



BT Section of the BT Hybrid Scheme

Implementation Statement for year ended 31 March 2023
October 2023

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Introduction

This Implementation Statement (the "Statement") has been prepared by the Section Trustee (the "Trustee") of the BT Section (the "Section") of the BT Hybrid Scheme (the "Scheme"). The purpose of this Statement is to set out how, and the extent to which, the Trustee believes the Statement of Investment Principles ("SIP") has been followed during the Section year from 1 April 2022 to 31 March 2023. It sets out any changes made to the SIP during the Section year and demonstrates how the Trustee has acted on certain policies within the SIP.

This Statement has been prepared in accordance with the Occupational Pension Schemes (Investment and Disclosure) Regulations 2005 Amendments. The Section has both a Defined Benefit ("DB") section and a Defined Contribution ("DC") section. This Statement has therefore been divided into two sections. Section 1 considers the Section's DB assets and Section 2 considers the Section's DC investments.

Trustees of occupational pension schemes which provide DC benefits are required to provide details of how, and the extent to which, their SIP policies have been followed over the scheme year, including details of any formal review of the SIP or changes made to the SIP with the reasons behind these. In relation to their SIP policy on voting and engagement with investee companies, trustees are also required to include a description of their voting behaviour, the most significant votes cast and any use of a proxy voter over the year.

Section 1 – Defined Benefit assets

Trustee review of the SIP DB section over the year

This Implementation Statement should be read in conjunction with the Section's SIP covering the year under review, which provides details of the Section's investment policies along with details of the Section's governance structure and objectives.

Over the year to 31 March 2023 the Section's SIP for the DB section included policies on:

- How 'financially material considerations' including Environmental, Social and Governance ("ESG") factors are taken into account when making investment decisions for the Section.
- The extent to which non-financial matters are taken into account in the investment decision-making process.
- Stewardship and voting – including details on monitoring and engaging with the companies in which they invest (and other relevant stakeholders) on relevant matters (including performance, strategy, risks, corporate governance and ESG). Engagement with investee companies by the Investment Managers is also expected on the matters of capital structure and the management of actual or potential conflicts of interest.
- Monitoring the Section's Investment Managers, particularly concerning financial arrangements, performance, ESG factors and engagement.
- The duration of the Section's arrangement with the Investment Managers.

No changes were made to the SIP during the year to 31 March 2023.

This Implementation Statement reviews the voting and engagement activities covering the 12-month period to the Section year-end and the extent to which the Trustee believes the policies within the SIP have been followed.

The Section's defined benefit assets were invested in pooled funds managed by Legal & General Investment Management ("LGIM") over the Section year under review to 31 March 2023. The Section also held assets managed by Partners Group (UK) Limited ("Partners Group") over the period from 1 April 2022 to 14 October 2022.

It is therefore LGIM and Partners Group ("the Investment Managers") that have been responsible for the policy on taking ESG considerations into account in the selection, retention and realisation of investments within the pooled investment vehicles and for the exercise of rights (including voting rights) attaching to these investments. The Trustee's policy in relation to any rights (including voting rights) attaching to its investments is to exercise those rights to protect the value of the Section's interests in the investments.

The Trustee expects LGIM and Partners Group to engage with investee companies (and other relevant persons including, but not limited to, investment managers, and issuers/other holders of debt and equity and other stakeholders) on aspects such as performance, strategy, capital structure, management of actual or potential

conflicts of interest, risks, corporate governance, social and environmental issues concerning the Trustee's investments. The Trustee believes that such engagement will protect and enhance the long-term value of its investments.

How the policies in the SIP have been followed over the Section year

In the opinion of the Trustee, the policies in the SIP have been followed throughout the year to 31 March 2023 for the DB Section.

The Trustee's policies on investment objectives

The Trustee's primary investment objectives for the DB Section are:

Policy	Assessment
"Growth" objective – to be invested in assets which are expected to achieve a return consistent with the discount rate used to value the Section's Technical Provisions Liabilities	<p>The Trustee reviews the investment strategy regularly with its investment advisor. When deciding on an appropriate investment strategy, the Trustee will consider the Section's liabilities and the covenant strength of the Company.</p> <p>The investment strategy of the Section is intended to deliver a return, over the long term, that will allow sufficient asset growth such that, in combination with the agreed schedule of contributions from the Company, the Technical Provisions can be met.</p>
"Stability" objective – to have due regard to the Company's ability in meeting its contribution payments given its size and incidence, and to have due regard to the volatility of measures of funding and security	<p>There is no reason to suggest that the Company's financial strength and commitment to the Section has changed, and therefore the Trustee retains the belief that the long-term strategy of the Section is appropriate.</p> <p>The Trustee's objectives relating to funding level volatility are covered by the "Hedging" objective below.</p>
"Hedging" objective – for the assets to hedge a portion of the interest rate and inflation risk associated with the Section's liabilities on a Technical Provisions basis	<p>The Section provided collateral top-up assets as required to maintain interest rate and inflation exposure throughout the year to 31 March 2023.</p> <p>The Section's hedge ratios are monitored on a quarterly basis via the Integrated Risk Management report.</p>

The Trustee's policies on investment risk

In determining the Section's investment strategy, the Trustee has considered a number of risks including funding risk, mismatching risk, underperformance risk, concentration risk, organisational risk, sponsor risk, liquidity risk, currency risk, credit and market risks and ESG factor risks.

The Trustee, in consultation with its investment advisor, has considered the above risks throughout the design of the investment strategy and on an ongoing basis via regular monitoring. In designing the Section's asset allocation strategy, the Trustee considered written advice from its investment advisor which included the need to consider a full range of asset classes, the risks and rewards of a range of alternative asset allocation strategies, the suitability of each asset class and the need for appropriate diversification.

The Trustee also reviews an Investment Risk Disclosures report each year for the Section's report and accounts as required under FRS 102 and the 2018 Pensions SORP, highlighting the key risk exposures at each 31 March year end.

The Trustee's policies on day-to-day fund management

The Section's assets are invested in pooled investment vehicles. As such, fund management responsibilities for each of the Section's underlying investments has been delegated to the Investment Managers.

The day-to-day fund management of the assets is performed by professional fund managers who are authorised and regulated by the relevant authorities. The Trustee has carried out due diligence prior to investing in each pooled fund, taking advice from the investment advisor and legal advisor where relevant. The Trustee is satisfied that the appointed fund managers have sufficient expertise and experience to carry out their role and is satisfied with the day-to-day discretionary management of assets by the respective asset managers over the year to 31 March 2023.

The Trustee's policies on monitoring investments

The Trustee received four quarterly investment performance monitoring reports over the year to 31 March 2023. Each report covered, over each respective three-month period:

- Performance of each of the Section's investments versus their respective benchmarks
- The Section's asset allocation relative to the agreed strategic benchmark
- Total Section performance compared with that of the Section's strategic benchmark
- Updated funding position, comparing the Section's total asset valuation with an estimated value of the Section's liabilities as at the same date
- Interest rate and inflation hedge ratios
- Details of any transitions and additional investments
- Market commentary
- Any developments with the appointed Investment Managers
- The fees charged by the Section's Investment Managers (including a summary of the costs incurred and the cumulative effect of costs and charges on return over the 12-month period to 31 December 2022).

The Trustee's policies on the duration of investment arrangements

The Trustee is satisfied that the current and strategic allocation to open-ended arrangements is intended and remains appropriate, providing a sufficient level of liquidity, diversification and expected return.

The Trustee's policies on manager arrangements, ESG considerations and stewardship

The Section's assets are invested entirely in pooled investment funds alongside other investors and the Trustee does not directly invest in underlying companies or have the ability to engage directly with these companies. It is therefore the Investment Managers that are responsible for implementing the Trustee's policy on taking financially material considerations into account in the selection, retention and realisation of investments within the pooled investment vehicles and for the exercise of rights (including voting rights) attaching to these investments.

During the year to 31 March 2023, the Trustee reviewed the processes in place with LGIM and Partners Group to ensure that ESG factors were being considered when selecting and monitoring the underlying investments and that, where relevant, the Investment Managers had an active engagement policy to influence in respect of the relevant matters defined in the SIP. The Trustee expects the Investment Managers to actively engage on the relevant matters including ESG factors in order to protect and enhance the long-term value of the Section's investments. The Trustee will continue to receive regular monitoring, on at least an annual basis, on how the Investment Managers are integrating ESG into the management of the investment portfolios, including case studies and relevant metrics.

Description of voting behaviour

This section summarises the voting activity undertaken by the Investment Managers on behalf of the Trustee covering the Section year to 31 March 2023 and the extent to which the Trustee believes the policies within their SIP have been followed.

Voting by LGIM

The Section's holdings in the LGIM Future World Global Equity Index Fund – GBP Currency Hedged was the main pooled fund investment held by the Section that carried voting rights over the Section year to 31 March 2023. The

LGIM Buy and Maintain Credit Fund carried voting rights at two meetings over the year to 31 March 2023 and therefore the voting statistics for this Fund are also shown below.

LGIM manage over £1 trillion in assets, and use their resulting influence, focussing their votes on climate change, income equality, diversity, and ESG integration.

The tables below show LGIM's voting summary covering the Section's investment in the LGIM Future World Global Equity Index Fund – GBP Currency Hedged and the LGIM Buy and Maintain Credit Fund over the year to 31 March 2023.

LGIM Future World Global Equity Index Fund – GBP Currency Hedged (c. £3.1m or 23% of total Section assets as at 31 March 2023)	1 April 2022 – 31 March 2023
Number of meetings LGIM was eligible to vote at over the year to 31 March 2023	5,067
Number of resolutions LGIM was eligible to vote on over the year to 31 March 2023	54,368
Of the eligible resolutions, percentage that LGIM voted on:	99.9%
Of the resolutions voted, percentage that LGIM voted with management.	80.4%
Of the resolutions voted, percentage that LGIM voted against management.	18.6%
Of the resolutions voted, percentage where LGIM abstained .	1.0%
Percentage of eligible meetings where LGIM voted at least once against management.	63.3%
Percentage of voted resolutions where LGIM voted contrary to the recommendation of their proxy adviser.	10.5%

Note: Totals may not sum due to rounding.

LGIM Buy and Maintain Credit Fund (c. £2.8m or 21% of total Section assets as at 31 March 2023)	1 April 2022 – 31 March 2023
Number of meetings LGIM was eligible to vote at over the year to 31 March 2023	2
Number of resolutions LGIM was eligible to vote on over the year to 31 March 2023	3
Of the eligible resolutions, percentage that LGIM voted on:	100.0%
Of the resolutions voted, percentage that LGIM voted with management.	100.0%
Of the resolutions voted, percentage that LGIM voted against management.	0.0%
Of the resolutions voted, percentage where LGIM abstained .	0.0%
Percentage of eligible meetings where LGIM voted at least once against management.	0.0%
Percentage of voted resolutions where LGIM voted contrary to the recommendation of their proxy adviser.	0.0%

Note: Totals may not sum due to rounding.

Voting by Partners Group

The Section was invested in the Partners Group Generations Fund from 1 April 2022 to 14 October 2022. This fund typically has less than 20% exposure to listed equities. Partners Group is developing its reporting and voting statistics are only currently provided for 12-month periods, rather than the actual periods invested. We have therefore included voting information covering the 12-month period from 1 January 2022 to 31 December 2022.

Partners Group Generations Fund (fully disinvested on 14 October 2022)	1 January 2022 – 31 December 2022
Number of meetings Partners Group was eligible to vote at over the year to 31 March 2023	69
Number of resolutions Partners Group was eligible to vote on over the year to 31 March 2023	959
Of the eligible resolutions, percentage that Partners Group voted on:	100.0%
Of the resolutions voted, percentage that Partners Group voted with management.	95.4%
Of the resolutions voted, percentage that Partners Group voted against management.	2.3%
Of the resolutions voted, percentage where Partners Group abstained .	2.3%
Percentage of eligible meetings where Partners Group voted at least once against management.	20.0%
Percentage of voted resolutions where Partners Group voted contrary to the recommendation of their proxy adviser.	1.0%

Note: Totals may not sum due to rounding.

Proxy voting

The Trustee did not employ a proxy-voting service during the Section year to 31 March 2023.

LGIM votes by proxy as given the scale of its holdings, the manager cannot be present at all shareholder meetings to cast votes. LGIM votes by proxy through the Institutional Shareholder Service's ("ISS") electronic voting platform. It should be noted that all voting decisions are made by LGIM using its individual market specific voting policies, with LGIM's own research only supplemented by ISS recommendations and research reports produced by the Institutional Voting Information Service ("IVIS").

Partners Group uses Glass Lewis as its proxy voting service who have been instructed to vote in line with Partners Group's Proxy Voting Directive.

How Voting and Engagement Policies Have Been Followed

The Trustee intends to review a summary of the voting and engagement activity taken on its behalf on a regular basis. The information published by LGIM and Partners Group on its voting policies has provided the Trustee with comfort that the Section's voting and engagement policies have been followed during the Section year to 31 March 2023.

As set out in the SIP, the Trustee expect the Investment Managers to engage with investee companies on aspects such as performance, strategy, capital structure, management of actual or potential conflicts of interest, risks, corporate governance, social and environmental issues concerning the Trustee's investments.

Details of specific voting and engagement topics are shown in the following table.

Voting and Engagement topic	Policy followed in the opinion of Trustees?	Comments
Performance of debt or equity issuer	✓	Partners Group and LGIM's voting and engagement policies do not cover the past financial performance of investee companies. However, the voting and engagement which has been undertaken aims to improve the long-term future performance of the investee companies.
Strategy	✓	<p>The Trustee believes that the board's duty is to decide the appropriate company strategy, with the CEO in turn responsible for executing the strategy. For this structure to work effectively, the Trustee also believes that the appropriate governance structures need to be in place. These include the separation of duties between the board and the CEO, as well as policies covering independence, diversity and remuneration.</p> <p>Partners Group and LGIM have clear voting policies covering each of these topics and have acted on them throughout the Section year on behalf of the Trustee. In 2023, LGIM further enhanced its global policy expectations that at least one-third of the directors on non-controlled company boards are women. In addition, LGIM expanded its expectations to cover smaller companies, voting against boards where female directors do not make up at least 25% of the total.</p>
Risks	✓	<p>Partners Group and LGIM have clear voting policies on ensuring that companies manage risk effectively and have robust internal controls.</p> <p>As an example of reducing risk, LGIM encourages all audit committee chairs globally to have a financial background and be entirely comprised of independent non-executive directors.</p> <p>LGIM has also identified cybersecurity as one of the fastest growing and most critical risks facing institutions, especially with the growth of remote working, which has created new opportunities for cyber-attacks. To understand more about this risk, LGIM contacted 400 companies to complete a survey addressing their key concerns including cyber insurance and the effectiveness of cyber-strategy.</p> <p>Finally, LGIM identified a systematic reporting risk within the UK and have engaged with the government to enhance sustainable financial policy and regulation to ensure that social topics are not overlooked. LGIM is engaging with the development of the Sustainability Disclosure Regime (SDR) and the updating of Green Finance Strategy in order to attempt to mitigate this risk.</p>
Social and environmental impact	✓	<p>LGIM has engaged with companies that have poor climate scores relative to their size and for those that don't meet minimum standards, if these minimum standards are not met over time LGIM may look to divest until progress is shown.</p> <p>As part of this Climate Impact Pledge, in 2022 LGIM expanded to around 1,000 companies with exclusions applied to over £157.6 billion of their assets. In 2022, LGIM voted on 48 companies 'Say on Climate' proposals including climate-transition plans by management, with 67% of the votes being against.</p> <p>As a direct lead investor, Partners Group is able to exert its control at a board level to integrate a range of ESG policies and initiatives. For instance, a climate change initiative was carried out at Techem, with the company now producing an annual corporate sustainability report with a clear focus on achieving climate neutrality by 2045.</p>

<p>Corporate governance</p>	<p>✓</p>	<p>Since 2021, LGIM has adopted a policy to vote against all elections which combine the roles of CEO and Chair. As some examples of this in practice, LGIM has subsequently voted against electing directors of Microsoft Corporation, JPMorgan Chase & Co., and Johnson & Johnson, alongside several others, in line with this policy.</p> <p>To ensure that each board is operating at an appropriate level, a 'board maturity' assessment is used to assess effectiveness covering areas such as performance and company strategy. Additionally, Partners Group aim to appoint a board member or executive at the leadership level to become responsible for developing a meaningful ESG journey plan within 100 days of investment.</p>
<p>Conflicts of interest</p>	<p>✓</p>	<p>Remuneration of personnel can lead to conflicts of interest between the principal (shareholder) and agent (management). Over the period under review, LGIM voted against incentive awards which did not have performance conditions, as these awards would not fully align remuneration with company performance.</p> <p>LGIM voted against 127 remuneration reports (21%) proposed at UK companies, including for those that didn't align remuneration for executives with long-term decision making and achievements as a result of the business strategy. LGIM set minimum expectations on pay practices globally and hold companies to account when voting.</p> <p>Partners Group supports board remuneration where equity-based compensation is in the form of restricted shares, which are vested over a number of years, to ensure alignment between the board and long-term shareholders' interests.</p>
<p>Capital structure</p>	<p>✓</p>	<p>Partners Group and LGIM have policies on voting in respect of resolutions regarding changes to company capital structure such as share repurchase proposals and new share issuance. For example, Partners Group and LGIM have policies that newly issued shares should not expose minority shareholders to excessive dilution.</p>

Significant Votes

The Investment Managers have provided details on their voting actions including a summary of the activity covering the reporting year up to 31 March 2023. The Trustee has adopted the managers' definition of significant votes and has not set stewardship priorities.

LGIM has provided examples of votes they deem to be significant, and the Trustee has shown the votes relating to the greatest exposure within the Scheme's investment. Given LGIM was only eligible to vote at two meetings relating to holdings of the Buy & Maintain Credit Fund, there were no significant votes made over the 1-year period to 31 March 2023.

In addition, due to the Partners Group Generations Fund primarily investing in private markets opportunities, voting is only relevant for a small proportion of the portfolio. As such, Partners Group did not provide any examples of significant votes over the year to 31 December 2022 but noted that, due to their control of the Board, they were able to implement a range of ESG policies and initiatives including sustainability assessments at Pharmathen, carbon emission reduction targets at Fermaca and increasing employee retention at the United States Infrastructure Corporation.

Examples of significant votes cast by LGIM covering investee companies in the Future World Global Equity Fund are shown in the tables below.

Example 1: LGIM Future World Global Equity Fund – GBP Hedged

Vote Details	Amazon.com, Inc, 25/05/2022
Approximate size of fund's holding as at date of vote	1.76% of Future World Global Equity Fund – GBP Hedged.
Rationale for significance	LGIM pre-declared its vote intention for this resolution, demonstrating its significance.
Voting decision	LGIM voted against the election a director at Amazon.com, Inc as the director is a long-standing member of the Leadership Development & Compensation Committee which is accountable for human capital management failings.
Voting against management	LGIM publicly communicates its vote instructions on its website with the rationale for all votes against management. It is LGIM's policy not to engage with investee companies in the three weeks prior to an AGM as engagement is not limited to shareholder meeting topics.
Vote outcome	93.3% in favour
Next Steps	LGIM will continue to engage with the investee company, publicly advocate their position on this issue and monitor company and market-level progress.

Example 2: LGIM Future World Global Equity Fund – GBP Hedged

Vote Details	NVIDIA Corporation, 02/06/2022
Approximate size of fund's holding as at date of vote	1.20% of Future World Global Equity Fund – GBP Hedged.
Rationale for significance	Linked to LGIM's stewardship priority relating to diversity.
Voting decision	LGIM voted against the election of a director at NVIDIA Corporation due to board diversity and independence concerns. LGIM expects companies to have at least 25% women on the board with the expectation of reaching a minimum of 30% of women on the board by 2023. In addition, LGIM expects a board to be regularly refreshed in order to maintain an appropriate mix of independence, skills, experience and background.
Voting against management	LGIM publicly communicates its vote instructions on its website with the rationale for all votes against management. It is LGIM's policy not to engage with investee companies in the three weeks prior to an AGM as engagement is not limited to shareholder meeting topics.
Vote outcome	83.8% in favour
Next Steps	LGIM will continue to engage with the investee company, publicly advocate their position on this issue and monitor company and market-level progress.

Engagement with Investee Companies (Non-Equity Investments)

Exercising equity voting rights is not the only method of influencing behaviours of investee companies and is not directly applicable for the Section's fixed income investments through the LGIM Buy and Maintain Credit Fund (c. £2.8m of Section assets as at 31 March 2023) and the Partners Group Generations Fund (which was fully disinvested on 14 October 2022). However, the Trustee expects the Investment Managers to engage on its behalf to aim to influence the underlying investee companies in respect of the ESG and stewardship matters outlined above.

LGIM actively engages with the investee companies via direct messages and meetings with management and engagements via email to influence positive ESG practice. It is also noted that there is substantial overlap between the companies in which LGIM holds debt and equity and so, while the corporate bonds mandate does not hold voting rights, LGIM's position as the equity holder elsewhere will likely result in them having voting rights to compound the impact and influence that LGIM has on each company's practices.

LGIM's voting and engagement activities are driven by ESG professionals and their assessment of the requirements in these areas seeks to achieve the best outcome for clients. LGIM's voting policies are reviewed annually and take into account client feedback.

Over the 12 months to 31 March 2023, LGIM undertook 1,088 engagements with 950 companies. Some engagements cover multiple topics and LGIM has provided the following summary:

- 571 on environmental topics;
- 327 on social topics;
- 433 on governance issues; and
- 123 on other topics including finance and strategy.

The table below summarises the engagements undertaken on a fund-by-fund basis. Data was available for the Future World Global Equity Fund – GBP Hedged Fund and the Buy and Maintain Credit Fund over the year to 31 March 2023.

	Total Engagements	No. Unique Companies Engaged	% of eligible fund value engaged	Environmental Topics	Social Topics	Governance Topics	Other Topics
Future World Global Equity Fund – GBP Hedged	725	462	42%	312	250	305	100
Buy and Maintain Credit Fund	161	86	23%	76	59	76	26

An example of an engagement carried out by Partners Group is with Telepass. Partners Group worked with Telepass to publish their first Sustainability Report in July 2022 which summarises the company's sustainability objectives as well as an annual focus on cybersecurity and improving employee engagement.

The remainder of the Section's assets (c. £7.7m as at 31 March 2023) are invested in leveraged nominal and index-linked government bonds and interest rate and inflation swaps through the LGIM Matching Core Funds with the purpose of reducing risk by hedging the exposure to interest rate and inflation inherent in the Section's liabilities. LGIM has governance practices in place to capture key regulatory developments which might influence the future management and performance of these hedging assets.

Extent to which Trustee's policies have been followed during the year

Having reviewed the actions taken by LGIM and Partners Group over the Section year, the Trustee believes that their policies on stewardship and engagement have been implemented appropriately over the year and in line with its views. The Trustee will continue to monitor the actions taken on its behalf each year and press for improved engagement information and ESG reporting metrics at the fund specific level.

If the Investment Managers deviate substantially from the Trustee's stated policies, the Trustee will initially engage and discuss this with the relevant investment manager and if the Trustee still believes the difference between its policies and the investment manager's actions are material, the Trustee will consider terminating and replacing the mandate if necessary.

Section 2 – Defined Contribution assets

Trustee review of the SIP DC section over the year

This section of the Implementation Statement should be read in conjunction with the Section’s SIP for Defined Contribution assets covering the year under review, which provides details of the Section’s investment policies along with details of the Section’s governance structure and objectives.

No changes were made to the SIP during the year to 31 March 2023. However, the SIP is currently being updated to reflect the recent changes to the DC default strategy.

How the policies in the SIP have been followed over the Section year

In the opinion of the Trustee, the policies in the SIP have been followed throughout the year to 31 March 2023 for the DC Section.

The Trustee’s policies on investment objectives

The Trustee’s primary investment objectives for the DC Section are:

Policy	Assessment
To provide a suitable default investment option that is likely to be suitable for contributing and deferred members within the Section who do not make an active investment choice.	<p>A default investment option is in place for members who don’t make an active choice on their investments.</p> <p>The default investment option includes a Lifestyling element that reduces the proportion held in growth assets in favour of bonds and cash as the member nears retirement age. As outlined above, the default investment option was updated during the Section year.</p>
To offer an appropriate range of alternative investment options so that members who wish to make their own investment choices have the freedom to do so, recognising that members may have different needs and objectives.	An appropriate range of alternative self-select investment options is offered for members that wish to make their own investment choices.
To achieve positive member outcomes net of fees and subject to acceptable levels of risk.	Members are responsible for their own choice of investment options. The self-select offering includes a range of passive low-cost index tracker funds. The default investment option invests across a range of asset classes to achieve diversification.

<p>Manage the expected volatility of the returns through appropriate diversification of the use of asset types in order to control the level of volatility and risk in the value of members' pension pots.</p>	<p>The self-select offering includes a range of funds to allow members to achieve a suitable level of diversification and the default option includes allocations to equity and fixed income assets, all diversified by region.</p> <p>As noted above, the default investment option includes a Lifestyling element that reduces the proportion held in growth assets in favour of bonds and cash as the member nears retirement age. This is intended to reduce the volatility of a members' pot relative to annuity pricing and the risk of a significant reduction in the value of their pension pot near retirement.</p>
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The Trustee's policies on investment risk

Risk in a DC scheme lies with the members themselves. In determining suitable investment choices to members, the Trustee has considered a number of risks, including inflation risk, conversion risk, retirement income risk, concentration risk, currency risk, loss of investment risk, credit risk and market risk and ESG factor risks.

The Trustee's policies on monitoring investments

The Trustee received four quarterly investment performance monitoring reports over the year to 31 March 2023. Each report covered, over each respective three-month period:

- Performance of each of the funds available to members versus their respective benchmarks
- The asset value and number of members invested in each fund
- Market commentary
- Any developments with the underlying Investment Managers
- The estimated fees incurred by members

The Trustee's policies on manager arrangements, ESG considerations and stewardship

Members' pension pots in the DC Section are invested in white-labelled Standard Life funds, meaning the Trustee does not have the ability to engage directly with the underlying companies.

The Trustee has set an appropriate monitoring framework to ensure the Section's Investment Managers are regularly reviewed. This is to promote greater transparency in understanding the reasons behind performance trends and key risk exposures and also engagement activity and compliance with the Trustee's stated ESG policy. Regular monitoring, with specific reference to ESG factors should incentivise the Section's Investment Managers to assess and improve the medium to long-term performance of investee companies, both financial and non-financial.

The DC Section offers investment options to members which include exposure to equity markets. The Trustee does not directly exercise voting rights as these investments are through the white-labelled funds managed by Standard Life. Voting rights are exercised by the underlying equity managers, abrdn, Vanguard and BlackRock, who disclose their voting records publicly each year, including summaries of their positions for significant shareholder votes.

Further detail on the approach taken by the underlying equity managers to exercise voting rights is set out below.

Description of Equity Voting Behaviour

The default lifestyle option for members over the year consisted of four white-labelled funds, two of which carried voting rights over the Section year through the underlying funds.

The BTHS Global Equity Fund (c. £24.1m of Section assets as at 31 March 2023) was previously a blended equity fund consisting of holdings in the Standard Life ("SL") Vanguard Emerging Markets Stock Index Pension Fund and the SL Vanguard FTSE UK All Share Index Pension Fund, whose underlying funds are both managed by Vanguard. It also had a holding in the SL Overseas Tracker Pension Fund, which consists of 5 underlying regional equity funds. However, during the Section year in September 2022, the underlying holdings in the BTHS Global Equity Fund were switched to the SL abrdn Sustainable Index World Equity Pension Fund. The voting summary for the holdings underlying the SL abrdn Sustainable Index World Equity Pension Fund over the 12-month period to 31 March 2023 is included in the table below.

SL abrdn Sustainable Index World Equity Pension Fund	1 April 2022 – 31 March 2023
Number of meetings abrdn was eligible to vote at over the year to 31 March 2023	355
Number of resolutions abrdn was eligible to vote on over the year to 31 March 2023	5,805
Of the eligible resolutions, percentage that abrdn voted on:	90.0%
Of the resolutions voted, percentage that abrdn voted with management.	92.2%
Of the resolutions voted, percentage that abrdn voted against management.	6.5%
Of the resolutions voted, percentage where abrdn abstained .	1.3%
Percentage of eligible meetings where abrdn voted at least once against management.	45.1%
Percentage of voted resolutions where abrdn voted contrary to the recommendation of their proxy adviser.	4.9%

The BTHS Diversified Fund was removed from the default lifestyle option in September 2022. It is a blended multi-asset fund consisting of equity holdings in the Vanguard Pacific ex-Japan Stock Index Pension Fund, the Vanguard Emerging Markets Stock Index Pension Fund, the Vanguard Japan Stock Index Pension Fund, the Vanguard FTSE Developed Europe ex-UK Common Contractual Fund, the Vanguard US Equity Index Common Contractual Fund, and the Vanguard FTSE UK All Share Index Fund all managed by Vanguard.

The voting summary for the Vanguard holdings underlying the BTHS Global Equity Fund prior to the switch and the BTHS Diversified Fund over the Section year are included in the table below. Although the BTHS Diversified Fund was removed from the default lifestyle option for members in September 2022, it is still available for investment through the self-select range of funds. We have therefore shown the voting summary over the full Section year from 1 April 2022 to 31 March 2023.

1 April 2022 – 31 March 2023	Vanguard Emerging Markets Stock Index Fund	Vanguard FTSE UK All Share Index Fund	Vanguard US Equity Index Common Contractual Fund	Vanguard FTSE Developed Europe ex-UK Common Contractual Fund	Vanguard Japan Stock Index Fund	Vanguard Pacific ex Japan Stock Index Fund
Number of meetings Vanguard was eligible to vote at over the year	3,133	704	507	503	252	124
Number of resolutions Vanguard was eligible to vote on over the year	27,807	10,484	6,729	9,019	3,208	986
Of the eligible resolutions, percentage that Vanguard voted on.	97%	99%	99%	82%	100%	100%

Of the resolutions voted, percentage that Vanguard voted with management.	91%	98%	98%	92%	99%	98%
Of the resolutions voted, percentage that Vanguard voted against management.	8%	1%	1%	7%	0%	1%
Of the resolutions voted, percentage where Vanguard abstained .	2%	0%	0%	0%	0%	0%
Percentage of eligible meetings where Vanguard voted at least once against management.	31%	9%	11%	40%	10%	6%
Percentage of voted resolutions where Vanguard voted contrary to the recommendation of their proxy adviser.	0%	0%	0%	1%	0%	0%

*Vanguard commented that votes with, against and abstained may not sum to 100% due to a variety of reasons, such as lack of management recommendation, scenarios where an agenda has been split voted, multiple ballots for the same meeting were voted differently, or a vote of abstain is also considered a vote against management.

The tables below show the voting summary covering the Section's investment in the underlying BlackRock iShares Global Property Securities Equity Index Fund within the BTHS Diversified Fund and the iShares S&P/TSX Index ET Fund within the BTHS Global Equity Fund, over the year to 31 March 2023.

iShares Global Property Securities Equity Index Fund		1 April 2022 – 31 March 2023
Number of meetings BlackRock was eligible to vote at over the year		386
Number of resolutions BlackRock was eligible to vote on over the year		4,281
Of the eligible resolutions, percentage that BlackRock voted on.		85%
Of the resolutions voted, percentage that BlackRock voted with management.		95%
Of the resolutions voted, percentage that BlackRock voted against management.		4%
Of the resolutions voted, percentage where BlackRock abstained .		0%
Percentage of eligible meetings where BlackRock voted at least once against management.		17%
Percentage of voted resolutions where BlackRock voted contrary to the recommendation of their proxy adviser.		0%

Note: Totals may not sum due to rounding.

the iShares S&P/TSX Index ET Fund		1 April 2022 – 31 March 2023
Number of meetings BlackRock was eligible to vote at over the year		56
Number of resolutions BlackRock was eligible to vote on over the year		819

Of the eligible resolutions, percentage that BlackRock voted on.	100%
Of the resolutions voted, percentage that BlackRock voted with management.	98%
Of the resolutions voted, percentage that BlackRock voted against management.	1%
Of the resolutions voted, percentage where BlackRock abstained .	0%
Percentage of eligible meetings where BlackRock voted at least once against management.	10%
Percentage of voted resolutions where BlackRock voted contrary to the recommendation of their proxy adviser.	0%

Note: Totals may not sum due to rounding.

Proxy Voting

The Trustee did not employ a proxy-voting service during the Section year to 31 March 2023.

abrdn's proxy voting process is led by members of the regional investment teams and active ownership teams. Analysts within these teams consider abrdn stewardship policies, investment insights, and views of the company to come to voting decisions. abrdn also make use of benchmark research and recommendations provided by ISS and IVIS. Regional voting policy guidelines have been implemented with ISS which are applied to all meetings in order to produce customised vote recommendations.

Vanguard votes by proxy via dedicated voting providers. It should be noted that all voting decisions are made by the manager using their individual market specific voting policies and research.

BlackRock's proxy voting process is led by the internal BlackRock Investment Stewardship team. Analysts within each team determine how to vote at the meetings of the companies they cover, with input from a range of investment colleagues and in accordance with BlackRock's Global Principles and market-specific voting guidelines.

How Voting and Engagement Policies Have Been Followed

The information published by abrdn, Vanguard and BlackRock on their voting policies has provided the Trustee with comfort that the Section's voting and engagement policies have been followed during the Section year to 31 March 2023.

As set out in the SIP, the Trustee expects the Investment Managers to engage with investee companies on aspects such as performance, strategy, capital structure, management of actual or potential conflicts of interest, risks, corporate governance, social and environmental issues concerning the Trustee's investments.

Details of specific voting and engagement topics are shown in the following table.

Voting and Engagement topic	Policy followed in the opinion of Trustee?	Comments
Performance of debt or equity issuer	✓	abrdn and BlackRock's voting and engagement policies do not cover the past financial performance of investee companies. However, the voting and engagement which has been undertaken aims to improve the long-term future performance of the investee companies. Vanguard conduct topic-driven engagement with companies that have a record of underperformance and are held to discuss matters

		that Vanguard believe can materially affect a company's long-term value.
Strategy	✓	<p>The Trustee believes that the board's duty is to decide the appropriate company strategy, with the CEO in turn responsible for executing the strategy. For this structure to work effectively, the Trustee also believes that the appropriate governance structures need to be in place. These include the separation of duties between the board and the CEO, as well as policies covering independence, diversity and remuneration.</p> <p>abrnd has a number of voting policies covering strategic topics, including board composition, leadership, independence and diversity. For example, abrnd will generally oppose any re-combination of the roles of CEO and Chair, unless the move is on a temporary basis due to exceptional circumstances. In addition, abrnd believes that proactive succession planning is vital for board continuity and will generally vote against the re-election of non-executive directors who have served for over 15 years.</p> <p>BlackRock and Vanguard also both have clear voting policies covering each of these topics and have acted on them throughout the Section year on behalf of the Trustee. For example, in cases where the role of company CEO and chair of the board is combined, BlackRock would expect the board to implement mechanisms to offset a potential concentration of power, including a majority of independent board directors or the appointment of a senior lead independent director.</p>
Risks	✓	<p>abrnd, BlackRock and Vanguard have clear voting policies on ensuring that companies manage risk effectively and have robust internal controls.</p> <p>abrnd believes the Board is responsible for establishing procedures to manage risk and for monitoring a company's internal controls. Abrnd expect the Board to conduct robust assessments of the company's material risks on an ongoing basis.</p> <p>Vanguard has engaged with a number of companies within the software industry over cybersecurity risks during 2022. These discussions were held to better understand how cyber risks and opportunities are overseen by these companies' boards, as well as how information is disclosed in public-facing materials. Vanguard believes that companies should disclose material risks to shareholders, explain why those risks are material to their business, and disclose their approach to risk oversight.</p> <p>In order to mitigate risks, BlackRock focuses on five engagement priorities to assess companies. It expects companies it invests in to be able to demonstrate how they manage the following five exposures: Board quality and effectiveness; Strategy, purpose and financial resilience; Incentives aligned with value creation; Climate and natural capital; and Company impacts on people. BlackRock</p>

		<p>routinely reviews their engagement priorities to focus engagement on the issues they consider most important to long-term value creation.</p>
<p>Social and Environmental impact</p>	<p>✓</p>	<p>abrdrn will review any resolution at company meetings which ISS has identified as covering environmental and social factors. abrdrn is a member of the Net Zero Asset Managers Initiatives and will therefore engage with investee companies to encourage them to demonstrate robust methodology underpinning Paris aligned goals and targets.</p> <p>In relation to social impact, Vanguard has established a formal procedure to identify and monitor companies whose direct involvement in crimes against humanity or patterns of abuses of human rights would warrant engagement or potential divestment. For example, Vanguard has engaged with Sturm, Ruger & Company, a US based company involved with the manufacture and sale of firearms, to discuss a shareholder request for a human rights impact assessment. Based on their analysis and engagement, Vanguard was comfortable with the board's existing oversight process, its Risk Committee's remit, and the company's current disclosures.</p> <p>In relation to environmental impact, BlackRock expects companies to use the framework developed by the Task Force on Climate-related Financial Disclosures (TCFD) to disclose their approach to ensuring they have a sustainable business model. BlackRock also asks companies to disclose how their business model is aligned to a scenario in which global warming is limited to below 2°C, and moving towards global net zero emissions by 2050. During 2022, BlackRock voted in favor of Glencore PLC publishing a climate progress report to disclose the company's progress against its Climate Action Transitions Plan.</p>
<p>Corporate Governance</p>	<p>✓</p>	<p>abrdrn believes effective board governance promotes the long-term success and value creation of companies. As such, abrdrn takes into account a range of factors such as board composition, independence, diversity, time commitment, board committees and director accountability while engaging with investee companies to ensure effective corporate governance.</p> <p>Vanguard aims to identify governance risks and focus engagement on achieving a well-composed, independent and capable board, with a governance structure that empowers shareholders and sensible compensation that incentivises long-term performance.</p> <p>BlackRock looks for companies to communicate the boards' approach to director responsibilities and commitments, turnover, succession planning and diversity to ensure they understand how effectively the board oversees and advises management.</p>
<p>Conflicts of Interest</p>	<p>✓</p>	<p>Remuneration of personnel can lead to conflicts of interest between the principal (shareholder) and agent (management).</p>

		<p>abrdn believes performance metrics used to determine variable pay should be clearly disclosed and aligned to the company's strategy. In addition, abrdn will encourage the inclusion of non-financial metrics linked to targets which are aligned with the company's progress on its ESG strategy.</p> <p>BlackRock considers that pay should be closely linked to performance and expects each company to have clear explanation for the policies used.</p> <p>Vanguard expects companies to have a clear remuneration structure with metrics aligned with corporate strategy and incentive plans with at least three-year measurement and holding periods. For example, Vanguard has ongoing engagement with Apple on executive compensation, focusing on the design of a long-term incentive award for the company's CEO.</p>
Capital Structure	✓	<p>abrdn, Vanguard and BlackRock have policies on voting in respect of resolutions regarding changes to company capital structure such as share repurchase proposals and new share issuance.</p>

Significant Votes

The Investment Managers have provided details on their voting actions including a summary of the activity covering the reporting year up to 31 March 2023. The Trustee has adopted the managers' definition of significant votes and has not set stewardship priorities.

Given that the SL abrdn Sustainable Index World Equity Pension Fund represented 82% of total DC Section assets as at 31 March 2023, the Trustee has focussed on the votes relating to the greatest exposure within this fund in the tables below.

Example 1: SL abrdn Sustainable Index World Equity Pension Fund	
Vote Details	Woodside Petroleum Ltd., 19/05/2022
Approximate size of fund's holding as at date of vote	0.54% of the SL abrdn Sustainable Index World Equity Pension Fund
Rationale for significance	abrdn has identified five categories of that it considers significant. This vote fell within the ' <i>Shareholder and Environmental & Social (E&S) Resolutions</i> ' category.
Voting decision	abrdn voted in favour of approving the Climate Report. Overall, abrdn was supportive of the Company's energy transition strategy and expects the Board and Executive to retain responsibility for strategic oversight and delivery in this area.
Vote outcome	In favour
Next Steps	<p>While abrdn welcomed the Company's capital allocation disclosure, it encouraged the Company to provide more detail on the anticipated emissions reduction arising from its investment.</p> <p>abrdn encourages the Company to adopt clear Scope 3 targets aligned with a pathway to net zero by 2050.</p>

Example 2: SL abrdn Sustainable Index World Equity Pension Fund

Vote Details	Total Energies SE, 25/05/2022
Approximate size of fund's holding as at date of vote	0.44% of the SL abrdn Sustainable Index World Equity Pension Fund
Rationale for significance	abrdn has identified five categories of that it considers significant. This vote fell within the ' <i>Shareholder and Environmental & Social (E&S) Resolutions</i> ' category.
Voting decision	abrdn voted to approve the Company's Sustainability and Climate Transition Plan
Vote outcome	In favour
Next Steps	abrdn has engaged with the Company extensively and will continue to do so in order to encourage further progress and clarity on key aspects of the Plan such as the alignment of capital expenditure with robust, Paris-aligned emissions reduction targets.

Engagement with Investee Companies (Non-Equity Investments)

Exercising equity voting rights is not the only method of influencing behaviours of investee companies and is not directly applicable for the Section's fixed income, property and money market investments held through other funds underlying the default investment option. However, the Trustee expects the Investment Managers to engage on its behalf to aim to influence the underlying investee companies in respect of the ESG and stewardship matters outlined above.

abrdn leverage their scale and market position to engage with investee companies to raise standards and help drive best practice across the asset management industry. Regular review meetings are held with executive management of investee companies to discuss various ESG areas while also monitoring the performance of the company and their management.

Over the year to 31 December 2022, abrdn undertook 2,484 ESG engagements with investee companies. The following statistics provide examples of the % of meetings where certain sustainability topics were discussed:

- GHG emissions were discussed at 59% of meetings
- Board remuneration was discussed at 21% of meetings
- Human rights topics were discussed at 20% of meetings
- Employee health and safety was discussed at 24% of meetings
- Reporting and disclosure was discussed at 44% of meetings.

The Trustee has engaged with abrdn to provide more detail at the fund level for future monitoring purposes.

Vanguard actively engages with the investee companies via direct messages and meetings with management and engagements via email to influence positive ESG practice. While engagements are not yet available at a fund level, they are published at a firm level within Vanguard's investment stewardship annual report.

Over the year to December 2022, Vanguard undertook 1,802 engagements with 1,304 unique companies, representing 67% of the Vanguard-advised funds' total assets under management. These engagements covered Vanguard's four key principles of:

- Board composition and effectiveness
- Oversight of strategy and risk
- Executive compensation
- Shareholder rights.

Beginning in 2023, Vanguard plans to provide quarterly reporting detailing engagement activity and rationale for key votes.

Similar to Vanguard, BlackRock actively engages with investee companies in order to enhance and preserve the value of clients' investments. BlackRock are continuing to develop reporting of firm wide engagements and currently produce quarterly Investment Stewardship Statistics reports.

Over the year to December 2022, Blackrock conducted 3,880 engagements with 2,580 unique companies. These engagements can be summarised by the following statistics:

- Board quality and effectiveness was covered in 2,349 meetings
- Strategy, purpose and financial resilience was covered in 2,118 meetings
- Incentives aligned with value creation was discussed in 1,509 meetings
- Climate and natural capital was covered in 2,115 meetings
- Company impacts on people was discussed in 1,469 meetings.

The Trustee will monitor Vanguard's and BlackRock's reporting to see if more detail at a fund level can be provided in the future for monitoring purposes. The Trustee will also monitor the aggregate firm-level engagement data to report on activity exclusively over the Section year in future.

Extent to which Trustee's policies have been followed during the year

Having reviewed the actions taken by abrdn, Vanguard and BlackRock over the Section year, the Trustee believes that its policies on stewardship and engagement have been implemented appropriately over the year and in line with its views as stated in the Section's SIP. The Trustee will continue to monitor the actions taken on its behalf each year.

If the Investment Managers deviate substantially from the Trustee's stated policies, the Trustee will initially engage and discuss this with the relevant manager. If the Trustee still believes the difference between its policies and the Investment Manager's actions are material, the Trustee will consider terminating and replacing the mandate if necessary.

