

SUN CHEMICAL LIMITED PENSION SCHEME

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 2022 to 5 April 2023 (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 Over the Scheme Year, the Trustees made no changes to the SIP and so the version dated September 2020 was in effect the full period.

2.2.1 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.

SIP Section	SIP Policy Overview	Compliance with Policy over the Scheme Year
Investment Strategy	The Trustees have adopted a Glide Path, a plan to achieve the Scheme’s investment objectives.	<p>Given funding level improvements ahead of the Glide Path, the Scheme’s investment portfolio was de-risked on 2nd March 2023 by reducing the allocation to the Growth Portfolio from 40% to 36% and investing the proceeds in LDI, resulting in a lower expected return (c0.4% lower) for the Scheme.</p> <p>The Trustees developed the investment strategy to incorporate an allocation to cashflow driven investments. The Glide Path framework will be removed going forward to reflect the focus on cashflow matching rather than return generation.</p>
Process for Choosing Investments	<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>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>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 provided regular reporting and updates to the ISC and the Trustees.</p>

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3. Implementing policies within the SIP (continued)

SIP Section	SIP Policy Overview	Compliance with Policy over the Scheme Year
Process for Choosing Investments	The Investment Strategy will be reviewed on (at least) an annual basis to ensure that the Glide Path triggers remain appropriate and amended if required	Typically, GSAM would provide an annual review half-way through the year. The strategy was discussed in detail with the Trustee, IC and Sponsor as part of a global review of pensions strategy by the Sponsor. In early 2023 it was agreed to restructure the portfolio towards a self-sufficiency target for the Scheme which was implemented after the Scheme’s year end in July 2023
Day-to-Day Management of the Assets	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, a change in Bank Loans manager to replace a downgraded manager with a higher rated manager was implemented in August 2022.</p> <p>In addition, GSAM held a number of dynamic positions at the start of the Scheme Year, which were removed in the first few months of the period. These were no more than 2% of the total portfolio.</p> <p>The position in US treasury futures was closed in April 2022.</p>
Rebalancing	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 the event of a funding level trigger being breached, the assets will be rebalanced to bring them in line with the reduced Growth portfolio weight, under the new de-risking band (i.e.: the “Glide Path”).	GSAM regularly rebalanced over the period to remain within guidelines.

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3. Implementing policies within the SIP (continued)

SIP Section	SIP Policy Overview	Compliance with Policy over the Scheme Year
Environmental, Social, Governance, Stewardship and Alignment Considerations	Financially material considerations must be taken into account	In selecting investments and managers on the Trustee's behalf, GSAM took into account appropriate financially material considerations.
	Selection, retention and realisation of investments has been delegated to GSAM and GSAM should consider financially material considerations when selecting investments and managers	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.
	The Trustee current investment policy does not specifically take into account non-financial matters such as the views of Scheme members and beneficiaries.	Confirmed.
	The Trustee expects GSAM to ensure that investment managers align to the SIP and focuses on medium to long-term performance. Investment manager fees are reviewed by GSAM periodically.	GSAM ensured compliance with the SIP regarding appointed managers over the Scheme Year. 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.

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3. Implementing policies within the SIP (continued)

SIP Section	SIP Policy Overview	Compliance with Policy over the Scheme Year
Alignment of Interests	<p>GSAM reports regularly to the Trustee 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 1/1/2022 to 31/12/2022.</p>
	<p>Investment managers’ performance is regularly reviewed and monitored by GSAM and reported to the Trustee 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. One manager change as noted above was made.</p>
	<p>When selecting and reviewing the performance of investment managers, the Trustee expects GSAM to take into account the managers’ stewardship and ESG policies relative to both the Trustee’s 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 Trustee recognises 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 Trustee does 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:

Asset Class	Weight	Voting Information Availability
Equities	15.0%	Voting information available
Real Assets	0.7%	Voting information available
Fixed Income*	73.0%	Limited voting exposure
Alternatives	7.6%	Limited voting exposure
Passive exposures with no votes	3.6%	No voting exposure
Total:	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 Trustee expects 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 Trustee has 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 Trustee believes that for asset classes where voting is a key aspect of ownership the policy of the Trustee, 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 Trustee 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 and hence figures may sum to more than the total number of votes.

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4. Voting information (continued)

Summary of all voting data(continued)

Mandate	Asset Class	Active / Passive	31 March 2023 Portfolio Weight	Total votes	For	Against	Abstain / Do not vote / Proposal Not Votable	Proxy Advisor Used
Mondrian Global Equity*	Equities	Active	1.8%	821	730	78	13	821
Walter Scott Global Equity*	Equities	Active	2.1%	701	640	61	0	701
SSgA All World Developed Equity Index Life Fund	Equities	Passive	5.0%	29,665	26,760	2,905	117	29,665
SSgA Smart Beta Equity	Equities	Passive	2.2%	12,671	11,546	1,125	46	12,671
Van Berkom US Small Cap*	Equities	Active	1.0%	108	107	1	0	106
Principal International Small Cap Equity*	Equities	Active	0.7%	1,856	1,687	158	11	1,856
GMS Emerging Markets Equity Fund of Funds⁴	Equities	Active	2.2%	4,572	3,821	603	148	4,572
DWS Global Infrastructure*	Real Assets	Active	0.3%	588	558	30	0	588
Prudential Global Real Estate*	Real Assets	Active	0.5%	1,065	1,003	31	31	1,065

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4. Voting information (continued)

Summary of all voting data(continued)

The Goldman Sachs Multi-Manager Emerging Markets Equity Portfolio consists of three Emerging Markets Equity managers:

GMS Emerging Markets Underlying Funds	Asset Class	Active / Passive	Total votes	For	Against	Abstain / Do not vote / Proposal Not Votable	Proxy Advisor Used
Wellington Management Company, LLP	Equities	Active	2,807	2,299	388	120	2,807
Axiom Investors	Equities	Active	1,155	980	147	28	1,155
J O Hambro Capital Management Limited*	Equities	Active	610	542	68	0	610

*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 Trustee, 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 Trustee. 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.
- 4.16 For the funds managed by SSgA, the Trustee has filtered 3 significant votes from the list of all significant votes provided by the manager based on the weight of the stock in the portfolio, i.e. picking the 3 stocks with the highest weights in the portfolio.

SSGA Passive Global Equity:

- 4.17 SSgA were unable to provide details on the outcome of the vote or any next steps. GSAM, on behalf of the Trustee, requested this information.
- 4.18 SSGA do not publicly communicate their vote in advance, so any votes against management were not communication ahead of the vote.

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4. Voting information (continued)

SSGA Passive Global Equity (continued)

Issuer Name	Vote Date	Proposal Text	Vote Instruction	Vote Commentary / Rationale	Why is this vote considered significant?	Size of the holding as at Vote Date	Next steps, including whether the trustee / asset manager / service provider intends to escalate stewardship efforts
Microsoft Corporation	13-Dec-2022	Report on Climate Change	Against	This proposal does not merit support as the company's disclosure and/or practices related to climate change are reasonable.	In compliance with the UK SRD II, SSGA developed a framework that identifies their most significant votes for UK clients as follows: 1. All votes on environmental-related shareholder proposals. 2. All votes on compensation proposals where we voted against the management's recommendation. 3. All against votes on the re-election of board members due to poor ESG performance of their companies (as measured by their R-Factor ESG score*). 4. All against votes on the re-election of board members due to poor compliance with the local corporate governance score of their companies (as measured by their R-Factor CorpGov score**). 5. All against votes on the re-election of board members due to a lack of gender diversity on the board.	3.7%	Where appropriate SSGA will contact the company to explain our voting rationale and conduct further engagement.
Amazon.com, Inc.	25-May-2022	Report on climate change	Against			2.0%	
Tesla, Inc.	4-Aug-2022	Community – Environment Impact	For	This proposal merits support as the company's environmental disclosure and/or practices can be improved.		1.5%	

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4. Voting information (continued)

SSGA Smart Beta;

- 4.19 SSgA were unable to provide details on the outcome of the vote or any next steps. GSAM, on behalf of the Trustee, requested this information.
- 4.20 SSGA do not publicly communicate their vote in advance, so any votes against management were not communication ahead of the vote.

Issuer Name	Vote Date	Proposal Text	Vote Instruction	Vote Commentary / Rationale	Why is this vote considered significant?	Size of the holding as at Vote Date	Next steps, including whether the trustee / asset manager / service provider intends to escalate stewardship efforts
Microsoft Corporation	13-Dec-2022	Report on Climate Change	Against	This proposal does not merit support as the company's disclosure and/or practices related to climate change are reasonable.	In compliance with the UK SRD II, SSGA developed a framework that identifies their most significant votes for UK clients as follows: 1. All votes on environmental-related shareholder proposals.	3.0%	Where appropriate SSGA will contact the company to explain our voting rationale and conduct further engagement.
Walmart Inc.	1-Jun-22	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	This item does not merit support as SSGA has concerns with the proposed remuneration structure for senior executives at the company.	2. All votes on compensation proposals where we voted against the management's recommendation. 3. All against votes on the re-election of board members due to poor ESG performance of their companies (as measured by their R-Factor ESG score*).	1.3%	
Archer-Daniels-Midland Company	5-May-22	Product Toxicity and Safety	Abstain	SSGA is abstaining on the proposal as the company's disclosure and/or practices pertaining to the item are broadly in line with market standard but could be enhanced.	4. All against votes on the re-election of board members due to poor compliance with the local corporate governance score of their companies (as measured by their R-Factor CorpGov score**). 5. All against votes on the re-election of board members due to a lack of gender diversity on the board.	1.2%	

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4. Voting information (continued)

Wellington Systematic Equity

4.21 Wellington were unable to provide details on the outcome of the vote or whether the vote was communicated to the company. GSAM, on behalf of the Trustee, requested this information.

Issuer Name	Vote Date	Proposal Text	Vote Instruction	Vote Commentary / Rationale	Why is this vote considered significant?	Size of the holding as at Vote Date	Next steps, including whether the trustee / asset manager / service provider intends to escalate stewardship efforts
PTT Global Chemical Public Company Ltd	4-Apr-2022	Elect Director	Against	Affiliate/insider on a committee; Non-audit fees exceed audit-fees; Board independence/composition	Vote against management; holdings; resolution type	5.6%	Potentially enhance company engagement
Tencent Holdings Ltd.	18-May-2022	Elect Director	Against	Overboarded director		4.6%	
Kia Corporation	17-Mar-2023	Adoption of Executive Officer Retirement Allowance Policy	Against	Wellington did not provide this information.		1.7%	
Bank Mandiri (Persero) Tbk PT	14-Mar-2023	Election of Directors and/or Commissioners (Slate)	Against			17%	
Grupo Aeroportuario Del Sureste S.A.	20-Apr-2022	Elect Director	Against			0.9%	

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JO Hambro Equity

4.22 JO Hambro were unable to provide details on whether the intention of voting against management was communicated with to the company ahead of the vote. GSAM, on behalf of the Trustee, requested this information.

Issuer Name	Vote Date	Vote Instruction	Proposal Text	Vote Commentary / Rationale	Why is this vote considered significant?	Size of the holding as at Vote Date	Outcome of the vote	Next steps, including whether the trustee / asset manager / service provider intends to escalate stewardship efforts
Walmart de Mexico	Apr-22	Against	Approve directors	Voted against six non-independent directors to attempt to increase the independence of the board to protect the interests of minority shareholders	Increasing board independence aligns with our view that increased focus on ESG can lead to a rerating of the company and improve shareholder return and is part of our stewardship duties as investors	1.7%	Approved	Although the company has a majority shareholder, we will continue to seek to improve the position of minority shareholders
ENN Energy Holdings Limited	May-22	Against	Approve Executive Share Option Plan	The company could be considered a mature company, and the limit under the proposed scheme, together with other share incentive schemes of the company, exceeds 5 percent of the company's issued capital. In addition, performance conditions and meaningful vesting periods were not been disclosed. The directors eligible to receive options under the New Scheme are involved in the administration of the scheme.	The vote is significant as it highlights governance issues which should be addressed. The proposed share option plan lacks sufficient details and controls that could favour unduly reward management at the expense of minority shareholders	2.5%	Approved	Continue to monitor and control executive compensation
Tencent Holdings Limited	May-22	Against	Approve Stock Option Plan Grants	Tencent Music could be considered a mature company, and the limit under the scheme is 10 percent of its issued capital; The absence of challenging performance criteria and meaningful vesting periods; and the potential for conflict of interests in the administration of the scheme.		5.5%	Approved	

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4. Voting information (continued)

JO Hambro Equity(continued)

Issuer Name	Vote Date	Vote Instruction	Proposal Text	Vote Commentary / Rationale	Why is this vote considered significant?	Size of the holding as at Vote Date	Outcome of the vote	Next steps, including whether the trustee / asset manager / service provider intends to escalate stewardship efforts
Mr Price	Aug-22	Against	Approve management recommendations for board appointments.	Voted against management recommendations for board appointments because the company's remuneration committee was insufficiently independent	Increasing board committee independence and disclosure. Aligns with our view that increased focus on ESG can lead to a rerating of the company and improve shareholder return.	1.9%	Approved	Continue to monitor and control board committee membership
SK Square Co. Ltd.	Mar-23	Against	Approval of Reduction of Capital Reserve	Voted with management as the proposal will enable the company to increase its shareholder return policy, specifically through the payment of dividends and buyback and cancellation of shares.	This vote is significant because it supports our ongoing engagement efforts with SK Square	1.0%	Result not yet announced	Monitor the proposal and execution of shareholder return policy and continue to engage with management about the issue to encourage further enhancements

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4. Voting information (continued)

Axiom Investors

4.23 Axiom were unable to provide details on the outcome of the vote. GSAM, on behalf of the Trustee, requested this information.

4.24 Any votes against management were not communication ahead of the vote.

Issuer Name	Vote Date	Proposal Text	Vote Instruction	Vote Commentary / Rationale	Why is this vote considered significant?	Size of the holding as at Vote Date	Next steps, including whether the trustee / asset manager / service provider intends to escalate stewardship efforts
Anglo American Plc	19-Apr-22	Approve Climate Change Report	For	A Vote FOR the Climate Change Report is warranted. The plan features several positive aspects, including: The Company meets expectations in terms of disclosure and governance surrounding climate change. The Company's long-term goals have a shorter time frame than many peers (2040, as opposed to 2050). Its ambition is for carbon neutrality across operations by 2040. Although the Scope 3 ambitions do not include a net zero target, it has provided targets to 2040, accompanied by clear descriptions of the challenges it faces and its intended actions to decrease its scope 3 targets. There has been accelerated progress towards Scope 1 and 2 emissions reduction.	Axiom considers the selected votes to be significant as we have directly engaged at least once on ESG issues with these companies during the period. This vote was related to the environmental stewardship theme.	0.5%	The examples provided continue to be stocks that Axiom monitor and engage with on a regular basis.
Capitec Bank Holdings Ltd.	27-May-22	Approve Implementation Report of Remuneration Policy	Against	A vote AGAINST this item is warranted: For LTIP awards granted in 2019 and vesting 2022, the Remuneration Committee has excluded any reference to the 2021 financial performance, thus effectively shortening the performance period to two years. This is considered a significant deviation from investor expectations.		1.4%	

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4. Voting information (continued)

Axiom Investors (continued)

Issuer Name	Vote Date	Proposal Text	Vote Instruction	Vote Commentary / Rationale	Why is this vote considered significant?	Size of the holding as at Vote Date	Next steps, including whether the trustee / asset manager / service provider intends to escalate stewardship efforts
Samvardhana Motherson International Limited	29-Aug-22	Approve Loans, Investments, Corporate Guarantees in Other Body Corporate	Against	A vote AGAINST this resolution is warranted due to lack of information.	Axiom considers the selected votes to be significant as we have directly engaged at least once on ESG issues with these companies during the period.	0.7%	The examples provided continue to be stocks that Axiom monitor and engage with on a regular basis.
Shenzhen Mindray Bio-Medical Electronics Co., Ltd.	10-May-22	Approve Amendments to Articles of Association	Against	A vote AGAINST is warranted because the proposed articles amendments are not considered to adequately provide for accountability and transparency to shareholders.	This vote was related to the environmental stewardship theme.	0.7%	

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4. Voting information (continued)

DWS Global Infrastructure

4.25 DWS were unable to provide details on whether the intention of voting against management was communicated with to the company ahead of the vote. GSAM, on behalf of the Trustee, requested this information.

Issuer Name	Vote Date	Proposal Text	Vote Instruction	Vote Commentary / Rationale	Why is this vote considered significant?	Size of the holding as at Vote Date	Outcome of the vote	Next steps, including whether the trustee / asset manager / service provider intends to escalate stewardship efforts
Gibson Energy Inc.	03-May-22	Approve Pricewaterhouse Coopers LLP as Auditors and Authorize Board to Fix Their Remuneration	For	Vote FOR the ratification of PricewaterhouseCoopers LLP as auditor as non-audit fees (17 percent) were reasonable relative to total fees paid to the auditor.	DWS utilised companies which had high share totals being voted, selected a mixture of For and Against votes, and a diverse votable item sampling.	0.38%	Pass	Currently DWS Americas does not have a formal engagement policy and is in the process of establishing escalation strategies, reporting structure, operational and monitoring requirements. DWS anticipate engaging in a two-way dialogue with investee companies on strategy, risk, capital structure and relevant corporate governance, environmental and social topics which impact financial performance
NiSource Inc.	24-May-22	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Although certain concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time		0.68%	Pass	
COSCO SHIPPING Ports Limited	26-May-22	Approve Pricewaterhouse Coopers as Auditor and Authorize Board to Fix Their Remuneration	For	A vote FOR this proposal is warranted given the absence of any known issues concerning the audit firm, its remuneration, and the way the audit was conducted		5.18%	Pass	

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DWS Global Infrastructure

Issuer Name	Vote Date	Proposal Text	Vote Instruction	Vote Commentary / Rationale	Why is this vote considered significant?	Size of the holding as at Vote Date	Outcome of the vote	Next steps, including whether the trustee / asset manager / service provider intends to escalate stewardship efforts
TOHO GAS Co., Ltd.	29-Jun-22	Approve Allocation of Income, with a Final Dividend of JPY 30	For	A vote FOR this proposal is warranted because there are no particular concerns with the level of the proposed dividend.	DWS utilised companies which had high share totals being voted, selected a mixture of For and Against votes, and a diverse votable item sampling.	0.10%	Pass	Currently DWS Americas does not have a formal engagement policy and is in the process of establishing escalation strategies, reporting structure, operational and monitoring requirements. DWS anticipate engaging in a two-way dialogue with investee companies on strategy, risk, capital structure and relevant corporate governance, environmental and social topics which impact financial performance
China Tower Corporation Limited	30-Dec-22	Approve Interim Administrative Measures on the Remuneration of the Management	For	A vote FOR the resolutions is warranted given the proposed measures to be adopted are made in line with the relevant rules and regulations that govern the company and are made on the basis of the actual circumstances of the company.		64.20%	Pass	

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4. Voting information (continued)

Mondrian Global Equity

4.26 Any votes against management were communicated to the company ahead of the vote.

Issuer Name	Vote Date	Proposal Text	Vote Instruction	Vote Commentary / Rationale	Why is this vote considered significant?	Size of the holding as at Vote Date	Outcome of the vote	Next steps, including whether the trustee / asset manager / service provider intends to escalate stewardship efforts
GlaxoSmithKline Plc	2022-05-04	Approve Remuneration Policy	For	Historically GSK's remuneration structure has failed to achieve alignment between management and shareholder outcomes: over many years. In February 2022, Mondrian met with GSK's Chairman, who was aiming to improve shareholder alignment and to contribute towards cultural change at GSK. The shared perspective was that GSK has historically been rather tolerant of underperformance against stated objectives. The new Remuneration Policy was proposed at the May 2022 AGM. The manager's proxy advisor recommended voting against the proposal, objecting mainly to the increase in the bonus opportunity from 2x to 3x. Mondrian voted for the approval of the Remuneration Policy. The manager's view is that the new policy, which results in better alignment with shareholders and penalizes management for underperformance, was a clear step forward for the company and its owners.	Vote against proxy adviser's recommendation	2%	Passed	Not applicable

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4. Voting information (continued)

Mondrian Global Equity

Issuer Name	Vote Date	Proposal Text	Vote Instruction	Vote Commentary / Rationale	Why is this vote considered significant?	Size of the holding as at Vote Date	Outcome of the vote	Next steps, including whether the trustee / asset manager / service provider intends to escalate stewardship efforts
Continental AG	2022-04-29	Approve Remuneration Report	Against	Mondrian voted against the remuneration report due to several reasons. The manager believes that the legacy defined benefit pension plans resulted in excessive pension contributions for certain executives. The manager did not consider the targets and performance metrics under the Long-Term Incentive plan to be sufficiently challenging, due to the below peer median vesting. There was also an excessive severance payment for the outgoing CFO with a lack of clarity on the conditions for the payment to be realized, as well as a lack of disclosure on average employee remuneration. The manager engaged with IR over email prior to the vote to let them know of our voting intentions and rationale. The manager encouraged the company to have an early dialogue in future with the proxy advisors and large shareholders well in advance of the voting deadline so any controversial issues can be explored in good time.	Vote against management's recommendation	2%	Passed	We will continue to engage with the company regarding its remuneration policies.

SUN CHEMICAL LIMITED PENSION SCHEME

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

4. Voting information (continued)

Mondrian Global Equity

Issuer Name	Vote Date	Proposal Text	Vote Instruction	Vote Commentary / Rationale	Why is this vote considered significant?	Size of the holding as at Vote Date	Outcome of the vote	Next steps, including whether the trustee / asset manager / service provider intends to escalate stewardship efforts
Mitsubishi Electric Corp.	2022-06-29	Elect Director	Against	Mondrian voted against this proposal. The company has seen significant quality control issues with numerous cases of improper practices identified so far across multiple domestic manufacturing sites and business lines over many years. The nominee was CFO at the time of disclosure (now demoted to Director) and we believed should be held responsible along with the company President (who we voted against in line with our proxy adviser's recommendation). These issues have weighed on the share price and were disclosed just after last year's AGM, so investors had no opportunity to express their views then, despite the company being aware of them before the AGM date. The manager felt voting against the nominee would support our view that the company should look to improve its corporate governance more meaningfully which could help to realise more shareholder value.	Vote against management's recommendation	3%	Passed	Mondrian continues to engage with the company to improve its corporate governance practices.

SUN CHEMICAL LIMITED PENSION SCHEME

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

4. Voting information (continued)

Mondrian Global Equity

Issuer Name	Vote Date	Proposal Text	Vote Instruction	Vote Commentary / Rationale	Why is this vote considered significant?	Size of the holding as at Vote Date	Outcome of the vote	Next steps, including whether the trustee / asset manager / service provider intends to escalate stewardship efforts
Toyota Industries Corp.	2022-06-10	Elect Director	Against	At the 2022 AGM in June, Mondrian voted against items 2.1 and 2.2 – the election of two directors - due to the excessive cross-shareholdings of those directors. Mondrian also voted against items 2.3 and 2.5 as the nominee is an internal director in a board lacking independence, and the nominee is from Toyota Motor which can be seen to exert undue influence on Toyota Industries and is designated a non-independent outsider.	Vote against management's recommendation	2%	Passed	In August 2022 Mondrian met with the Senior Executive Officer of TICO, along with Investor Relations to further discuss our key corporate governance concerns. TICO continues to be a corporate governance laggard with issues including remuneration not aligned with shareholders, lack of board independence or diversity, and large cross-shareholdings. We discussed our views on these topics and Senior Executive Officer said they would share our thoughts with top management. The conversation was amicable and laid the groundwork for future engagement even though most of their responses were limited. There remains significant potential upside in the potential event of material improvement in these governance areas. Additionally, we discussed the recent AGM and our proxy advisor's voting recommendations, noting that ISS recommends voting against top management of companies with greater than 20% net assets in cross shareholdings and Japanese companies with no female directors. TICO has not yet progressed any of the governance items raised; we continue to monitor and engage with the company on these issues.

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

4. Voting information (continued)

Mondrian Global Equity

Issuer Name	Vote Date	Proposal Text	Vote Instruction	Vote Commentary / Rationale	Why is this vote considered significant ?	Size of the holding as at Vote Date	Outcome of the vote	Next steps, including whether the trustee / asset manager / service provider intends to escalate stewardship efforts
Meta Platforms, Inc.	2022-05-25	Commission Assessment of Audit and Risk Oversight Committee	For	Our vote against both the recommendation of Meta's board and our proxy advisor was on a proposed audit of Meta's Risk Oversight Committee. Our proxy advisor and the board believe the company have sufficient internal audits in place to ensure this Committee is functioning correctly. However, a number of high-profile controversies and public allegations threw some doubt on this view. Allegations made by a whistleblower were damaging for Meta's share price and brand, especially her concerns that the company would look to retaliate against her. We believed an external audit of the Risk Oversight Committee would help to assuage fears that the company is not policing itself correctly.	Vote against management's and our proxy adviser's recommendation	3%	Not approved	Mondrian continues to monitor Meta's governance practices.

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

4. Voting information (continued)

Walter Scott Global Equity

4.27 Any votes against management were communicated to the company ahead of the vote.

Issuer Name	Vote Date	Proposal Text	Vote Instruction	Vote Commentary / Rationale	Why is this vote considered significant?	Size of the holding as at Vote Date	Outcome of the vote	Next steps, including whether the trustee / asset manager / service provider intends to escalate stewardship efforts
Booking Holdings Inc.	09/06/2022	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	Compensation and stock option plans - Not reasonable or excessive dilution	Vote against management	2.12%	Failed (31.7% votes for)	All significant votes are reviewed and approved by the Investment Stewardship Committee. Any potential learnings from our significant votes are then taken into account for periodic reviews of the Proxy Voting Policy.
KEYENCE Corp.	10/06/2022	Approve Allocation of Income, with a Final Dividend of JPY 100	Against	Proposed dividend too low		2.00%	Passed - (79.7% votes for)	
Compass Group Plc	09/02/2023	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	Against	Due to potential dilution greater than 10%		2.18%	Passed (95.3% votes for)	
Linde Plc	18/01/2023	Approve Scheme of Arrangement	For	In agreement with management		2.70%	Passed (94.0% votes for)	
Alimentation Couche-Tard Inc.	31/08/2022	Amend Articles Re: Changes in the Classes of Shares of the Corporation	For	In agreement with management		2.99%	Passed (99.7% votes for)	

SUN CHEMICAL LIMITED PENSION SCHEME

**APPENDIX I – ENGAGEMENT POLICY IMPLEMENTATION STATEMENT
(forming part of the Trustees’ Report)**

4. Voting information (continued)

Van Berkom US Small Cap

4.28 Van Berkom were unable to provide details on next steps or the size of the Scheme’s holdings as at the date of the vote. GSAM, on behalf of the Trustee, requested this information.

Issuer Name	Vote Date	Proposal Text	Vote Instruction	Vote Commentary / Rationale	If the vote was against management, was the intention communicated to the company ahead of the vote?	Why is this vote considered significant?	Outcome of the vote
Marriott Vacations Worldwide Corp	05/12/2022	Advisory Vote on Executive Compensation	For	The manager agrees with GL assessment that the one time adjustment for executive compensation is without merit and that we should vote against. The pandemic has impacted all stakeholders from shareholders to employees and customers. It is a misalignment of interest for the management to be compensated based on arbitrary adjustments to meet compensation targets.	When we vote against any proposals on proxies, that outcome is generally communicated to companies in two ways: 1) via a Van Berkom direct outreach to the company, and 2) the vote down and associated comments on the ballot are transcribed and provided to the Secretary of the Company by Glass Lewis, given we vote proxy statements using Viewpoint, their web-based proxy voting software. We generally reach out to management teams or board of directors to discuss disagreements on specific proposals. This call may occur before or after the proxy is voted, depending on the timing of the call. Lastly, in the case of Glass Lewis, this information is shared after the vote is sent.	The manager believes compensation should be aligned with long term shareholder returns.	For: 82.98%

SUN CHEMICAL LIMITED PENSION SCHEME

**APPENDIX I – ENGAGEMENT POLICY IMPLEMENTATION STATEMENT
(forming part of the Trustees’ Report)**

4. Voting information (continued)

Van Berkom US Small Cap (continued)

Issuer Name	Vote Date	Proposal Text	Vote Instruction	Vote Commentary / Rationale	If the vote was against management, was the intention communicated to the company ahead of the vote?	Why is this vote considered significant?	Outcome of the vote
Maximus Inc.	03/14/2022	Shareholder Proposal Regarding Racial Equity Audit	Against	The manager is voting according to the Board's recommendation on this matter. Considering the company's significant commitment and efforts on diversity, inclusion and equity, we do not believe that this third-party equity audit will add any value and will be of any relevance to any stakeholder.	N/A	The manager is satisfied with the company's commitment and initiatives in favor of stronger inclusion and diversity.	For: 63.79%
Universal Health Services, Inc.	05/17/2022	Shareholder Proposal Regarding Majority Vote for Director Election	Against	With so much value created for shareholders over time, and appropriate governance standards in place, the manager is against this stockholder proposal, as it would not add any value or improve current governance.		The manager has carefully evaluated effectiveness of the current governance and we voted in the best interest of its beneficiaries.	Against: 91.02%

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

4. Voting information (continued)

Principal International Small Cap Equity

4.29 Any votes against management were communicated to the company ahead of the vote.

Issuer Name	Vote Date	Proposal Text	Vote Instruction	Vote Commentary / Rationale	Why is this vote considered significant?	Approximate size of the scheme's holding as at the date of the vote	Outcome of the vote	Next steps, including whether the trustee / asset manager / service provider intends to escalate stewardship efforts
BAWAG Group AG	28/03/2022	Approve Remuneration Report	Against	A vote AGAINST is warranted because: * The management board's pay package raises quantum concerns. The pay package is substantially above what peers are paying their CEOs, mainly stemming from the base salary. The base salary is substantially above reasonable peers, even above that of Europe's largest companies. The company failed to disclose how it arrived at these levels or how it is considered to be in line with the market.* Further concerns are noted due to significant and unexplained salary increases in the last two years under review.* Short-term performance metrics are vague under the individual as well as ESG/leadership parts, in total accounting for two-thirds of STI.	This was a concern that we raised with management and communicated directly with the company about our concerns laid out in the voting rationale section. Significant because it does not align with shareholders or best practices.	0.37%	Against	Continue to engage the company and sell the shares if warranted.

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

4. Voting information (continued)

Principal International Small Cap Equity (continued)

Issuer Name	Vote Date	Proposal Text	Vote Instruction	Vote Commentary / Rationale	Why is this vote considered significant?	Approximate size of the scheme's holding as at the date of the vote	Outcome of the vote	Next steps, including whether the trustee / asset manager / service provider intends to escalate stewardship efforts
JD Sports Fashion Plc	22/07/2022	Approve Remuneration Report	Against	<p>A vote AGAINST the remuneration report is warranted because: * The CFO increased a 32.4% salary. The increased salary is not excessive for a company of this size, and so would not, by itself, trigger an adverse vote recommendation. However, the critical consideration is that it amplifies a bonus that is all cash-satisfied, and an LTIP that is partly paid in cash. Therefore, the effect is to increase the cash element of a package that is already heavily weighted toward cash, with implications for risk profile and for the efficacy of malus and clawback functions. * Bonus outcome was reduced from 100% of 90% of opportunity to reflect corporate governance issues. Given the reputational issues posed by the Company's interactions with the CMA, and recent disclosures on its communications with the FCA, it is questionable whether this discretion went far enough. It should be noted that we do not consider responsibility for remuneration concerns to lie with the current remuneration committee, every member of which is new, including the interim committee chair. Long-standing concerns with pay will be revisited next year.</p>	<p>This was a concern that we raised with management and communicated directly with the company about our concerns laid out in the voting rationale section. Significant because it does not align with shareholders or best practices.</p>	0.14%	Passed	Continue to engage the company and sell the shares if warranted.

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

4. Voting information (continued)

Principal International Small Cap Equity (continued)

Issuer Name	Vote Date	Proposed Text	Vote Instruction	Vote Commentary / Rationale	Why is this vote considered significant ?	Approximate size of the scheme's holding as at the date of the vote	Outcome of the vote	Next steps, including whether the trustee / asset manager / service provider intends to escalate stewardship efforts
JD Sports Fashion Plc				At that stage, shareholders may expect to see significant movement towards a pay offering more in line with market standards, and with less cash emphasis. Shareholders will be interested in knowing whether existing and emerging governance and regulatory concerns have translated into pay outcomes.				
Rockwool International A/S	06/04/2022	Disclosure Report on Political Contributions	For	A vote FOR this resolution is warranted as additional disclosure concerning the company's policies on political contributions would be beneficial to shareholders.	We are encouraging companies to improve their transparency.	0.34%	Failed	Continue to engage the company and encourage greater disclosure.
RS Group Plc	14/07/2022	Approval Remuneration Report	Against	A vote AGAINST this item is considered warranted: * The Company proposes to introduce a one-off LTIP award with the potential to deliver up to 750% of salary for the Executive Directors. This is in addition to annual LTIP awards, currently set at 250% of salary. While a rationale is provided, it does not offset the concern raised by the quantum of the proposed award.	This was a concern that we raised with management and communicated directly with the company about our concerns laid out in the voting rationale section. Significant because it does not align with shareholders or best practices.	0.29%	Passed	Continue to engage the company and sell the shares if warranted.

SUN CHEMICAL LIMITED PENSION SCHEME

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

4. Voting information (continued)

Principal International Small Cap Equity (continued)

Issuer Name	Vote Date	Proposal Text	Vote Instruction	Vote Commentary / Rationale	Why is this vote considered significant ?	Approximate size of the scheme's holding as at the date of the vote	Outcome of the vote	Next steps, including whether the trustee / asset manager / service provider intends to escalate stewardship efforts
Hanwa Co., Ltd.	24/06/2022	Elect Director	Against	Cross-shareholdings are worth more than 10% of net assets. The board does not have a majority of independent directors. A vote AGAINST this director nominee is warranted because:- Top management is responsible for the company's capital misallocation.	We are particularly encouraging our Japanese companies to improve their governance and improve shareholder returns by utilizing their balance sheets/cash	0.54%	Passed	Continue to engage the company and sell the shares if warranted.

SUN CHEMICAL LIMITED PENSION SCHEME

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

4. Voting information (continued)

Prudential Global Real Estate

4.30 Any votes against management were not communicated to the company ahead of the vote.

Issuer Name	Vote Date	Proposal Text	Vote Instruction	Vote Commentary / Rationale	Why is this vote considered significant?	Size of the holding as at Vote Date	Outcome of the vote	Next steps, including whether the trustee / asset manager / service provider intends to escalate stewardship efforts
Scentre Group	31/3/2022	Elect Director	Against	VAP: The manager will follow Glass Lewis recommendation to vote against the nominee because of their track record at AMP board. From prior experience at AMP, we believe the board is not capable to handle crisis and is not controlling management well . There was another scandal of the board ignoring the new CEO history of sexual harassment in 2020 at amp, after the royal commission investigation scandal in 2018. And SCG board already have another two AMP related board members , the manager may not want this AMP-related group further expand in SCG board.	Because of Board accountability and independence. Catherine Brenner was from AMP, the Board already had two AMP related Board members. Through several scandals at Scentre Group the Board had also proven ineffective at controlling management.	0.90%	81.87% voted FOR	Continued dialogue with management regarding best governance practices.

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

4. Voting information (continued)

Prudential Global Real Estate (continued)

Issuer Name	Vote Date	Proposal Text	Vote Instruction	Vote Commentary / Rationale	Why is this vote considered significant?	Size of the holding as at Vote Date	Outcome of the vote	Next steps, including whether the trustee / asset manager / service provider intends to escalate stewardship efforts
VGP N.V.	3/5/2022	Authority to Repurchase and Reissue Shares as a Takeover Defense		The manager does not believe takeover defense measures such as this are in the best interests of shareholders.	Policies are not shareholder friendly	1.00%	99.82% voted FOR	Continued dialogue with management regarding best governance practices.
		Change in Control Clause					98.94% voted FOR	
SL Green Realty Corp.	28/5/2022	Elect Directors	Against	The company has historically failed to align pay with performance.	The company has historically failed to align pay with performance so the manager voted against the Compensation Committee slate	0.03%	Burton: 82.6% voted FOR Dillard: 97.36% voted FOR Levy: 90.12% voted FOR	
Rexford Industrial Realty Inc	10/6/2022	Elect Directors	Against	The board is not sufficiently independent.	The Board is not sufficiently independent so the manager voted against the inside/affiliated members	1.65%	Frankel: 98.58% FOR Schwimmer: 98.58% FOR Ziman: 90.68% FOR	