

**Telereal Pension Plan
Implementation Statement
Year Ending 31 December 2021**

Glossary

ESG	Environmental, Social and Governance
Investment Adviser	First Actuarial LLP
ISS	Institutional Shareholder Services Inc.
Lazard	Lazard Asset Management Limited
Majedie	Majedie Asset Management Limited
Marathon	Marathon Asset Management LLP
Plan	Telereal Pension Plan
Plan Year	1 January 2021 to 31 December 2021
SIP	Statement of Investment Principles
T. Rowe Price	T. Rowe Price International Ltd

Introduction

The Trustees have reviewed the extent to which their policy from the SIP relating to the exercise of rights (including voting rights) attaching to the investments was followed over the Plan Year and this statement confirms the outcome of that review.

In addition, the statement summarises the voting record of the Plan’s investment managers and provides information on the significant votes made in respect of the Trustees' equity holdings. Information is also provided on the how the Plan’s investment managers make use of the services of proxy voting advisers.

Voting and Engagement Policies

The SIP was updated in November 2021 to reflect changes made to the Scheme's investment strategy. No changes were made to the wording of the SIP relating to the Trustees' voting and engagement policies.

The Trustees have reviewed their actions over the course of the Plan Year against the voting and engagement policies described in the SIP and an assessment of the extent to which the Trustees followed the policies is set out below.

All equity assets were invested in pooled funds over the period meaning ongoing engagement (including the exercise of voting rights) was determined by the investment managers' own policies.

The Trustees regularly receive and consider information provided by the investment managers on their governance policies.

A new investment was added during the Plan Year, but this was a credit portfolio meaning the investment manager's voting and engagement policy was not directly relevant. In selecting the investment, the Trustees considered the investment manager's approach towards ESG risks.

In preparing this Statement, the Trustees have considered the voting and engagement policies of the Plan's investment managers.

Relevant Investments

The Plan's assets are invested in pooled funds and some of those funds include an allocation to equities. Where equities are held, the investment manager has the entitlement to vote.

At the end of the Plan Year, the Plan invested in the following funds which included an allocation to equities:

- Lazard Global Thematic Equity Fund
- Majedie UK Focus Fund
- Marathon Global Common Contractual Fund
- T. Rowe Price Global Large Cap Equity Fund

In each case, the Trustees have delegated responsibility for voting and engagement to the investment managers of the pooled funds.

The Investment Managers' Voting Records

The vast majority of shareholder votes are brought by company directors with examples being votes to receive the Report & Accounts, to declare a dividend or to elect a director. The investment managers have a tendency to vote with management in favour of the vast majority of proposals. In general, the Trustees would expect that the extent to which an investment manager votes against proposals will provide a broad indication of the extent to which that investment manager seeks to influence the governance of the companies in which it invests.

A summary of the investment managers' voting records is shown in the table below.

Investment Manager	Lazard	Majedie	Marathon	T. Rowe Price
Number of eligible votes	1,657	759	7,374	2,446
Proportion voted on	98%	99%	100%	99%
<u>Split of votes:</u>				
For	94%	96%	95%	93%
Against	6%	4%	5%	7%
Abstained	0%	0%	1%	0%
Total	100%	100%	100%	100%

Notes

These voting statistics are based on each manager's full voting record over the 12 months to 31 December 2021 rather than votes related solely to the funds held by the Plan.

Numbers may not sum due to rounding.

Significant Votes

Each of the Plan's equity investment managers has provided details of how they voted in significant votes. These votes are recorded in the Appendix and a summary of the key points is noted below.

Lazard

Lazard have defined 'significant votes' to be those made in shareholder proposals, votes on compensation/remuneration, and votes against management.

Lazard voted against management in three out of the top 10 most significant votes. In each case they did not specifically discuss their vote with management in advance, however as they regularly meet with the management of the companies in which they invest, typically any material concerns would have already been raised.

None of the significant votes identified by Lazard were related to the environment.

Of these significant votes four out of the top 10 proposals were accepted by shareholders.

Majedie

Majedie identified seven significant votes in which they participated during the Plan Year across four companies. Majedie defines significant votes as being those where they have a top weighting in the fund, and those where their voting recommendation does not align with the recommendation of their Proxy Voting Adviser (ISS).

Of the significant votes, three related to executive pay, three to the issue of equity, and one to the re-election of a director.

In five instances, the manager voted against the recommendation provided by ISS.

Marathon

Marathon have identified 10 significant votes in which they participated during the Plan Year. These provide examples of Marathon voting both against management and against the recommendations of their Proxy Voting Adviser (ISS).

Marathon cite three examples where they engaged with management before the vote. In one instance they voted against both management and ISS's recommendation, and in the other two cases they voted in line with the ISS recommendation but against management.

None of the significant votes identified by the manager related to environmental matters, however, one particular vote related to governance issues around the management of the company. Marathon voted in line with a shareholder proposal to replace three board directors with shareholder-nominated directors. This was against management and ISS' recommendation. One of those directors was appointed.

T. Rowe Price

T. Rowe Price determine the most significant votes as being those where they had a significant holding, where the situation was particularly contentious, or the vote illustrates a key aspect of their own voting approach.

T. Rowe Price have identified 10 significant votes in which they participated during the Plan Year. The manager voted against all of these, all of which they deemed to be illustrative of their approach to a key topic. The manager did not communicate its intentions to management in advance of any of the votes.

Six of these votes related to electing or re-electing directors to company boards. The manager opposed these elections for a variety of reasons including director performance, “overboarding” (an individual nominee serving on too many boards), board independence and diversity.

Use of Proxy Voting Advisers

Investment Manager	Who is their proxy voting adviser?	How is the proxy voting adviser used?
Lazard	ISS & Glass Lewis	The manager considers the recommendation from ISS but makes the final vote.
Majedie	ISS	ISS provides a recommendation. If this agrees with the management recommendation, Majedie are likely to vote in line with it.
Marathon	ISS	The manager uses recommendations from ISS as a basis for its voting policy, but reserves the right to deviate from the ISS recommendation.
T. Rowe Price	ISS	The manager creates their own bespoke policy which ISS implement on their behalf.

Conclusions

Over the course of the Plan Year, the Trustees complied with the policies stated in the SIP relating to voting and engagement.

The Trustees have assessed the voting of the Plan's equity investment managers in votes which those investment managers have identified as being significant.

As part of the assessment, the Trustees noted that all of the Plan's equity investment managers make use of a proxy voting adviser with ISS being an organisation which provides research to all of them.

The Trustees noted that Lazard, Majedie, Marathon and T. Rowe Price voted against the recommendation of their proxy adviser in a small percentage of cases.

Overall, the Trustees assessment of the investment managers' voting practices did not raise any concerns.



Date: 20/06/2022

Signed on behalf of the Trustees of the Telereal Pension Plan

Significant Votes

The table below records how the Plan's investment managers voted in the most significant votes identified by the Trustees.

Lazards

Company	Meeting Date	Proposal	Manager Vote
Microsoft Corporation	30 Nov 21	Prohibit Sales of Facial Recognition Technology to All Government Entities	Against
Microsoft Corporation	30 Nov 21	Report on Gender/Racial Pay Gap	For
Microsoft Corporation	30 Nov 21	Report on Lobbying Activities Alignment with Company Policies	For
Microsoft Corporation	30 Nov 21	Report on Effectiveness of Workplace Sexual Harassment Policies	Against
Microsoft Corporation	30 Nov 21	Report on Implementation of the Fair Chance Business Pledge	Against
Microsoft Corporation	30 Nov 21	Advisory Vote to Ratify Named Executive Officers' Compensation	For
Microsoft Corporation	30 Nov 21	Approve Qualified Employee Stock Purchase Plan	For
The Walt Disney Company	09 Mar 21	Adopt a Policy to Include Non-Management Employees as Prospective Director Candidates	Against
The Walt Disney Company	09 Mar 21	Report on Lobbying Payments and Policy	For
The Walt Disney Company	09 Mar 21	Advisory Vote to Ratify Named Executive Officers' Compensation	For

Majedie

Company	Meeting Date	Proposal	Manager Vote
Ascential	05 Jun 21	To approve the Remuneration Policy	For
Ascential	05 Jun 21	To approve 10 year Equity Plan	For
Aveva	07 Jun 21	Re-elect Olivier Blum as Director	Against
Essentra	20 May 21	Authorise Issue of Equity	For
Essentra	20 May 21	Authorise Issue of Equity without Pre-emptive Rights	For
Essentra	20 May 21	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	For
Fiserv	19 May 21	Advisory Vote to Ratify Named Executive Officers' Compensation	Against

Marathon

Company	Meeting Date	Proposal	Manager Vote
Svenska Handelsbanken AB (Sweden)	24 Mar 21	Re-elect a number of longstanding directors, elect a new non-independent director and re-elect Par Boman as Board Chairman.	For
Orsted A/S (Denmark)	01 Mar 21	Authorize Share Repurchase Program	For
WH Smith (UK)	20 Jan 21	Approve Remuneration Report	For
TECO Electric & Machinery Co., Ltd.	25 May 21	Three separate resolutions to elect shareholder-nominated directors to the board.	For
Coca-Cola Amatil Ltd.	16 Apr 21	Proposal to purchase the Australian local listed Coca-Cola company by Coca-Cola European Partners plc	For
Jardine Strategic	12 Apr 21	To merge the business with Jardine Matheson Holdings	For
GS Home Shopping, Inc.	28 May 21	Vote to approve the absorption of the business by GS Retail Co Ltd.	Against
LG Corp.	26 Mar 21	Approve Spin-Off of a newly created holding company comprised of LG Corp.'s direct and indirect holdings in LG Hausys, LG MMA, Silicon Works, LG International and Pantos	Against
AMP Limited	30 Apr 21	The resolution was to approve a somewhat controversial remuneration report, in particular in respect of the pay of named Executives over the period.	For
Samsung Electronics	17 Mar 21	Proposals to re-elect independent/external directors.	For

T. Rowe Price

Company	Meeting Date	Proposal	Manager Vote
Apple Inc.	28 Dec 20	Elect Director Andrea Jung	Against
Masan Group Corporation	01 Mar 21	Approve Size of Board of Directors and Approve Election of Additional 1 Director	Against
Eurofins Scientific SE	08 Apr 21	Approve Creation of Class C Beneficiary Units and Amend Articles of Association	Against
Paycom Software, Inc.	17 Mar 21	Advisory Vote to Ratify Named Executive Officers' Compensation	Against
argenx SE	13 Apr 21	Elect Yvonne Greenstreet as Non-Executive Director	Against
Wuxi Biologics (Cayman) Inc.	09 Jun 21	Elect Ning Zhao as Director	Against
Nestle Nigeria Plc	22 Jun 21	Reelect Mauricio Alarcon as Director	Against
flatexDEGIRO AG	29 Jun 21	Elect Martin Korbmacher to the Supervisory Board	Against
Alibaba Group Holding Limited	04 Aug 21	Elect Director E. Borje Ekholm	Against
Zomato Ltd.	13 Aug 21	Approve Extension of Benefits of Zomato Employee Stock Option Plan 2021 (ESOP 2021) to the Employees of the Subsidiary Company(ies)	Against