Approve the Shell Energy Transition Strategy Date of vote: 21/05/2024	For	Newton supported the shareholder proposal as the management recommendation. Newton did not communicate its decision to the company prior to the vote.	Pass	The Trustees have deemed votes related to Climate Change and the approximate size of the holding at more than 1% to be a significant vote.
Company name: Shell Plc Approximate size of holding as at date of the vote: 1.79%	Summary of resolution: Advise Shell to Align its Medium-Term Emissions Reduction Targets Covering the Greenhouse Gas (GHG) Emissions of the Use of its Energy Products (Scope 3) with the Goal of the Paris Climate Agreement Date of vote: 21/05/2024	Against	Newton did not support a shareholder proposal for a report on GHG (greenhouse gas) emission-reduction targets aligned with the Paris Agreement as the manager believed the company has disclosed enough information for shareholders to assess the related risks. Moreover, the company has disclosed a partial Scope 3 target which is considered an appropriate response to the proponent's asks. Newton did not communicate its decision to the company prior to the vote.	Fail	The Trustees have deemed votes related to Climate Change and the approximate size of the holding at more than 1% to be a significant vote.
Company name: Amazon.com, Inc. Approximate size of holding as at date of the vote: 1.15%	Summary of resolution: Report on Median and Adjusted Gender/Racial Pay Gaps Date of vote:	For	Newton voted for the shareholder proposal requesting a report on median and adjusted pay gaps as the manager considers it to add value for shareholders.	Fail	The Trustees have deemed votes related to DE&I and the approximate size of the holding at more

	22/05/2024				than 1% to be a significant vote.
Company name: Amazon.com, Inc. Approximate size of holding as at date of the vote: 1.15%	Summary of resolution: Report on Viewpoint Discrimination Date of vote: 22/05/2024	Against	<p>Newton voted against the shareholder proposal requesting a report on viewpoint discrimination as Newton does not consider it to add value for shareholders at this stage.</p> <p>Newton did not communicate its decision to the company prior to the vote.</p>	Fail	The Trustees have deemed votes related to DE&I and the approximate size of the holding at more than 1% to be a significant vote.
Company name: Amazon.com, Inc. Approximate size of holding as at date of the vote: 1.15%	Summary of resolution: Report on Impact of Climate Change Strategy Consistent With Just Transition Guidelines Date of vote: 22/05/2024	Against	<p>Newton voted against the shareholder proposal requesting a report on impact of climate change strategy as the manager considers it to add value for shareholders.</p> <p>Newton did not communicate its decision to the company prior to the vote.</p>	Fail	The Trustees have deemed votes related to Climate Change and the approximate size of the holding at more than 1% to be a significant vote.
Company name: Amazon.com, Inc. Approximate size of holding as at date of the vote: 1.15%	Summary of resolution: Report on Efforts to Reduce Plastic Use Date of vote: 22/05/2024	Against	<p>Newton voted against the shareholder proposal to report on efforts to reduce plastic use as the manager does not consider it to add value for shareholders at this stage. Moreover, the company is already partially reporting on the proponent's asks.</p> <p>Newton did not communicate its decision to the company prior to the vote.</p>	Fail	The Trustees have deemed votes related to Climate Change and the approximate size of the holding at more than 1% to be a significant vote.
Company name: Amazon.com, Inc. Approximate size of holding as at date of the vote: 1.15%	Summary of resolution: Disclose All Material Scope 3 GHG Emissions	Against	<p>Newton voted against the shareholder proposal to disclose all material scope 3 GHG emissions as the manager does not consider it to add value for shareholders at this stage.</p> <p>Newton did not communicate its decision to the company prior to the vote.</p>	Fail	The Trustees have deemed votes related to Climate Change and the approximate

	Date of vote: 22/05/2024				size of the holding at more than 1% to be a significant vote.
Company name: Amazon.com, Inc. Approximate size of holding as at date of the vote: 1.15%	Summary of resolution: Commission a Third Party Audit on Working Conditions Date of vote: 22/05/2024	For	Newton voted for the shareholder proposal requesting a third-party audit on working conditions as the manager considers it to add value for shareholders. Newton did not communicate its decision to the company prior to the vote.	Fail	The Trustees have deemed votes related to Human Rights and the approximate size of the holding at more than 1% to be a significant vote.