

Implementation Statement (“IS”)

The Visa Europe Pension Plan (the “Plan”)

Plan Year End – 30 September 2023

The purpose of the Implementation Statement is for the Trustee of the Visa Europe Pension Plan, to explain the work carried out during the year ending 30 September 2023 to achieve certain policies and objectives set out in the Statement of Investment Principles (“SIP”). It includes:

1. A summary of any review and changes made to the SIP over the year
2. How our policies in the SIP have been followed during the year split as follows:
 - Objectives and policies that apply to DB assets only;
 - Objectives and policies that apply to DC and AVC assets only; and
 - Objectives and policies that apply jointly to the DB, DC and AVC assets.
3. How we have exercised our voting rights or how these rights have been exercised on our behalf, including the use of any proxy voting advisory services.

Our conclusion

Based on the activity carried out over the year by the Trustee, its investment advisers and its investment managers, the Trustee is of the opinion that the policies set out in the SIP have been implemented effectively. Overall, from the evidence provided, we are content at present with the stewardship carried out on the Trustee’s behalf by the Plan’s asset managers.

The Trustee notes that most of the Plan’s investment managers (including all those that manage the Plan’s larger holdings) were able to disclose reasonable evidence of voting and/or engagement activity, that the activities completed by managers align with the Trustee’s stewardship expectations, and voting rights have been implemented effectively in practice.

While BlackRock and LGIM provided comprehensive lists of their fund-level engagements, which is encouraging, these examples did not give as much detail as required by the best practice industry standard.

Further, ICG and Invesco were unable to provide engagement information at a fund level and Insight was not able to provide examples of significant votes in relation to underlying investments for the Broad Opportunities Fund. The Trustee’s investment adviser, Aon will continue to engage with these managers to encourage better reporting.

Changes to the SIP during the year

The Trustee reviewed the SIP during the year and updated it in September 2023.

The changes made included:

- Updates to the Stewardship policy to further detail the Trustee’s policy on investment manager voting and engagement, and the methods of engagement with managers, in line with updated guidance from the DWP;
- Updates to the DB Section to reflect investment strategy changes;
- More general updates (e.g. updates to fund fees) for both the DB and DC Sections.

The Trustee consulted with the sponsor when making these changes and obtained written advice from its investment adviser. The Plan’s latest SIP can be found below, including exact policy and objective wording.

<https://www.visa.co.uk/content/dam/VCOM/regional/ve/unitedkingdom/PDF/visa-in-europe/uk-vepp-statement-of-investment-principles.pdf>

The Trustee is in the process of further updating the SIP to incorporate the recent DC investment changes.

How the policies in the SIP have been followed

The Trustee outlines in its SIP several key objectives and policies. These objectives and policies are referred to throughout, together with an explanation of how these objectives and policies have been implemented and adhered to over the year to 30 September 2023.

What is stewardship?

Stewardship is investors using their influence over current or potential investees/issuers, policy makers, service providers and other stakeholders to create long-term value for clients and beneficiaries leading to sustainable benefits for the economy, the environment and society.

This includes prioritising which Environmental Social Governance (“ESG”) issues to focus on, engaging with investees/issuers, and exercising voting rights.

Differing ownership structures means stewardship practices often differ between asset classes.

DB Section

Investment Objectives

The Trustee has acquired and maintained suitable assets of appropriate liquidity which have a reasonable expectation of meeting the Plan’s long-term liabilities. The Liability Driven Investment (“LDI”) portfolio effectively mitigates interest rate and inflation risks and the variety of growth assets held are suitably diversified across managers, asset classes and markets.

The Trustee receives quarterly updates on the funding position of the Plan, the progress against the long-term funding target and a measure of risk known as Value at Risk (“VaR”).

Investment Strategy

The Plan’s actual asset allocation is reviewed by the Trustee on at least a quarterly basis – via quarterly monitoring reports and ad-hoc asset updates – to determine

whether any rebalancing is required. The Trustee's investment adviser provides advice on any potential rebalancing opportunities.

The Trustee made the following changes to the investment strategy over the year to 30 September 2023:

- In mid-October 2022, the Trustee instructed a full redemption from the LGIM Property Fund and then additional disinvestments of £5m from each of the Plan's Absolute Return mandates given news of the likely deferment of the upcoming LGIM redemption. These additional redemptions again provided additional collateral to the BlackRock LDI portfolio following the withdrawal of the Bank of England's gilt-purchasing support.
- In January 2023, the Trustee received the proceeds from the deferred redemption from LGIM, which was originally due to occur on 1 November 2022. The majority of the proceeds were invested into the BlackRock LDI portfolio with a residual amount retained in the Trustee Bank Account.
- In March 2023, the Trustee agreed to adopt a new de-risked strategic allocation targeting Gilts +1.0% p.a. which sought to reduce risk within the portfolio whilst reducing leverage and increasing the collateral coverage within the LDI portfolio. The revised strategic allocation targets 60% LDI, 30% absolute return bonds and introduces a 10% allocation to Investment Grade Credit.
- In line with the revised strategic allocation, the Trustee fully redeemed from the Visa Global Equity Fund in March 2023 and invested the proceeds into the BlackRock LDI portfolio.
- In September 2023, the Plan received a Company contribution of c.£11.4m. The entire contribution, plus a £0.5m surplus in the Trustee Bank Account, was invested in the LDI portfolio in early October 2023, to increase the Plan's allocation to LDI.

The SIP identifies three key investment risks – the investment strategy, potential employer failure and the investment managers – and details the policies implemented to mitigate these risks.

The Trustee reviews the Plan's investment strategy at least once every three years. Following the Gilt market volatility in September 2022, and ahead of the 30 September 2023 actuarial valuation, the Trustee reviewed the Plan's strategy and adopted a new investment strategy targeting Gilts + 1.0% p.a. to reduce investment risk within the portfolio.

Investment Risk

The LDI portfolio effectively mitigates the interest rate and inflation risk faced by the Plan and suitable diversification of growth and other matching assets helps to reduce risk further. The Trustee updated the Plan's Cashflow Management Policy in June 2023, ensuring that the formal process for sourcing the Plan's short-term cashflow requirements remained appropriate, expanding the policy to outline specific sources for cashflows and collateral top-ups under normal circumstances. This was in line with the Pensions Regulator's guidance to improve the resilience within LDI portfolios and strengthen operational governance.

Additionally, a framework has now been implemented to handle significant yield shocks and maintain sufficient collateral and liquidity. Collateral adequacy is monitored quarterly or more regularly as required.

The Trustee receives updates from the sponsor and its covenant adviser regarding any developments in the employer covenant, as required. There were no significant changes in the strength of the employer's covenant over the year, therefore the

Trustee has not been required to reconsider the appropriateness of the investment strategy in relation to this.

The Trustee's investment adviser regularly updates the Trustee on any matters of material significance that might affect the ability of the appointed investment managers to achieve their performance objectives. This is also reflected in the individual fund ratings the Trustee receives on a quarterly basis from its investment adviser. Any changes in ratings are highlighted to the Trustee as soon as practically possible. The Trustee also invites its investment managers to present updates at quarterly meetings according to the Plan's Manager Presentation Schedule, which was reviewed and amended in June 2023. Over the year, T Rowe Price's Dynamic Global Bond Fund was adjusted to "In Review" in November 2023 following a period of volatile performance. The Trustee's investment adviser conducted a deep-dive meeting with T Rowe Price, and subsequently revised the rating back to "Buy".

The Trustee considers that the objectives and policies outlined in the DB Section of the SIP have been implemented and adhered to appropriately over the year to 30 September 2023.

DC / AVC Section

Over the year to 30 September 2023, the Trustee had to take specific action to ensure the investment objective continued to be met.

In November 2022, the Visa Property Fund was temporarily suspended from both investments and redemptions. The Visa Property Fund currently invests 100% in the Invesco Global Real Estate Fund, which was suspended following a reduction in the liquid holdings of the Fund.

Following advice from its investment adviser and lawyers, the Trustee decided to redirect members' contributions intended for the Visa Property Fund into the Visa Cash Fund, as it was considered the most appropriate investment option. The Trustee also made the decision to pause rebalancing of the three lifestyle strategies until the suspension was lifted.

The Trustee has regularly reviewed the position of the lifestyle strategies throughout the suspension and provided ongoing updates to members via the member portal.

The Trustee, in conjunction with the investment adviser, carried out the triennial investment strategy review of the DC section which covered:

Investment objective

- membership analysis - segmenting the membership and determining projected fund values, to assess how members will take their benefits.
- a review of the lifestyle options – this included a review of the forward-looking risk and return characteristics of the asset classes used in the lifestyle options, to ensure that they remained appropriate for use by members. The Trustee also reflected on the ongoing suspension of the Visa Property Fund and the subsequent member impact.
- a review of the self-select fund range - to ensure that the type, number and appropriateness of the self-select funds offered as alternative options to the lifestyle options reflect the needs of the Plan's membership.

Following completion of the review, the Trustee concluded that a number of changes could be made to the Plan's DC section to improve the potential for medium and long-term growth and improve the overall member experience.

Full details on the changes made as a result of the investment strategy review can be found in the Default Arrangement section of the Chairman's Statement found below under the UK Pension Scheme header:

<https://www.visa.co.uk/about-visa/visa-in-europe.html#3>

We are comfortable that the activities carried out over the year have been in line with the Investment Objective as outlined in the SIP.

The Trustee takes advice from its DC investment adviser regarding the appropriateness of the investments for members, reviewing the performance of each individual fund option on at least a quarterly basis via reports received from its advisers. Further information on this performance review process can be found in the proceeding section.

The Trustee reviews the investment options at least every three years. The most recent review commenced in March 2023 and was completed on 12 September 2023. As detailed above, the review included a review of the Plan's membership profile at that time and covered both the lifestyle and self-select options.

Following completion of the review, the Trustee concluded that a number of changes could be made to the Plan's lifestyle structures to mitigate future operational challenges, and member impact, associated with the property fund suspension referenced in the above section. The Trustee also agreed to update the Visa Global Equity Fund to explicitly consider Environmental, Social and Governance ("ESG") risks and opportunities to improve medium to long term return expectations. This change impacted all three of the Plan's lifestyle options and members invested in the Fund on a self-select basis.

The Trustee has provided clear, regular communications to support members in making their decisions on the investment options available. This has included quarterly factsheets showing individual fund performance accessed via the Plan website, an annual benefit statement and specific 'at retirement' communications. Members can also view the Member Handbook, Investment Guide and other educational information via the member portal to support them with their investment decisions.

Investment options

Where deemed in members' best interests, the Trustee has also notified members of ongoing work during times of market stress to reassure members and provide information on where to seek financial advice, if required. For example:

- In October 2022, the Trustee added messages to the landing page of the member microsite confirming their close monitoring of the Plan's funds given the extreme market volatility and concern amongst the pensions industry following the former UK Chancellor's 'mini budget' announcement.
- In November 2022, when contributions and redemptions from the Visa Property Fund were suspended, the Trustee notified members of this via the member portal, including providing members with an FAQ document and further support where requested.

Although after the period covered by this Statement, the below examples have also been included for completeness:

- In December 2023, the Trustee wrote to all members to outline the new DC strategy. Members were informed of the Trustee's intention to implement the new strategy in stages in January and February 2024; the changes to be made during each stage; the Trustee's rationale and reason for making these changes; and the actions available to members should they wish to make an alternative investment choice to the one designated by the Trustee.

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- Via the member portal, members were also provided with electronic copies of the member communications and messages were also shared on the landing page of the microsite to keep members informed of any upcoming strategy changes and resulting portal restrictions.

Overall, we are comfortable that the default investment option and self-select range are in line with our objectives and have been reviewed appropriately over the year.

Ongoing monitoring and review

The Trustee has received quarterly monitoring reports from its investment adviser covering the DC section funds. The reports cover short and long-term performance as well as risk-related analysis of member funds. As part of these quarterly reports, there is a "RAG" (Red, Amber, Green) status that helps identify funds that suffer from prolonged underperformance against benchmark/target. For funds that are awarded a red status based on performance, the Trustee discuss and agree on any necessary course of action. The outcome of this process could result in; a further review of the fund including peer group comparison; a meeting with the fund manager and potentially consideration of possible fund replacements.

Over the year, some of the Plan's active funds were flagged as 'red' through this reporting process due to underperformance against their assigned benchmarks. This included the Baillie Gifford Positive Change Fund, one of the underlying funds within the Visa Responsible Investment Fund. The Trustee met with Baillie Gifford in December 2023 to discuss performance and future outlook for the Fund. Additionally, as part of the triennial investment strategy review, the Trustee conducted a deep dive review of the Responsible Investment Fund, including the role of the Baillie Gifford Fund within the Visa Responsible Investment Fund. The Trustee, with advice from its investment adviser, concluded that while active growth managers such as Baillie Gifford have struggled recently in the current market climate, the Baillie Gifford Fund is expected to meet its long-term performance targets. However, they acknowledged that the nature of this Fund does mean it is subject to a higher level of short-term fluctuations in performance. While the Fund's recent level of volatility is in line with expectations, the Trustee decided to update the fund factsheet and objective of the Visa Responsible Investment Fund to ensure members are appropriately aware of potential short-term fluctuations in performance.

We are comfortable that over the year, we have monitored the Plan's investment strategy and investment managers in line with our policies.

Manager risk: risk of fund managers not meeting their objectives

The Trustee has received individual fund ratings from its investment adviser's research team on a quarterly basis indicating a Buy, Qualified or Sell rating. The fund ratings include consideration of managers not meeting their objectives. Any changes in ratings are highlighted to the Trustee as soon as practically possible and then discussed and action considered. Not all specific funds are rated by the investment adviser, but all funds are monitored against their objective on a quarterly basis.

Investment risk measurement and management

The underlying fund of the Visa Property Fund, Invesco Global Real Estate Fund, was downgraded from 'Buy' to 'Qualified' in May 2023. This rating change was driven by underperformance of one of the component funds within Invesco Global Real Estate, and the ongoing liquidity issues adversely impacting DC investors. The Trustee believes that including global property within the Plan's three lifestyle strategies has many benefits for members, offering enhanced diversification and exposure to a wider opportunity set for future returns. Given the ongoing suspension of the Visa Property Fund referenced above, there was no immediate actions required from the Trustee. However, the Trustee has undertaken additional ongoing monitoring of Invesco and since re-structured the lifestyles to limit member impact of a property fund suspension.

Risk of asset classes(s) not delivering the anticipated rate of return over the long term

The Trustee has worked with its investment adviser to set broad expectations for returns of various asset classes. These expectations are laid out within the SIP. More specific return expectations have been analysed and considered as part of the Plan's triennial investment strategy review, and the Trustee's investment advisers will notify it of any major changes.

The Trustee also monitors changes in projected member retirement outcomes. This analysis looks at factors such as actual fund performance and forward-looking return expectations and how this may impact members' benefits when they reach retirement age. Should there be any notable change in projected member outcomes, the Trustee may consider taking action, for example reviewing the investment strategy or communicating with members. This analysis is carried out at least annually.

Members themselves also receive an annual benefit statement with a projected retirement outcome for their DC funds based on long term assumptions about future investment returns and inflation, allowing them to continue to make informed investment decisions.

Risk of the lifestyle strategies being unsuitable for the requirements of some members

The Plan offers three lifestyle strategies targeting diverse ways members might take their retirement benefits: a flexible drawdown approach designed for members wishing to stay invested through retirement, annuity purchase or a cash lump sum withdrawal.

The Trustee reviews the suitability of the lifestyle strategies at least once every three years, as part of the triennial investment strategy review or following a significant change in the membership profile of the Plan. This review includes analysing the Plan's membership profile, member choices and market trends. Over the Plan year, the Trustee undertook such a review and concluded that it would maintain the current three lifestyle strategies and their overall targets but would amend the way in which they are delivered. The Trustee agreed to 'wrap' the existing Visa Global Equity Fund and Visa Property Fund holdings and deliver these together under a new single fund, the Visa Growth Fund. As above, this change was designed to facilitate the inclusion of other types of growth assets in the fund as and when these become available to defined contribution, should the Trustee deem them suitable. This also mitigates any future operational challenges, and member impact, associated with property, or other future, less liquid fund suspensions. In addition to this, the Trustee agreed to make changes to the underlying funds within the Visa Global Equity Fund to explicitly consider ESG risks and opportunities.

The Trustee makes a range of alternative self-select funds available to members who opt not to invest in one of the lifestyles. These were reviewed as part of the triennial investment strategy review and the Trustee remains comfortable that the self-select range offers members an appropriate range of funds and there were no gaps identified.

Operational risk: risk of fraud, poor advice or acts of negligence

The Trustee has sought to minimise operational risk by ensuring that all advisers and third-party service providers are suitably qualified and experienced, and that suitable liability and compensation clauses are included in all contracts for professional services received.

The Trustee carries out a triennial review of the security of the Plan's DC assets. The last review was completed in August 2020 and aimed to ensure the necessary safeguards were in place across the Plan's investment managers, custodians and investment platforms. The review concluded that the risk of potential loss caused by fraud or negligence was low. The next review is underway, following implementation of the changes agreed as part of the triennial investment strategy review.

The Trustee also has in place a set of objectives for its investment advisers. This is in line with regulatory requirements and consideration was given to a number of aspects including aligning objectives with the SIP, appropriate monitoring period and measurability (quantitative and qualitative). The Trustee reviews its investment advisers against these objectives annually. The review covering this Plan year took place in December 2023.

We are comfortable that risks have been monitored in line with the policies in the SIP over the year.

Additional voluntary contribution (AVCs)

A small amount of legacy AVC assets remain invested via Zurich in which all members remaining have some or all of their assets invested in the Zurich With Profits Fund. All other AVC arrangements were transferred into the core DC arrangement held with Scottish Widows in February 2020. Members invested in the Zurich With Profits Fund were not transferred without consent, or instruction, due to the unique structure and guarantees associated with a with-profits fund.

As part of the production and completion of the Chairman's Statement, the Trustee carried out a Value for Money assessment covering the Zurich AVC arrangement which assessed the costs and benefits associated with the legacy Zurich AVC arrangement. The Trustee concluded that whilst they believe that core DC arrangement held with Scottish Widows potentially offers better value, the Zurich AVC members did not choose to transfer their assets following a member communications exercise back in 2019. The Trustee therefore assume these members believe the structure of the with-profits arrangement offers inherent value and have maintained the Zurich AVC arrangement as is.

We are comfortable that the legacy AVC arrangement has been appropriately monitored over the year.

The Trustee considers that the objectives and policies outlined in the DC Section of the SIP have been implemented and adhered to appropriately over the year to 30 September 2023.

DB and DC/AVC Sections

The Trustee also has several joint policies in place covering both the DB and DC/AVC Sections. These objectives and policies are referred to throughout, together with an explanation of how these objectives and policies have been implemented and adhered to over the year to 30 September 2023.

Realisation of investments / liquidity

The Trustee recognises that there is a risk in holding assets that cannot be easily realised should the need arise. As referenced above, the Visa Property Fund used within the DC Section (and also the DB Section) was temporarily suspended during the year.

The Trustee remains of the belief that investing in global property within the lifestyle strategies can bring diversification benefits to members, however, recognises that in times of increased market volatility, there can be challenges with liquidity. As part of the investment strategy review the Trustee has made changes to the operational structure of the lifestyle strategies to mitigate the impact of future fund suspensions on members. With support from their investment adviser, the Trustee has also been working closely with Invesco (underlying manager of the Visa Property Fund) to facilitate a solution that explicitly considers the specifics DC pension schemes and their need for daily liquidity. Invesco have responded positively to this and are working on improving their offering to better support investment of DC investors like the Plan.

We are comfortable that the realisation of investments has been considered over the year, and that the type of investments available remain appropriate for members to invest in.

The Trustee attended several training sessions on responsible investment over the Plan year:

- In December 2022, the Trustee received training on the growing focus on ESG and natural capital;
- In August 2023, the Trustee received training on the benefits and considerations of ESG investing within equity investments; and
- In September 2023, the Trustee received further training on impact investing.

The Trustee has taken steps to enhance its responsible investing credentials in the Plan:

DC section:

- The Trustee offers two self-select options with a specific responsible investment focus. The cash option, the Visa Cash Fund which is also used in all three of the lifestyle strategies, is an Environmentally Aware cash fund. The Trustee expectation is that risk adjusted returns remain unchanged versus a typical cash fund, but the ESG credentials of the cash allocation are enhanced. The Visa Responsible Investment Fund invests 50% in an actively managed impact fund with dual aims of providing above benchmark returns and enhancing the world in which we live. The remaining 50% of the Fund's assets invest in an index tracking fund which tilts towards companies with strong ESG scores and excludes those that fail to meet minimum requirements. Members who wish to invest entirely in a responsible way can do so through this Fund.
- As part of the most recent investment strategy review, the Trustee agreed to take steps to further improve the ESG profile of Plan's investment options. The changes impacted the Visa Global Equity Fund, specifically the underlying 90% allocation to developed market equities. It was agreed that the three existing BlackRock developed market equity funds would be replaced with two BlackRock ESG-aligned developed market equity funds. These changes were implemented in January 2024, achieving a significant reduction in the carbon intensity and an improvement of the overall ESG profile of the Visa Global Equity Fund and subsequently, the Plan's lifestyle strategies. Additionally, 30% of the Visa Global Equity Fund's investment is now aligned to being net-zero by 2050. The Trustee believes that these changes will support member outcomes as we expect improved financial performance over the medium and long-term by identifying companies that are better positioned for the future.

DB Section:

- The Trustee has taken into account ESG considerations upon appointment of any new investment managers. For example, during the review of the BlackRock Buy and Maintain mandate, the Trustee considered ESG integration and capabilities of the manager and mandate as part of the selection exercise.

The Trustee reviews the ESG ratings of the Plan's investment managers, provided by its investment adviser on a quarterly basis, to monitor the level of ESG integration.

The Trustee has included ESG-related risks, including climate change, on the Plan's risk register as part of ongoing risk assessment and monitoring.

**Environmental, Social
and Governance
("ESG") considerations**

The Trustee also monitors the ESG profile of the Plan's investments through the RI-360i Dashboard. The Trustee use the tool to identify and review ESG risks and opportunities and then engage with managers where required to improve the Plan's investment profile. The added transparency supports Trustee understanding of reputational risks posed by exposure to controversial sectors and regions and aids decision making during strategy conversations.

Over the Plan year, the Stewardship policy in the SIP was updated to further reflect the Trustee's activities in relation to voting and engagement with their appointed managers. These amendments were made in line with updated guidance on how trustees should take account of financially material risks and stewardship of investments.

The Stewardship policy has been updated to further reflect the methods in which the Trustee engages with their managers. As referenced above, the Trustee carries out a specific review of the Plan's investment managers on an annual basis through the RI-360i dashboard, where the Trustee reviews the exercise of voting rights by their appointed managers. Managers' voting and engagement activities over the year are also reviewed as part of this statement on an annual basis.

Responsibility for voting and engagement is delegated to the Plan's investment managers, which is in line with the Trustee's policy. The Trustee reviewed the stewardship activity of the material investment managers carried out over the Plan year and is of the view that most of the investment managers were able to disclose good evidence of voting and/or engagement activity. More information on the stewardship activity carried out by the Plan's investment managers can be found in the following sections of this report.

Stewardship – Voting and Engagement

The SIP demonstrates that:

- The Trustee recognises the importance of its role as a steward of capital and the need to ensure the highest standards of governance and promotion of corporate responsibility in the underlying companies and assets in which the Plan invests. The Trustee recognises that ultimately this creates long-term financial value for the Plan and its beneficiaries.
- The Trustee regularly reviews the continuing suitability of the appointed managers and takes advice from its investment adviser with regard to any changes. This advice includes consideration of broader stewardship matters and the exercise of voting rights by the appointed managers.
- The Trustee will engage with the Plan's investment managers as necessary for more information, to ensure that robust active ownership behaviours, reflective of its active ownership policies, are being actioned.

We believe that our engagement with managers has been in line with our policies over the year.

Members' views and non-financial factors

Where members make an active decision to share their views with the Trustee on ethical matters, social and environmental impact matters and present and future quality of life matters the Trustee will note and discuss these. For example, the Trustee make available the Visa Responsible Investment Fund and HSBC Islamic Global Equity Fund in the DC Section for members who have a specific focus on ESG integration and who want to invest in line with Islamic principles, respectively, following an awareness and need for funds of with these specific objectives.

We are comfortable that members' views have been appropriately considered over the year.

These policies focus on initial appointment, ongoing monitoring and ensuring that the investment managers continue to be aligned with the Trustee's policies as outlined in the SIP, including those on non-financial matters.

The Trustee receives quarterly reports on each of its investment managers from its investment advisers which includes performance assessments versus agreed objectives and research ratings on various areas including risk management, and consideration of ESG issues. As outlined above, the Trustee also monitor ESG risks through the Ri-360i Dashboard.

Arrangements with investment managers

The Trustee has a schedule in place which outlines the frequency of meetings for each manager within the Plan. The Investment Sub-Committee ("ISC") meet with investment managers on a regular basis to provide an opportunity to engage with them on performance and strategy amongst other matters. The Trustee met with Baillie Gifford, BlackRock, Schroders, Invesco and Aegon over the Plan year.

In addition to this, the Trustee reviews the engagement activity carried out on its behalf by its managers and report back to members on this via the Implementation Statement.

We are comfortable that all investment managers have been appropriately reviewed during appointment and within regular monitoring throughout the year.

For the DB Section, the costs and transparency policies in place include the appointment of a third-party specialist to assist in collating data on the costs and charges incurred on the Plan's DB investment funds. The Trustee reviews the costs and charges incurred on the Plan's DB investments on an annual basis and uses the results of the annual review as a foundation for fee negotiations, where appropriate.

Costs and transparency

For the DC Section, the Trustee has established a cost-benefit analysis framework in order to assess whether the member borne charges deliver good value for members. This assessment forms part of the annual Chairman's Statement and includes benchmarking against broader market practice, reviewing compliance with relevant regulatory guidance and assessing performance against industry standards. The results of this assessment can be found in the Value for Members assessment section of the Chairman's Statement found here (<https://www.visa.co.uk/about-visa/visa-in-europe.html#3>) under the UK Pension Scheme header. Additionally, the Trustee assess the granular breakdown of costs and charges on an annual basis outside of the Chairman's Statement to support any fee negotiations, where appropriate.

We are comfortable that the costs and charges associated with the Plan were reasonable and were reviewed appropriately over the year.

Effective decision making

The Trustee receives regular investment training from its investment adviser and investment managers to support them with effective decision making. The Trustee outlines the training it has undertaken over the year, and how this has supported its decision making in the Trustee, Knowledge and Understanding section of the annual Chairman's Statement. The latest version of the Chairman's Statement is available under the UK Pension Scheme header:

<https://www.visa.co.uk/about-visa/visa-in-europe.html#3>

The Trustee also delegates some responsibilities of the Plan to specific sub-committees: the ISC and the Administration and Governance Sub-Committee ("AGSC"). The ISC and AGSC focus their attention on investment and administration/governance matters respectively and then report back to and make

recommendations to the main board. This set-up allows for each item to be given an appropriate allocation of Trustee time leading to more effective decision making.

We are comfortable that we have considered all policies outlined in the SIP as part of decision making over the year.

The Trustee considers that the objectives and policies outlined in the joint DB and DC/AVC Section of the SIP have been implemented and adhered to appropriately over the year to 30 September 2023.

Managers' voting activity

Good asset stewardship means being aware and active on voting issues, corporate actions and other responsibilities tied to owning a company's stock. The Trustee believes that good stewardship is in the members' best interests to promote best practice and encourage investee companies to access opportunities, manage risk appropriately, and protect shareholders' interests. Understanding and monitoring the stewardship that investment managers practice in relation to the Plan's investments is an important factor in deciding whether a manager remains the right choice for the Plan.

Voting rights are attached to listed equity shares, including equities held in multi-asset funds. The Trustee expects the Plan's equity-owning investment managers to responsibly exercise their voting rights.

Voting statistics

The table below shows the voting statistics for each of the Plan's material funds with voting rights for the year to 30 September 2023. Voting statistics for any new funds added to the Plan as part of the recent DC investment strategy review will be reflected in next year's Implementation Statement.

The DB section of the Plan does not hold any equity investments and is therefore not included in the table below.

Section	Fund name	Number of resolutions eligible to vote on	% of resolutions voted	% of votes against management	% of votes abstained from
DC	Baillie Gifford - Positive Change Fund <i>(component fund of the Visa Responsible Investment Fund)</i>	366	95.6%	2.6%	0.0%
	BlackRock - Aquila World ex-UK Equity Fund	24,931	97.0%	6.0%	0.0%
	BlackRock - Aquila MSCI World Index Fund (Hedged)^{1,2} <i>(component fund of the Visa Global Equity Fund)</i>	14,210	97.0%	5.0%	0.0%
	BlackRock - Global Minimum Volatility Index Fund¹ <i>(component fund of the Visa Global Equity Fund)</i>	4,990	97.0%	4.0%	0.0%
	BlackRock - Global Developed Fundamental Weighted Index Fund¹ <i>(component fund of the Visa Global Equity Fund)</i>	9,686	90.0%	4.0%	0.0%
	HSBC - Islamic Fund	1,677	94.0%	23.0%	0.0%
	Insight - Broad Opportunities Fund¹ <i>(component fund of the Visa Multi Asset Fund)</i>	164	100.0%	0.0%	0.0%
	LGIM - UK Equity Index Fund	10,239	99.9%	5.7%	0.0%
	LGIM - Future World Global Equity Index Fund	52,263	99.9%	18.9%	0.5%

Why is voting important?

Voting is an essential tool for listed equity investors to communicate their views to a company and input into key business decisions. Resolutions proposed by shareholders increasingly relate to social and environmental issues.

Source: UN PRI

Section	Fund name	Number of resolutions eligible to vote on	% of resolutions voted	% of votes against management	% of votes abstained from
	<i>(component fund of the Visa Responsible Investment Fund)</i>				
	Schroders - Global Equity Fund	2,394	96.0%	12.0%	0.0%
	Schroders - Global Emerging Markets Fund¹				
	<i>(component fund of the Visa Global Equity Fund)</i>	2,135	94.0%	8.0%	2.0%

Source: Managers

¹Fund used in the DC primary default arrangement.

²The unhedged variant of this fund is also available as a DC self-select option. Commentary relating to this fund is also relevant to the unhedged variant

Use of proxy voting advisers

Many investment managers use proxy voting advisers to help them fulfil their stewardship duties. Proxy voting advisers provide recommendations to institutional investors on how to vote at shareholder meetings on issues such as climate change, executive pay and board composition. They can also provide voting execution, research, record keeping and other services.

Responsible investors will dedicate time and resources towards making their own informed decisions, rather than solely relying on their adviser's recommendations.

The table below describes how the Plan's managers use proxy voting advisers.

Why use a proxy voting adviser?

Outsourcing voting activities to proxy advisers enables managers that invest in thousands of companies to participate in many more votes than they would without their support.

Description of use of proxy voting adviser(s)
(in the managers' own words)

Baillie Gifford & Co. ("Baillie Gifford")	Whilst we are cognisant of proxy advisers' voting recommendations (Institutional Shareholder Services ("ISS") and Glass Lewis), we do not delegate or outsource any of our stewardship activities or follow or rely upon their recommendations when deciding how to vote on our clients' shares. All client voting decisions are made in-house. We vote in line with our in-house policy and not with the proxy voting providers' policies. We also have specialist proxy advisors in the Chinese and Indian markets to provide us with more nuanced market specific information.
BlackRock	BlackRock's proxy voting process is led by the BlackRock Investment Stewardship team (BIS), which consists of three regional teams – Americas ("AMRS"), Asia-Pacific ("APAC"), and Europe, Middle East and Africa ("EMEA") - located in seven offices around the world. The analysts with each team will generally determine how to vote at the meetings of the companies they cover. Voting decisions are made by members of the BlackRock Investment Stewardship team with input from investment colleagues as required, in each case, in accordance with BlackRock's Global Principles and custom market-specific voting guidelines. While we subscribe to research from the proxy advisory firms ISS and Glass Lewis, it is just one among many inputs into our vote analysis process, and we do not blindly follow their recommendations on how to vote. We primarily use proxy research firms to synthesise corporate governance information and analysis into a concise, easily reviewable format so that our investment stewardship analysts can readily identify and prioritise those companies where our own additional research and engagement would be beneficial. Other sources of information we use include the company's own reporting (such as the proxy statement and the website), our engagement and voting history with the company, and the views of our active investors, public information and ESG research.
HSBC Asset Management (Europe) Ltd. ("HSBC")	We use the leading voting research and platform provider ISS to assist with the global application of our voting guidelines. ISS reviews company meeting resolutions and provides recommendations highlighting resolutions which contravene our guidelines. We review voting policy recommendations according to the scale of our overall holdings. The bulk of holdings are voted in line with the recommendation based on our guidelines.
Insight Investment Management ("Insight")	Minerva Analytics analyses any resolution against Insight-specific voting policy templates which will determine the direction of the vote. Minerva Analytics monitors company meeting agendas and items to be voted on. Minerva reviews each vote against Insight's specific criteria and provides a recommendation for each item. Insight votes in line with the recommendations of the proxy voting agent and documents where it makes a voting decision against the recommendation. The rationale for, abstaining or voting against the voting recommendation is retained on the Minerva platform on a case-by-case basis.
Legal and General Investment Management ("LGIM")	LGIM's Investment Stewardship team uses ISS's 'ProxyExchange' electronic voting platform to electronically vote clients' shares. All voting decisions are made by LGIM and we do not outsource any part of the strategic decisions. To ensure our proxy provider votes in accordance with our position on ESG, we have put in place a custom voting policy with specific voting instructions.
Schroders Investment Management ("Schroders")	ISS act as our one service provider for the processing of all proxy votes in all markets. ISS delivers vote processing through its Internet-based platform Proxy Exchange. Schroders receives recommendations from ISS in line with our own bespoke guidelines, in addition, we receive ISS's Benchmark research. This is complemented with analysis by our in house ESG specialists and where appropriate with reference to financial analysts and portfolio managers.

Source: Managers

Significant voting examples

To illustrate the voting activity being carried out on behalf of the Trustee, the Plan's investment managers were asked to provide a selection of what they consider to be the most significant votes in relation to the Plan's assets. A sample of these significant votes can be found in the appendix.

Managers' engagement activity

Engagement is when an investor communicates with current (or potential) investee companies (or issuers) to improve their ESG practices, sustainability outcomes or public disclosure. Good engagement identifies relevant ESG issues, sets objectives, tracks results, maps escalation strategies and incorporates findings into investment decision-making.

The table below shows some of the engagement activity carried out by the Plan's material managers. The managers have provided information for the most recent calendar year available. Some of the information provided is at a firm-level i.e. is not necessarily specific to the funds invested in by the Plan.

Engagement activity for any new funds added to the Plan as part of the recent DC investment strategy review will be reflected in next year's Implementation Statement.

DB Section	Funds	Number of engagements		Themes engaged on
		Fund specific	Firm level	
	BlackRock - Fixed Income Global Opportunities (FIGO) Fund	567	3,886	Environment - Climate Risk Management, Operational Sustainability Social - Human Capital Management, Social Risks and Opportunities Governance - Board Composition and Effectiveness, Business Oversight/Risk Management, Corporate Strategy, Remuneration
	DRC Capital ("DRC") - UK Whole Loan Fund	15-20	150	Environment - Climate change, Natural resource use/impact (e.g. water, biodiversity), Pollution, Waste Social - Conduct, culture and ethics (e.g. tax, anti-bribery, lobbying) Governance - Leadership – Chair/CEO, Board effectiveness – Other Strategy, Financial and Reporting - Capital allocation, Reporting (e.g. audit, accounting, sustainability reporting), Financial performance, Strategy/purpose
DB	Intermediate Capital Group ("ICG") - Longbow UK Real Estate Debt Investment V	<i>Not provided</i>	>400 ¹	Environment - Climate change Social - Conduct, culture and ethics (e.g. tax, anti-bribery, lobbying), Human capital management (e.g. inclusion & diversity, employee terms, safety) Governance - Board effectiveness – Diversity, Remuneration Strategy, Financial and Reporting - Capital allocation
	Insight - Bond Plus Fund	102	948	Environment - Climate Change Social - Human capital management Governance - Board effectiveness – Independence or Oversight, Board effectiveness – Other Strategy, Financial and Reporting - Capital allocation, Strategy/purpose, Risk management
	Aegon Asset Management ("Aegon") - European Asset Backed Securities (ABS) Fund	132	441	Environment - Climate change Social - Conduct, culture and ethics (e.g. tax, anti-bribery, lobbying) Governance - Board effectiveness – Diversity Other - Proprietary ESG assessment

DB Section	Funds	Number of engagements		Themes engaged on
		Fund specific	Firm level	
	T Rowe Price - Dynamic Global Bond Fund	16	778	Environment - Pollution, Waste, Climate change Social - Human capital management (e.g. inclusion & diversity, employee terms, safety) Governance - Remuneration Strategy, Financial and Reporting - Reporting (e.g. audit, accounting, sustainability reporting), Strategy/purpose, Capital allocation
DC Section	Funds	Number of engagements		Themes engaged on
		Fund specific	Firm level	
DC	Baillie Gifford - Positive Change Fund	96	1,255	Environment - Climate change Social - Conduct, culture and ethics (e.g. tax, anti-bribery, lobbying), Public health, Human and labour rights (e.g. supply chain rights, community relations) Governance - Remuneration, Board effectiveness – Independence or Oversight Strategy, Financial and Reporting - Strategy/purpose
	BlackRock - Aquila World ex-UK Equity Fund	1,641		Environment - Climate Risk Management, Operational Sustainability Social - Human Capital Management, Social Risks and Opportunities Governance - Board Composition and Effectiveness, Governance Structure, Corporate Strategy, Remuneration
	BlackRock - Aquila MSCI World Index Fund	1,540		Environment - Climate Risk Management, Operational Sustainability Social - Human Capital Management, Social Risks and Opportunities Governance - Board Composition and Effectiveness, Business Oversight/Risk Management, Corporate Strategy, Remuneration
	BlackRock - Global Minimum Volatility Index Fund	404	3,886	Environment - Climate Risk Management Social - Human Capital Management, Social Risks and Opportunities Governance - Board Composition and Effectiveness, Business Oversight/Risk Management, Corporate Strategy, Remuneration, Governance Structure
	BlackRock - Global Developed Fundamental Weighted Index Fund	1,290		Environment - Climate Risk Management, Operational Sustainability Social - Human Capital Management, Social Risks and Opportunities Governance - Board Composition and Effectiveness, Business Oversight/Risk Management, Corporate Strategy, Remuneration, Governance Structure
	BlackRock - Aquila Life Corporate Bond All Stocks Index Fund	226		Environment - Climate Risk Management, Operational Sustainability Social - Human Capital Management, Social Risks and Opportunities Governance - Board Composition and Effectiveness, Business Oversight/Risk Management, Corporate Strategy, Remuneration

DC Section	Funds	Number of engagements		Themes engaged on
		Fund specific	Firm level	
	BlackRock - Systematic Multi-Allocation Credit Fund	526		Environment - Climate Risk Management, Environmental Impact Management Social - Human Capital Management, Social Risks and Opportunities Governance - Board Composition and Effectiveness, Business Oversight/Risk Management, Corporate Strategy, Remuneration
	BlackRock - Liquid Environmentally Aware Fund	<i>Not provided</i>		Environment - Climate and natural capital Social - Company impacts on people Governance - Board quality and effectiveness Other - Strategy, purpose, and financial resilience
	HSBC - Islamic Fund	160	3,456	Environment - Climate change, Pollution, Waste Social - Human and labour rights (e.g. supply chain rights, community relations), Human capital management (e.g. inclusion & diversity, employee terms, safety) Governance - Board effectiveness – Diversity Strategy, Financial and Reporting - Capital allocation, Financial performance, Strategy/purpose
	Insight - Broad Opportunities Fund	33	948	Environment - Climate change Social - Human and labour rights (e.g. supply chain rights, community relations) Governance - Board effectiveness – Independence or Oversight Strategy, Financial and Reporting - Strategy/purpose, Reporting (e.g. audit, accounting, sustainability reporting)
	LGIM - UK Equity Index Fund	247		Environment - Climate change Social - Human capital management (e.g. inclusion & diversity, employee terms, safety), Inequality Governance - Board effectiveness – Diversity, Remuneration, Shareholder rights Strategy, Financial and Reporting - Reporting (e.g. audit, accounting, sustainability reporting), Strategy/purpose
	LGIM - Future World Global Equity Index Fund	791	1,224	Environment - Climate change, Natural resource use/impact (e.g. water, biodiversity) Social - Human capital management (e.g. inclusion & diversity, employee terms, safety), Public health Governance - Board effectiveness – Diversity, Remuneration Strategy, Financial and Reporting - Reporting (e.g. audit, accounting, sustainability reporting), Strategy/purpose
	LGIM - Future World Annuity Aware Fund	169		Environment - Climate change, Natural resource use/impact (e.g. water, biodiversity) Social - Human capital management (e.g. inclusion & diversity, employee terms, safety), Inequality Governance - Board effectiveness – Diversity, Remuneration Strategy, Financial and Reporting - Reporting (e.g. audit, accounting, sustainability reporting), Strategy/purpose
	Schroders - Global Equity Fund	136 ¹		Environment - Climate change, Net Zero Transition Plans, Banks fossil fuel financing Governance - Diversity & Inclusion
	Schroders - Global Emerging Markets Fund	<70	>2,800	Environment - Climate change, Natural resource use/impact (e.g. water, biodiversity) Social - Conduct, culture and ethics (e.g. tax, anti-bribery, lobbying), Human and labour rights (e.g. supply chain rights, community relations), Public health Governance - Board effectiveness – Diversity

DC Section	Funds	Number of engagements		Themes engaged on
		Fund specific	Firm level	
	Invesco - Global Real Estate Fund	<i>Not provided</i>	183	Environment - Climate change, Natural resource use/impact (e.g. water, biodiversity) Social - Human and labour rights (e.g. supply chain rights, community relations), Conduct, culture and ethics (e.g. tax, anti-bribery, lobbying) Governance - Leadership – Chair/CEO, Remuneration Strategy, Financial and Reporting - Reporting (e.g. audit, accounting, sustainability reporting)

Source: Managers.

Note: ICG, BlackRock - Liquid Environmentally Aware Fund, Insight - Bond Plus Fund and Invesco did not provide fund level themes; themes provided are at a firm-level.

¹Indicates number of entities engaged rather than the number of engagements.

Data limitations

At the time of writing, the following managers did not provide all the information the Trustee requested:

- BlackRock and LGIM did provide fund level engagement information but not in line with the requested format (the ICSWG engagement reporting template), which the Trustee’s advisers consider to be industry standard.
- ICG and Invesco were unable to provide engagement information at a fund level.
- Insight was not able to provide examples of significant votes in relation to underlying investments for the Broad Opportunities Fund. The manager explained that the strategy invests in listed closed-end investment companies with a focus on cash-generative investments in social and public, renewable energy and economic infrastructure sectors. The corporate structure of closed-end investment companies held in the strategy includes an independent board which is responsible for providing an overall oversight function on behalf of all shareholders. As a result, examples of significant votes cast that may be comparable to other listed entities are not applicable to the strategy’s exposures. We are comfortable with such explanation and will continue monitoring the manager’s voting activities.

The Trustee acknowledges that the concept of stewardship may be less applicable with respect to its fixed income investments, particularly for short-term money market instruments, liability driven investment (“LDI”) and gilt investments. As such, these investments have not been covered in this statement.

Further this report does not include the additional voluntary contributions (“AVCs”) due to the relatively small proportion of the Plan’s assets that are held as AVCs.

Appendix – Significant Voting Examples

In the table below are some significant vote examples provided by the Plan's managers. Managers use a wide variety of criteria to determine what they consider a significant vote. The Trustee's definition of a significant vote is broadly consistent with the managers' definitions, therefore, the examples given in the appendices below are also aligned with the Trustee's definition of a significant vote.

Baillie Gifford - Positive Change Fund	Company name	DEXCOM, INC.
	Date of vote	18-May-2023
	Approximate size of fund's/mandate's holding as at the date of the vote (as % of portfolio)	4.0%
	Summary of the resolution	Shareholder Resolution - Social
	How you voted	Against
	Where you voted against management, did you communicate your intent to the company ahead of the vote?	Yes
	Rationale for the voting decision	We opposed a shareholder resolution asking for a median pay gap reporting. We are satisfied that the company committed to provide this reporting and is currently working with consultants on this.
	Outcome of the vote	Fail
	Implications of the outcome e.g. were there any lessons learned and what likely future steps will you take in response to the outcome?	As the Company has committed to publish adjusted median pay and provided a breakdown of their workforce, we will be waiting for the release of the materials and seek engagement to understand the nature of adjustment in the future.
	On which criteria have you assessed this vote to be "most significant"?	This resolution is significant because it was submitted by shareholders and received greater than 20% support.
BlackRock - Aquila World ex-UK Equity Fund BlackRock - Global Minimum Volatility Index Fund	Company name	Broadcom Inc.
	Date of vote	03-Apr-2023
	Approximate size of fund's/mandate's holding as at the date of the vote (as % of portfolio)	<i>Not provided</i>
	Summary of the resolution	Advisory Vote to Ratify Named Executive Officers' Compensation
	How you voted	Against
	Where you voted against management, did you communicate your intent to the company ahead of the vote?	We endeavour to communicate to companies when we intend to vote against management, either before or just after casting votes in advance of the shareholder meeting. We publish our voting guidelines to help clients and companies understand our thinking on key governance matters that are commonly put to a shareholder vote. They are the benchmark against which we assess a company's approach to corporate governance and the items on the agenda to be voted on at the shareholder meeting. We apply our guidelines pragmatically, taking into account a company's unique circumstances where relevant. Our voting decisions reflect our analysis of company disclosures, third party research and, where relevant, insights from recent and

		past company engagement and our active investment colleagues.
	Rationale for the voting decision	BIS did not support Broadcom's say-on-pay proposal which sought approval of pay policies that we did not consider to be aligned with the interests of long-term shareholders.
	Outcome of the vote	Fail
	Implications of the outcome eg were there any lessons learned and what likely future steps will you take in response to the outcome?	BlackRock's approach to corporate governance and stewardship is explained in our Global Principles. Our Global Principles describe our philosophy on stewardship, including how we monitor and engage with companies. These high-level principles are the framework for our more detailed, market-specific voting guidelines. We do not see engagement as one conversation. We have ongoing direct dialogue with companies to explain our views and how we evaluate their actions on relevant ESG issues over time. Where we have concerns that are not addressed by these conversations, we may vote against management for their action or inaction. Where concerns are raised either through voting or during engagement, we monitor developments and assess whether the company has addressed our concerns.
	On which criteria have you assessed this vote to be "most significant"?	BlackRock periodically publishes Vote Bulletins on key votes at shareholder meetings to provide insight into details on certain vote decisions we expect will be of particular interest to clients. Our vote bulletins can be found here: https://www.blackrock.com/corporate/about-us/investment-stewardship#vote-bulletins
BlackRock - Aquila MSCI World Index Fund BlackRock - Global Developed Fundamental Weighted Index Fund	Company name	Shell Plc
	Date of vote	23-May-2023
	Approximate size of fund's/mandate's holding as at the date of the vote (as % of portfolio)	<i>Not provided</i>
	Summary of the resolution	Request Shell to Align its Existing 2030 Reduction Target Covering the Greenhouse Gas (GHG) Emissions of the Use of its Energy Products (Scope 3) with the Goal of the Paris Climate Agreement
	How you voted	Against
	Where you voted against management, did you communicate your intent to the company ahead of the vote?	We endeavour to communicate to companies when we intend to vote against management, either before or just after casting votes in advance of the shareholder meeting. We publish our voting guidelines to help clients and companies understand our thinking on key governance matters that are commonly put to a shareholder vote. They are the benchmark against which we assess a company's approach to corporate governance and the items on the agenda to be voted on at the shareholder meeting. We apply our guidelines pragmatically, taking into account a company's unique circumstances where relevant. Our voting decisions reflect our analysis of company disclosures, third party research and, where relevant, insights from recent and past company engagement and our active investment colleagues.
	Rationale for the voting decision	BIS did not support this shareholder proposal because in our view, it was overly prescriptive and unduly constraining on management's decision making.
	Outcome of the vote	Fail
	Implications of the outcome e.g. were there any lessons learned	BlackRock's approach to corporate governance and stewardship is explained in our Global Principles. Our

	and what likely future steps will you take in response to the outcome?	Global Principles describe our philosophy on stewardship, including how we monitor and engage with companies. These high-level principles are the framework for our more detailed, market-specific voting guidelines. We do not see engagement as one conversation. We have ongoing direct dialogue with companies to explain our views and how we evaluate their actions on relevant ESG issues over time. Where we have concerns that are not addressed by these conversations, we may vote against management for their action or inaction. Where concerns are raised either through voting or during engagement, we monitor developments and assess whether the company has addressed our concerns.
	On which criteria have you assessed this vote to be "most significant"?	BlackRock periodically publishes Vote Bulletins on key votes at shareholder meetings to provide insight into details on certain vote decisions we expect will be of particular interest to clients. Our vote bulletins can be found here: https://www.blackrock.com/corporate/about-us/investment-stewardship#vote-bulletins
HSBC - Islamic Fund	Company name	Alibaba Group Holding Limited
	Date of vote	28-Sep-2023
	Approximate size of fund's/mandate's holding as at the date of the vote (as % of portfolio)	0.2%
	Summary of the resolution	Elect Director Kabir Misra
	How you voted	Against
	Where you voted against management, did you communicate your intent to the company ahead of the vote?	No
	Rationale for the voting decision	We are voting against this longest serving non-executive male director as we have concerns about insufficient gender diversity of the board.
	Outcome of the vote	Pass
	Implications of the outcome e.g. were there any lessons learned and what likely future steps will you take in response to the outcome?	We will likely vote against a similar proposal should we see insufficient improvements.
	On which criteria have you assessed this vote to be "most significant"?	The company has a significant weight in the portfolio and we voted against management.
LGIM - UK Equity Index Fund	Company name	Glencore Plc
	Date of vote	26-May-2023
	Approximate size of fund's/mandate's holding as at the date of the vote (as % of portfolio)	2.4%
	Summary of the resolution	Shareholder resolution "Resolution in Respect of the Next Climate Action Transition Plan"
	How you voted	For (against management recommendation)
	Where you voted against management, did you communicate your intent to the company ahead of the vote?	LGIM co-filed this shareholder resolution and pre-declared its vote intention for this meeting on the LGIM Blog. As part of this process, there was regular communication with the company ahead of the meeting.

	Rationale for the voting decision	In 2021, Glencore made a public commitment to align its targets and ambition with the goals of the Paris Agreement. However, it remains unclear how the company's planned thermal coal production aligns with global demand for thermal coal under a 1.5°C scenario. Therefore, LGIM has co-filed this shareholder proposal (alongside Ethos Foundation) at Glencore's 2023 AGM, calling for disclosure on how the company's thermal coal production plans and capital allocation decisions are aligned with the Paris objectives. This proposal was filed as an organic escalation following our multi-year discussions with the company since 2016 on its approach to the energy transition.
	Outcome of the vote	Fail
	Implications of the outcome e.g. were there any lessons learned and what likely future steps will you take in response to the outcome?	LGIM will continue to engage with the company and monitor progress.
	On which criteria have you assessed this vote to be "most significant"?	Pre-declaration and Engagement: LGIM considers this vote to be significant as LGIM co-filed this shareholder resolution as an escalation of our engagement activity, targeting some of the world's largest companies on their strategic management of climate change.
LGIM - Future World Global Equity Index Fund	Company name	Amazon.com, Inc.
	Date of vote	24-May-2023
	Approximate size of fund's/mandate's holding as at the date of the vote (as % of portfolio)	1.3%
	Summary of the resolution	Report on Median and Adjusted Gender/Racial Pay Gaps
	How you voted	For (Against Management Recommendation)
	Where you voted against management, did you communicate your intent to the company ahead of the vote?	LGIM pre-declared its vote intention for this meeting on the LGIM Blog. As part of this process, a communication was set to the company ahead of the meeting.
	Rationale for the voting decision	A vote in favour is applied as LGIM expects companies to disclose meaningful information on its gender pay gap and the initiatives it is applying to close any stated gap. This is an important disclosure so that investors can assess the progress of the company's diversity and inclusion initiatives. Board diversity is an engagement and voting issue, as we believe cognitive diversity in business – the bringing together of people of different ages, experiences, genders, ethnicities, sexual orientations, and social and economic backgrounds – is a crucial step towards building a better company, economy and society.
	Outcome of the vote	Fail
	Implications of the outcome e.g. were there any lessons learned and what likely future steps will you take in response to the outcome?	LGIM will continue to engage with the company and monitor progress.
	On which criteria have you assessed this vote to be "most significant"?	Pre-declaration and Thematic – Diversity: LGIM views gender diversity as a financially material issue for our clients, with implications for the assets we manage on their behalf.
Schroders - Global Equity Fund	Company name	Microsoft Corporation
	Date of vote	13-Dec-2022

	Approximate size of fund's/mandate's holding as at the date of the vote (as % of portfolio)	<i>Not provided</i>
	Summary of the resolution	Ratify Deloitte & Touche LLP as Auditors
	How you voted	Against
	Where you voted against management, did you communicate your intent to the company ahead of the vote?	We may tell the company of our intention to vote against the recommendations of the board before voting, in particular if we are large shareholders or if we have an active engagement on the issue. We always inform companies after voting against any of the board's recommendations.
	Rationale for the voting decision	Excessive auditor tenure.
	Outcome of the vote	Pass
	Implications of the outcome e.g. were there any lessons learned and what likely future steps will you take in response to the outcome?	We monitor voting outcomes particularly if we are large shareholders or if we have an active engagement on the issue. If we think that the company is not sufficiently responsive to a vote or our other engagement work, we may escalate our concerns by starting, continuing or intensifying an engagement. As part of this activity we may also vote against other resolutions at future shareholder meetings, such as voting against the election of targeted directors.
	On which criteria have you assessed this vote to be "most significant"?	Significant Vote - SH E&S Proposal; Votes against management
Schroders - Global Emerging Markets Fund	Company name	Pinduoduo Inc.
	Date of vote	08-Feb-2023
	Approximate size of fund's/mandate's holding as at the date of the vote (as % of portfolio)	<i>Not provided</i>
	Summary of the resolution	Elect Director George Yong-Boon Yeo
	How you voted	Against
	Where you voted against management, did you communicate your intent to the company ahead of the vote?	We may tell the company of our intention to vote against the recommendations of the board before voting, in particular if we are large shareholders or if we have an active engagement on the issue. We always inform companies after voting against any of the board's recommendations.
	Rationale for the voting decision	Less than 20% of the board are female directors. Chair of the nomination committee and there is Combined Chair/CEO and no SID appointed.
	Outcome of the vote	Pass
	Implications of the outcome e.g. were there any lessons learned and what likely future steps will you take in response to the outcome?	We monitor voting outcomes particularly if we are large shareholders or if we have an active engagement on the issue. If we think that the company is not sufficiently responsive to a vote or our other engagement work, we may escalate our concerns by starting, continuing or intensifying an engagement. As part of this activity we may also vote against other resolutions at future shareholder meetings, such as voting against the election of targeted directors.
		On which criteria have you assessed this vote to be "most significant"?

Source: Managers. Wording provided directly by underlying investment managers.