

Implementation Statement

Britannia Refined Metals Retirement Plan

Plan year end 5 April 2021

Purpose of the Implementation Statement

The Implementation Statement has been prepared by the Trustee of the Britannia Refined Metals Retirement Plan ("the Plan") and sets out:

- How the Trustee's policies on exercising rights (including voting rights) and engagement policies have been followed over the year.
- The voting behaviour of the Trustee, or that undertaken on the Trustee's behalf, over the year to 31 March 2021.

How voting and engagement policies have been followed

The Trustee considers that its voting and engagement policies have been met in the following ways:

- At the Plan year-end, the investment manager appointed to manage assets on behalf of the Plan were: Legal & General Investment Management (LGIM) Limited, Columbia Threadneedle Investments, Baillie Gifford & Co., CBRE Global Investors, Insight Investment, M&G Investments and Aviva Life & Pensions UK Limited. The Trustee regularly considers the performance of the funds held with each investment manager and any significant developments that arise.
- The Plan invests entirely in pooled funds, and as such delegate's responsibility for carrying out voting and engagement activities to the Plan's investment managers. Investment rights (including voting rights) have been exercised by the managers in line with the managers' general policies on corporate governance. The Trustee also expects the managers to have engaged with the companies in which they invest in relation to ESG matters.
- The Trustee is comfortable with the managers' strategies and processes for exercising rights and conducting engagement activities, and specifically that they attempt to maximise shareholder value as a long-term investor. The Trustee annually receives and reviews voting data and engagement policies based on information provided by the managers in the production of the implementation statement to ensure alignment with the Trustee's policies.
- Having reviewed the above in accordance with the Trustee's policies, the Trustee is comfortable the actions of the Plan's investment managers are in alignment with the Plan's ESG and Stewardship policies.

The tables provided in the remainder of the statement provide an indication of the investment managers' overall voting and engagement activities.

DB section

Voting Data

The voting data collated for Plan is given over the year to 31 March 2021.

The voting data provided by all managers is specific for the pooled version of the funds in which the Plan invests. We have only shown the voting data for the un-hedged version of the LGIM funds, as the hedged and un-hedged funds have the same holdings the voting data will be the same for both funds.

Manager	Legal & General					
Fund name	UK Equity Index Fund	North America Equity Index Fund	Europe (ex UK) Equity Index Fund	Japan Equity Index Fund	Asia Pac (ex-Japan) Developed Equity Index Fund	Global Emerging Markets Equity Index Fund
Structure	Pooled					
Ability to influence voting behaviour of manager	The pooled fund structure means that there is limited scope for the Trustee to influence the manager's voting behaviour.					
Number of company meetings the manager was eligible to vote at over the year	943	794	686	551	703	5139
Number of resolutions the manager was eligible to vote on over the year	12,574	9,495	11,412	6,518	5,150	44,755
What % of resolutions did you vote on for which you are eligible?	100.00%	100.00%	99.89%	100.00%	100.00%	99.82%
Of the resolutions, on which you voted, what % did you vote with management?	92.94%	71.79%	84.21%	86.08%	77.81%	82.58%
Of the resolutions, on which you voted, what % did you vote against management?	7.05%	28.17%	15.26%	13.92%	22.17%	16.05%
Of the resolutions, on which you voted, what % did you abstain from?	0.01%	0.04%	0.53%	0.00%	0.02%	1.37%
What % of resolutions, on which you did vote, did you vote contrary to the recommendation of your proxy advisor? (if applicable)	0.80%	0.32%	0.40%	0.21%	0.16%	0.04%

Source: Legal & General Investment Management

Manager	Baillie Gifford & Co.	Columbia Threadneedle Investments
Fund name	Baillie Gifford Multi Asset Growth Fund	Columbia Threadneedle Dynamic Real Return Fund
Structure	Pooled	
Ability to influence voting behaviour of manager	The pooled fund structure means that there is limited scope for the Trustee to influence the manager's voting behaviour.	
Number of company meetings the manager was eligible to vote at over the year	69	358
Number of resolutions the manager was eligible to vote on over the year	749	4659
What % of resolutions did you vote on for which you are eligible?	97.73%	98.80%
Of the resolutions, on which you voted, what % did you vote with management?	91.53%	91.30%
Of the resolutions, on which you voted, what % did you vote against management?	6.97%	6.30%
Of the resolutions, on which you voted, what % did you abstain from?	1.50%	2.40%
What % of resolutions, on which you did vote, did you vote contrary to the recommendation of your proxy advisor? (if applicable)	N/A	<i>Data not provided (please see the below for an explanation of the use of proxy voting services)</i>

Source: Baillie Gifford & Co., Columbia Threadneedle Investments

Legal & General employ the use of Institutional Shareholder Services (ISS) as their proxy voting advisor to electronically vote on all clients' shares. All voting decisions are made by Legal & General and the manager does not outsource any part of the strategic voting decisions. To ensure that ISS vote in accordance with Legal & General's ESG policies, they have a custom voting policy in place with ISS.

While Baillie Gifford are aware of proxy advisers' voting recommendations (ISS and Glass Lewis), they do not delegate or outsource any stewardship activities or rely upon their recommendations when deciding how to vote on clients' shares. All client voting decisions are made in-house, in line with their in-house policy and not with the proxy voting providers' policies.

Columbia Threadneedle employ the use of Institutional Shareholder Services (ISS) as a proxy voting service. They also employ Glass Lewis and the Institutional Voting Information Service (IVIS) to provide proxy research services.

Columbia Threadneedle have stated that they only employ these proxy voting advisors for research purposes, and therefore do not keep a record of when they vote against the advice of these advisors because they maintain their own custom voting policy. Previously, LGIM also held this stance, but they have begun providing this information for the purpose of supporting clients with their implementation statements.

There are no voting rights attached to the other assets held by the Plan, which include property funds, LDI, credit, gilts and cash, therefore no voting information is shown above for these assets.

Significant votes

For the first year of implementation statements the Trustee has delegated to the investment managers to define what a “significant vote” is.

In determining significant votes, LGIM’s investment stewardship team takes into account the criteria provided by the Pensions & Lifetime Savings Association (“PLSA”). This guidance dictates significant votes include, but are not limited to:

- A high profile vote which has such a degree of controversy that there is high client and/or public scrutiny;
- Significant client interest for a vote, directly communicated by clients to the investment stewardship team at LGIM’s Stakeholder roundtable event, or where LGIM notes there has been a significant increase in requests from clients on a particular vote;
- Sanction vote as a result of a direct or collaborative engagement;
- A vote linked to an LGIM engagement campaign.

Columbia Threadneedle and Baillie Gifford & Co. have not confirmed the criteria they utilise to determine significant votes, however the information provided by both managers has been made available in the same format of that recommended by the PLSA.

A summary of the key voting action over the year has been set out below.

Fund	Key voting action over the year
1) LGIM UK Equity Index Fund	<p>a) International Consolidated Airlines Group</p> <p>LGIM’s investment stewardship team voted against the resolution to ‘Approve Remuneration Report’, demonstrating a commitment to monitoring investee companies’ response to the COVID crisis. Concerns were raised regarding executive bonus payments for the financial year to 31 December 2019 which was submitted for approval at this shareholder meeting. Despite a 30% cut to the workforce, withdrawal of the dividend for 2020 and a shareholder approved rights issue of £2.75 billion, executive bonus payments were proposed at 80% to 90% of their salary and 100% of the salary for the departing CEO. LGIM expected the remuneration committee to exercise greater discretion in light of the financial situation of the company on this matter to ensure it reflected the stakeholder experience.</p> <p>b) Pearson</p> <p>LGIM’s investment stewardship team voted against the resolution to ‘Amend Remuneration Report’ at the Extraordinary General Meeting. Shareholders supported the appointment of a new CEO, however the proposal by Pearson required approval for a co-investment award in order for the proposed CEO to take up the role. This is a highly unusual action for a UK company. LGIM discussed the board’s succession plans with the chair of the board, relaying concerns over performance conditions and the financial underpinning of the new CEO’s award. No action was taken by Pearson so LGIM voted against the amendment to the remuneration policy.</p>

c) SIG plc

LGIM's investment stewardship team voted against the resolution to 'Approve one-off payment to Steve Francis (interim CEO)'. LGIM does not generally support one off payments as they believe remuneration committees should ensure appropriate policies are already in place for executive roles. The proposal included a £150,000 share acquisition in the business and a further £225,000 cash payment. This corresponded to work carried out over a two month period (February – April), subject to completing a capital raising exercise to improve the liquidity of the business. The size of the payment (65% of CEO's full time annual salary) and the poor liquidity position of the company resulted in LGIM voting against this proposal.

d) Barclays

At the end of March, Barclays PLC published its ESG report and issued a statement outlining the target of aligning the entire business to the goals of the Paris Agreement. LGIM endorsed this proposal at the May 2020 Annual General Meeting (AGM).

e) Rank Group

LGIM's investment stewardship team voted to approve the remuneration report and policy. As an active owner LGIM was comfortable that the impact of COVID-19 had been reflected in the policy, which included a 20% executive pay deduction and cancelling of planned increases to executive salaries and board members' fees.

f) Plus500 Ltd

LGIM's investment stewardship team voted against the resolution to 'Approve Special Bonus Payment to CFO Elad Even-Chen'. This Special Bonus Payment would have been outside of the regular bonus structure and was presented due to exceptional work with regards to savings on taxes. LGIM directly notified the company of its vote intentions (to vote against) ahead of the meeting as ensuring savings on taxes is part of a CFO's job description. This proposal was withdrawn ahead of the special shareholder meeting following significant levels of shareholder dissent.

g) Imperial Brands plc

LGIM's investment stewardship team voted against the resolutions to 'Approve Remuneration Report' and 'Approve Remuneration Policy'. This was due to concerns over a significantly higher base salary set for a newly appointed CEO. This raised concerns over a subsequent ripple effect this might cause surrounding long and short-term incentives and pension contributions. LGIM did not feel this company adopted the general best practice standards and engaged with the company outlining their concerns.

h) Mitchells & Butlers

LGIM's investment stewardship team voted against the resolutions to 'Authorise Issue of Equity in Connection with the Open Offer', 'Authorise Issue of Shares Pursuant to the Open Offer at a Discount to Middle Market Price' and to 'Authorise Implementation of Open Offer'. The company sought shareholder approval for an

equity raise through an Open Offer underwritten by a consolidated holding company consisting of three major shareholders that hold 55% of shares, following the impact of COVID restrictions on this company's financials. LGIM voted against these resolutions due to concerns about the influence of a newly incorporated holding company over our investee company's governance and the interests of minority investors and also restructuring and independence of the board.

i) Hollywood Bowl Group

LGIM's investment stewardship team voted against approving the remuneration policy. This company has been financially impacted by COVID restrictions, as such staff were furloughed and dividends were not paid to shareholders. The company did not consult LGIM before reducing the duration of their Long-Term Incentive Plan. Concerned about the precedent this could set, LGIM voted against approving the remuneration report and escalated their concerns by a vote against all the members of the remuneration committee.

**2) LGIM North
America Equity
Index**

a) Medtronic plc

LGIM's investment stewardship team voted against the resolution to 'Ratify Named Executive Officer's Compensation'. This is in line with LGIM's stance on one-off payments, especially where these compensate for other payments where qualifying criteria were not met, as was the case with Medtronic plc.

b) Amazon

12 shareholder proposals were put forward at the Annual General Meeting, of which LGIM's investment stewardship team voted to support 10. The team's decision making was driven by two main areas: disclosure to encourage a better understanding of process, and governance structures that benefit long term shareholders. LGIM also engaged with Amazon on media scrutiny in response to working practises during the COVID-19 pandemic. Topics of engagement covered all aspects of ESG including the establishment of a workplace culture and a focus on employee health and safety.

c) ExxonMobil

LGIM's investment stewardship team voted against the resolution to 'Re-Elect Director Darren W. Woods', who is the combined chair and CEO. This formed part of LGIM's 'Climate Impact Pledge' escalation sanction whereby LGIM support shareholder proposals for a new independent chair.

d) The Procter and Gamble Company (P&G)

LGIM's investment stewardship team voted in favour of the resolution to report on efforts to eliminate deforestation. Deforestation is a key priority issue for LGIM as it is a key driver of climate change. P&G uses both forest pulp and palm oil as raw materials and two of their Tier 1 suppliers were linked to illegal deforestation. The company also does not subscribe to the use of Forestry Stewardship Council (FSC) certified wood pulp, which offers guidance on land tenure, workers', communities and indigenous people's rights. LGIM engaged extensively with P&G to ascertain commitment to and set targets to ensure their business does not impact

deforestation. LGIM has asked P&G to respond to the CDP Forests disclosure and to engage on the topic to ensure more of their pulp and wood is from FSC certified sources.

e) Tyson Foods

LGIM's investment stewardship team voted for the resolution to 'Report on Human Rights Due Diligence'. A shareholder-led resolution requested that the company produce a report on Tyson's human rights due diligence process. The pandemic highlighted potential deficiencies in the application of its human rights policies. It was revealed that the company had strict attendance policies, insufficient access to testing, insufficient social distancing, high line speeds and non-comprehensive COVID-19 reporting. Furthermore, it is believed that there have been over 10,000 positive cases and 35 worker deaths. LGIM believed that producing this report is a good opportunity for the board to re-examine the steps they have taken and assess any potential shortfalls in safety measures.

**3) LGIM Europe
(ex UK) Equity
Index**

a) Lagardère

A proposal was taken by a shareholder to the Lagardère AGM to remove all incumbent directors and appoint 8 proposed new directors to the supervisory board. This was due to the managing partner having "too tight a grip" on the company. When this type of proposal is taken to an AGM LGIM engages with both the shareholder who initiated the proposal and the company to understand both perspectives. LGIM voted in favour of 5/8 of the shareholders' proposed new directors. LGIM notes this as a significant vote due to the significant media and public interest of this issue.

**4) LGIM Japan
Equity Index**

a) Olympus Corporation

LGIM's investment stewardship team voted against the proposal to 'Elect Director Takeuchi, Yasuo'. LGIM voted against this to signal their commitment to ensuring Japanese companies appoint more women to their boards. LGIM have announced they will vote against all companies in the Japanese large-cap TOPIX 100 Index that do not have at least one female board member. This policy took effect from 1 January 2020. Globally, they aspire to all boards comprising at least 30% women.

b) Fast Retailing Co.

LGIM's investment stewardship team voted against the proposal to 'Elect Director Yanai Tadashi'. This is for the same reason as above in regards to gender diversity on the boards of Japanese large-cap TOPIX 100 Index companies.

**5) LGIM Asia Pac
ex Japan Dev
Equity Index**

a) Qantas Airways Ltd

LGIM's investment stewardship team voted against the proposals to approve participation of Alan Joyce in the Long-Term Bonus Incentive Plan but voted to approve the remuneration report. Again this reflected LGIM's view on remuneration

policies reflecting the shareholder experience during the COVID-19 pandemic, particularly in the struggling airline sector. Approval of the remunerations report was the result of executive salary cuts and short term incentive cancellations. LGIM voted against the Long-Term Bonus Incentive Plans as a result of concerns surrounding the size of the grant despite the share price at the time.

b) Whitehaven Coal

LGIM's investment stewardship team voted for the proposals to approve capital protection. This involves a company report on the potential wind down of the coal operations with scope to return increasing amounts of capital to the shareholders. LGIM has advocated for a managed decline of fossil fuel companies wherein capital will be returned to shareholders instead of being spent on risky diversification projects. Although this proposal did not pass, LGIM continues to monitor the company and have excluded it from their Future World Funds.

**6) LGIM Global
Emerging
Markets Equity
Index Funds**

a) Samsung Electronics

LGIM's investment stewardship team voted against electing Park Byung-gook, Kim Jeong and Kim Sun-uk as Directors. LGIM were not satisfied with the company's response following the arrest of the former chairman for bribery, embezzlement and concealment of criminal proceeds. They were not satisfied that all ties had been severed and they believe that the former chairman continues to make strategic company decisions from prison. This caused them to vote against the resolutions to elect these Directors.

**7) Baillie Gifford
Multi Asset
Growth Fund**

a) Covivio SA

Baillie Gifford voted against five resolutions regarding the proposed remuneration policy. In particular, they opposed an in-flight and long-term incentive scheme because it could lead to rewarding under-performance. They advised the company that they expect more stretching performance criteria to apply to long term incentives going forward.

b) Gecina

Baillie Gifford opposed three resolutions relating to remuneration as they did not believe there is sufficient alignment between pay and performance.

c) ADO Properties S.A.

Baillie Gifford opposed the resolution which sought authority to issue equity because the potential dilution levels are not in the interests of shareholders. They have since sold their holdings in this company.

**8) Columbia
Threadneedle
Dynamic Real
Return Fund**

a) Amazon.com Inc.

Columbia Threadneedle voted against the resolution to elect Director Thomas O. Ryder. This is due to his role as a serving member on a key committee associated with Amazon, and the potential conflict that could result from this.

b) Facebook, Inc.

Columbia Threadneedle voted for the proposal for the company to report on median gender and racial pay gap. This was due to the material social risk for the business and reporting on these key metrics is considered in the shareholders' interests.

c) Comcast Corporation

Columbia Threadneedle voted for the proposal to report on the risks posed by failing to prevent sexual harassment. This was due to the risk that this poses for the business and the nature of this reporting being in the shareholders' interests.

d) Tesco Plc

Columbia Threadneedle voted against the proposal to approve the remuneration report. This was due to ex-post adjustments to long-term performance metrics and the concerns that this raises.

e) Eurofins Scientific SE

Columbia Threadneedle voted against the resolution to 'Re-relect Valerie Hanote as Director' due to low attendance.

There are no voting rights attached to the other assets held by the Plan, which include property funds, LDI, credit, gilts and cash, therefore no voting information is shown above for these assets.

Fund level engagement

The investment managers may engage with their investee companies on behalf of the Trustee. The table below provides a summary of the engagement activities undertaken by each manager during the year for the relevant managers.

Manager	Legal & General Investment Management Limited	Baillie Gifford & Co.	Columbia Threadneedle Investments
Fund name	UK Equity Index Fund North America Equity Index Fund Europe (ex UK) Equity Index Fund Japan Equity Index Fund Asia Pac (ex-Japan) Developed Equity Index Fund Global Emerging Markets Equity Index Fund	Multi Asset Growth Fund	Dynamic Real Return Fund
Number of engagements undertaken at a firm level in the year	Engaged with 874 companies at a firm level (974 individual engagements within these companies)	Engaged with 27 companies (34 individual engagements within these companies) at a fund level	Engaged with 250 companies (1134 individual engagements within these companies) at a firm level

Source: Legal & General Investment Management, Baillie Gifford & Co. and Columbia Threadneedle Investment

Manager	CBRE Global Investors	M&G Investors	Insight Investment
Fund name	Europe (ex-UK) Alpha Fund	Illiquid Credit Opportunities VII	Enhance Selection Shorter Real Enhance Selection Longer Real Enhance Selection Shorter Nominal Enhance Selection Longer Nominal Liquidity Plus Fund
Number of engagements undertaken at a firm level in the year	Engaged with 241 companies at a firm level	Not available*	Engaged with 1218 companies at a firm level

Source: M&G Investments, CBRE Global Investors and Insight Investment

* While M&G's systems currently highlight the number of public company meetings attended by M&G Investments' investment team and stewardship team, these are not split out under strict 'engagement' criteria across the firm, meaning backward looking quantification of engagements as a percentage of total meetings is not available. They are currently developing tools to better facilitate this.

Below are examples to illustrate the sort of engagement activities undertaken by the Plan's investment managers.

Manager	Examples of engagement
Legal & General	<p>Company: Procter & Gamble</p> <p>LGIM engaged with Procter & Gamble regarding the matter that two of their Tier 1 suppliers of palm oil were linked to illegal deforestation. Furthermore, the company mainly uses the Programme for the Endorsement of Forest Certification (PEFC) wood pulp rather than Forestry Stewardship Council (FSC) certified wood pulp. Palm oil and forest pulp are both considered leading drivers of deforestation and forest degradation, which is responsible for approximately 12.5% of greenhouse gas emissions that contribute to climate change. The fact that Tier 1 suppliers have been found to have links with deforestation calls into question due diligence and supplier audits. Only FSC certification offers guidance on land tenure, workers', communities and indigenous people's rights and the maintenance of high conservation value forests. LGIM voted in favour of a resolution, which ultimately passed, to eliminate deforestation. LGIM has asked P&G to respond to the CDP Forests Disclosure and continue to engage on the topic and push other companies to ensure more of their pulp and wood is from FSC-certified sources.</p>
Baillie Gifford & Co.	<p>Company: John Laing Group plc</p> <p>Baillie Gifford & Co. met the chairman of John Laing Group to talk about its strategy and long-term outlook. They discussed the newly appointed CEO and the company's shift away from renewables as well as its experiences in new markets such as Colombia. They also discussed the difficulties faced in previous projects and what the board had learned from this. The chairman demonstrated a clear understanding of the importance of ESG and how this relates to individual projects. They also discussed board succession - a clear plan is in place. Overall, their impression was positive, with the chairman demonstrating a good understanding of the issues and strategic priorities going forward.</p>

Manager	Examples of engagement
Columbia Threadneedle Investments	<p>Company: Uber Technologies, Inc.</p> <p>An assessment using Columbia Threadneedle’s responsible investment ratings model suggested enhanced ESG risk, plus impending California legislation on employee classification threatened to upend the company’s business model. Columbia Threadneedle’s Responsible Investment Team organised and led four video conferences alongside fundamental analysts and portfolio managers with company management, plus the chair of the board of directors, each with a different primary focus and objective. They discovered that the company has recently placed considerable effort around initiatives and programs to manage and measure ESG risk, which will reduce the company’s overall risk profile and may contribute to multiple expansion over time. Interest in investor feedback is high, as is sincerity in improving outcomes for employees and society.</p> <p>They concluded the engagements with increased comfort in the company’s prospects and business model, and the board’s commitment to continue enhancements to ESG initiatives and executive compensation.</p>
CBRE Global Investors*	<p>Company: Eastleigh Borough Council</p> <p>CBRE engaged with this Council and a local planning authority in relation to the biodiversity on a redevelopment site. This example shows how environmental considerations form part of the construction and redevelopment process, in this example for a site in the portfolio. To secure planning permission at the former Homebase unit at Hedge End Retail Park, a BREEAM Non-domestic Refurbishment and Fit-out (“NDRFO”) was instructed. The aim was for the project proposal to align with Eastleigh Borough Council’s emerging policy DM2 regarding Environmentally Sustainable Development. The engagement consisted of meetings and emails with the project team to understand the scope of landlord works at the unit. This was subsequently analysed against the BREEAM requirements and recommendations provided to improve the ratings.</p>
M&G Investors	<p>Company: Last Mile Securities PE 2021</p> <p>M&G engaged with Last Mile Securities PE, seeking better disclosures on historic & planned capital expenditure, ESG policies of borrowers/sponsors including EPC regulation requirements and energy usage of underlying portfolio, in order to be able to carry out appropriate credit analysis. M&G sent multiple emails and arranged several calls which resulted in improved disclosure, however, they believe the company has some way to go. The improvement in disclosure led M&G to recommend not investing in sections of an ongoing trade deal.</p>
Insight Investment*	<p>Company: Boeing</p> <p>Insight engaged with Boeing over concerning product quality and safety issues surrounding the 737 max. They provided feedback that it is difficult to assess any improvement without disclosure on the internal product quality and safety metrics which demonstrate the changes they have articulated. They will continue to monitor progress and engage again within 12-18 months following the appointment of their Chief Sustainability Officer.</p>

*The Fund the Plan is invested in with this manager does not provide engagement data at a Fund level. Therefore, these example have been taken from another Fund with the manager in order to exemplify the engagement activities undertaken by the managers.

DC section

The DC Section of the Plan’s funds are all invested and administered via Aviva. Many of these funds are managed by Aviva Investors, but in some cases Aviva gives access to a fund managed by an external manager.

The investment funds used for the Plan together with the underlying managers as at 31 March 2021 are set out in the table below.

Manager	Fund
Aviva Investors	My Future Focus Growth
	My Future Focus Consolidation
	My Future Focus Drawdown FP
	My Future Focus Cash Lump Sum
BlackRock Investment Management	BlackRock (40:60) Global Equity Index Tracker
	BlackRock UK Equity Index Tracker
	BlackRock World ex UK Equity Index Tracker
	BlackRock Over 15 Year Corporate Bond Index Tracker FP
	BlackRock Over 15 Year Gilt Index Tracker FP
	BlackRock Over 5 Year Index-Linked Gilt Index Tracker FP
	BlackRock Institutional Sterling Liquidity FP

Voting Data

The voting data collected for the Plan is given in the following table.

The underlying manager responsible for a large portion of the Plan's assets (20.2%) is BlackRock Investment Management. Aviva have provided us with voting data for these BlackRock investments over the year to 31 March 2021.

The default strategy for the DC Section, the Aviva "My Future Focus" Funds are managed and administered by Aviva and make up a majority of the DC Section's investment (79.8%). Aviva have provided us with the voting data for these funds over the year to 31 March 2021.

Manager	BlackRock Investment Management			Aviva Investors
Fund name	BlackRock 40:60 Global Equity Index Fund	BlackRock Developed World Ex UK Equity Index Fund	BlackRock UK Equity Index Fund	My Future Focus Funds
Structure	Pooled			
Ability to influence voting behaviour of manager	The pooled fund structure means that there is limited scope for the Trustee to influence the manager's voting behaviour.			
Number of company meetings the manager was eligible to vote at over the year	2984	2180	808	5315

Manager	BlackRock Investment Management			Aviva Investors
Number of resolutions the manager was eligible to vote on over the year	38,007	27,012	11,058	58,742
What % of resolutions did you vote on for which you are eligible?	95.36%	93.74%	99.62%	98.80%
Of the resolutions, on which you voted, what % did you vote with management?	73.90%	65.70%	93.20%	67.73%
Of the resolutions, on which you voted, what % did you vote against management?	24.20%	32.10%	5.40%	30.70%
Of the resolutions, on which you voted, what % did you abstain from?	1.90%	2.20%	1.40%	1.57%
What % of resolutions, on which you did vote, did you vote contrary to the recommendation of your proxy advisor? (if applicable)	19.90%	26.20%	4.70%	19.32%

Source: Aviva Life & Pensions UK Limited

Aviva Life & Pensions UK Limited employ the use of Institutional Shareholder Services (ISS) as a proxy voting service. They also employ Glass Lewis and the Institutional Voting Information Service (IVIS) to provide proxy research services. Aviva Life & Pensions UK Limited have stated that they only employ these proxy voting advisors to provide voting recommendations based on their in-house voting policy in order to ensure the most efficient approach to voting. They can override these recommendations to consider other factors including additional context provided in the ISS standard research and other internal and external research considerations.

BlackRock's proxy voting process is led by the BlackRock Investment Stewardship team (BIS). The analysts within this team will generally determine how to vote at the meetings of the companies they cover. Voting decisions are made by members of the BIS team with input from investment colleagues as required, in each case, in accordance with BlackRock's Global Corporate Governance and Engagement Principles and custom market-specific voting guidelines. BlackRock also subscribe to research from the proxy advisory, ISS and Glass Lewis. BlackRock use proxy research firms to gather corporate governance information and analysis into a concise, easily reviewable format so that their investment stewardship analysts can readily identify and prioritise those companies where BlackRock's own additional research and engagement would be beneficial.

Significant votes

For this implementation statement, the Trustee has delegated to the investment managers to define what a "significant vote" is.

Aviva looked at a number of criteria for the list of votes undertaken for the funds including: the impact on the company (both short and long term) if the resolution was or wasn't approved ; the materiality of the shareholder resolutions; the level of public and / or media interest in certain companies and resolutions; and how significant the holdings are in relation to the individual fund's and to Aviva Investors (acknowledging that the larger the

aggregate / percentage holding, the more ability we have in affecting change). It is evident in some of the votes selected that the process of voting is reflected in the multiple criteria explained above, but it is important to note that this the selection process was quite subjective.

BlackRock have not provided us with their criteria for determining if a vote is significant, however, they periodically publish detailed explanations of what they believe to be significant votes in “vote bulletins”. These bulletins are intended to explain their voting decision, including the analysis underpinning it and relevant engagement history when applicable. These vote bulletins detail certain high-profile proposals at company shareholder meetings. BlackRock make this information public shortly after the shareholder meeting, so investors can be aware of their vote determination when it is most relevant to them. This information can be found at the following website: <https://www.blackrock.com/corporate/about-us/investment-stewardship#engagement-and-voting-history>.

A summary of the key voting action over the year has been set out below.

Fund	Key voting action over the year
1) BlackRock 40:60 Global Equity Index Fund	<p>a) Barclays plc BlackRock voted to approve Barclays’ commitment in tackling climate change. Barclays is one of the largest lenders to fossil fuels globally, and it previously showed little intent to reduce its exposure. BlackRock supported this resolution as it sets out an ambition to become a net zero bank by 2050 and directs the Company to set a strategy in alignment with the goals and timelines of the Paris Agreement.</p> <p>b) Casino, Guichard-Perrachon SA BlackRock voted against the resolution to “Approve Compensation of Chairman and CEO” as they felt the discretionary payments made to the Chair and CEO were exceptional and they did not feel they were justified.</p> <p>c) Mizuho Financial Group, Inc. BlackRock supported the shareholder resolution to “Amend Articles to Disclose Plan Outlining Company’s Business Strategy to Align Investments with Goals of Paris Agreement”. BlackRock supported this proposal as they, and other shareholders, would benefit from additional information on the company’s plans regarding aligning its behaviour with the Paris Agreement climate goals and reducing climate-related risks.</p> <p>d) Alphabet Inc BlackRock voted in favour of establishing a human rights risk oversight committee. As one of the co-filers of this resolution BlackRock’s view is that human rights are embedded in Alphabet’s business model. The lack of a clear human rights programme that is comprehensive, company-wide, with policies, processes and due diligence systems is considered a business risk. Board-level oversight is considered necessary to sufficiently address the human rights risks associated with the Company’s technologies. Further, continued controversies called into question the extent to which the existing structures provide adequate oversight on risks the company’s technologies present to human rights, which, in turn, creates risks for the company in terms of retaining management and employees and retaining a good reputation in the eyes of users and advertisers.</p>

2) **BlackRock
Developed
World Ex UK
Equity Index
Fund**

a) Equifax Inc.

BlackRock supported the resolution to elect director Mark L. Feidler. Under normal circumstances they would have voted against the re-election of the non-independent Chairman. However, they exceptionally supported his re-election as at the roles of CEO and Chair are not combined, and they are mindful that there has been significant board change (and improvement) over the last couple of years so it is helpful to have some longer-serving directors.

b) Amazon.com, Inc.

BlackRock supported the shareholder resolution requiring the Company to produce a human rights risk assessment. BlackRock have engaged with Amazon on human rights risks management over the past year. Whilst they have observed improvements, with the publication of its Global Human Rights Principles, they find current reporting falls short of expectations. The assessment (and public disclosure) of the company's actual and potential impacts of its products will benefit shareholders as it will help understand the policies the company has implemented to address human rights impacts in its operations and supply chain.

c) Kansai Electric Power Company, Incorporated

BlackRock supported the shareholder resolution to remove the incumbent director Morimoto, Takashi. They supported the dissident shareholders attempt to oust the new President Takashi Morimoto from the Board (who has been there for four years), as it would help show that the company is serious about addressing shareholder concerns over the bribery scandal whereby a large number of the utility's senior management accepted money and gifts over a 30-year period from a local official.

3) **BlackRock UK
Equity Index
Fund**

a) AstraZeneca PLC

BlackRock voted against the resolution to re-elect Marcus Wallenberg as Director. Marcus Wallenberg is the Vice Chair at Investor AB, and chairs the boards of SEB AB, SAAB AB, and FAM AB, an asset management company through which the Wallenberg family controls Investor AB. BlackRock felt there was no way he would be able to devote the necessary time to AstraZeneca and these other companies especially during the current COVID-19 crisis where all directors are expected to be making themselves available for urgent board meetings etc.

b) British American Tobacco p.l.c

BlackRock voted against the resolution to "Approve Remuneration Report". Their vote reflected concerns over quantum. Specifically, CEO Jack Bowles was granted a 9.5% salary increase for FY2020. From FY2020, the new CFO's LTIP award has been increased to 400% of salary, up from 350% of salary previously. BlackRock considered the amendments to be excessive.

c) Tesco plc

BlackRock supported the resolution to "Approve Matters Relating to the Disposal of the Asia Business to C.P. Retail Development Company Limited". They supported the disposal of the Asia business as they shared the same view as the Board in that

the Disposal will realise a significantly higher value than could be generated from the Company's continued ownership and investment. It will enable the Company to return significant proceeds to shareholders, with approximately £5.0 billion expected to be returned via a special dividend.

**4) My Future
Focus Funds**

a) Santos Limited

Aviva supported the shareholder resolution to approve Paris Goals and Targets. They supported the resolution given that the company's current level of disclosure regarding its capital expenditure strategy and emissions do not appear to align with Paris goals, under reasonable assumptions.

b) Glanbia plc

Aviva supported the resolution to re-elect Martin Keane as Director. At the time of the AGM, Martin Keane was the Chair of the Board but not considered independent due to being a controlling shareholder. Aviva supported his re-election to reflect the continued and significant improvements to board composition including two Society representatives stepping down at the AGM as part of a long-term plan to further reduce the number of Society directors on the Board.

c) Schneider Electric SE

Aviva voted against re-electing Willy Kissling as Director over concerns that this non-executive director is not independent (due to having served on the board for a significant amount of time) and sits on the audit committee which should consist entirely of independent directors.

Fund level engagement

The investment managers may engage with their investee companies on behalf of the Trustee. The table below provides a summary of the engagement activities undertaken by each manager during the year for the relevant managers.

Manager	Aviva Investors	BlackRock Investment Management
Fund name	My Future Focus Growth Fund My Future Focus Consolidation Fund My Future Focus Cash Lump Sum My Future Focus Drawdown	UK Equity Index Global Equity 40:60 Index World (ex-UK) Equity Index Over 15 Year Corporate Bond Index Over 15 Year Gilt Index Over 5 Year Index-Linked Gilt Index Institutional Sterling Liquidity
Number of engagements undertaken at a firm level in the year	2788 individual engagements with companies at a firm level	Over 3500 individual engagements with companies at a firm level*

Source: Aviva Life & Pensions UK Limited, BlackRock Investment Management

*This figure is correct for the year to 31 December 2020. Information was not available for the year to 5 April 2021.

Below is an example to illustrate the sort of engagement activities undertaken by Aviva Investors and BlackRock Investment Management.

Manager	Examples of engagement
Aviva Investors	<p>Company: BP Plc</p> <p>After jointly publishing a report into the risks to natural world heritage sites (WHS) from oil and gas extraction, Aviva Investors initiated a multi-year engagement program with BP. Noting that over 30% of natural heritage sites are now at risk, they encouraged the company to undertake a risk assessment of its existing operations and commit to prohibiting future activities in sensitive areas. They strongly welcomed BP's announcement in June 2020, where the company committed to refraining from undertaking new exploration or production activities within natural, cultural or mixed UNESCO World Heritage sites. The company further agreed to consult with UNESCO before undertaking any projects in buffer zones or adjacent areas. The commitment closely followed the publication of BP's net zero climate ambition which was catalysed by a shareholder resolution co-filled by Aviva Investors. We will continue our efforts to work with BP to help build an energy company that can thrive in a Paris aligned low-carbon world.</p>
BlackRock Investment Management	<p>Company: AGL</p> <p>AGL is Australia's largest power company and is also its largest single producer of CO2 emissions. AGL has committed to achieve net zero carbon emissions by 2050 and is a market leading investor in renewable energy, including solar, wind, and hydro. BlackRock supported a shareholder proposal asking the company to produce a plan for retiring its coal-fired power plants by 2035 in line with a 1.5-degree global warming scenario. While the company has been responsive to investor feedback and has steadily improved its disclosures, including updating its most recent TCFD reporting to include a 1.5-degree scenario framework, BlackRock believe there is room for improvement. Moreover, they support the management's efforts to transition their energy mix toward sustainable sources, but are concerned that the company's coal plant risks becoming a stranded asset if left open until 2048 under current plans. The proposal was supported by 20% of those voting at the shareholder meeting.</p> <p>Further examples can be found at: https://www.blackrock.com/corporate/literature/publication/our-2021-stewardship-expectations.pdf</p>

How the SIP has been followed over the year

In the Trustee's opinion, the Statement of Investment Principles has been followed over the year in the following ways in relation to the DC section:

- The Plan offers a suitable default strategy for members. This was reviewed in October 2020 and appropriate changes made based on the membership profile of the Plan.
- The Plan offers a range of self-select fund options which give members a reasonable choice from which to select their own strategy. The self-select fund range was reviewed in the Trustee meeting on 10 March 2021 and changes made accordingly.
- The Trustee monitors the performance of the manager funds quarterly to ensure that the funds are meeting the Trustee's stated objectives.
- The Trustee has made no new manager appointments over the year.

Summary

Based on the information received, the Trustee believes that the investment managers have acted in accordance with the Plan's stewardship policies. The Trustee is supportive of the key voting action taken by the applicable

investment managers over the period to encourage positive governance changes in the companies in which the funds hold shares.

The Trustee and its investment consultant are working with the investment managers to provide additional information in the future, in order to enhance their ability to assess the investment managers' actions.

**Prepared by the Trustee of the Britannia Refined Metals Retirement Plan
September 2021**