

Statement of Investment Principles

For the Places for People Group Retirement Benefit Scheme

Effective from: 15 May 2023



1. Introduction

This Statement of Investment Principles (“SIP”) has been produced by the Trustee of the Places for People Group Retirement Benefit Scheme (the “Scheme”).

It sets out our policies on various matters governing investment decisions for the Scheme, which is a Defined Benefit (“DB”) Scheme.

This SIP replaces the previous SIP dated August 2020.

This SIP has been prepared after obtaining and considering written advice from LCP, our investment adviser, whom we believe to be suitably qualified and experienced to provide such advice. The advice considered the suitability of investments including the need for diversification given the circumstances of the Scheme and the principles contained in this SIP.

We have consulted with the relevant employer in producing this SIP.

We will review this SIP from time to time and will amend it as appropriate. Reviews will take place without delay after any significant change in investment policy and at least once every three years.

This SIP contains the information required by legislation, and also considers the Pension Regulator’s guidance on investments.

We have produced a separate SIP addendum document, which details further background and other matters relevant to the Scheme’s investments, but which are not required to be included in the SIP.

2. Investment objectives

The primary objective for the Scheme is to ensure that the benefit payments are met as they fall due. In addition to this primary objective, we have the following objectives:

- that the expected return on the Scheme’s assets is maximised whilst managing and maintaining investment risk at an appropriate level.
- that the Scheme should be fully funded on a technical provisions basis (ie the asset value should be at least that of its liabilities on this basis). The Trustee is aware that there are various measures of funding, and has given due weight to those considered most relevant to the Scheme.
- that the Scheme has a long-term journey plan in place, including a secondary funding target (which has been agreed with the Company) which is designed to help it achieve full funding between 31 March 2028 and 31 March 2033 on a self-sufficiency basis. Progress against this long-term journey plan is assessed and reported on a regular basis with progress being measured against a set of short-term milestones.

3. Investment strategy

With input from our advisers and in consultation with the employer, we reviewed the investment strategy in March 2023, considering the objectives described in Section 2.

The investment strategy is shown in the following table.

Asset class	Strategic allocation
Global equities	12.5%
Diversified growth	12.5%
Short duration buy and maintain credit	32.0%
Liability driven investment (“LDI”) and money market cash	43.0%
Target interest rate and inflation hedging (gilts +0.3% pa self-sufficiency basis)	Broadly in line with the funding level

Our policy is to target the maximum expected return level subject to ensuring the level of investment risk is appropriate to reflect the Scheme's circumstances. We believe that the strategy above meets this objective.

There is no formal rebalancing policy. We monitor the asset allocation from time to time. If material deviations from the strategic allocation occur, we will consider with our advisers whether it is appropriate to rebalance the assets.

As the Scheme matures over time, we intend to de-risk the investment strategy to reflect the change in the liability profile (ie switching from growth to matching assets).

We have put in place a mechanism to assess whether to de-risk the Scheme's investment strategy following improvements in the funding level. The objective of this mechanism is to lock in gains following better than expected investment experience, by disinvesting from the Scheme's growth assets (ie equities and diversified growth) and investing the proceeds in the Scheme's matching assets (ie short duration buy and maintain credit, LDI and money market cash). We review the de-risking mechanism on a regular basis.

We have a leverage management plan in place which sets out the assets directly available to support the Scheme's LDI arrangements and the approach that is expected to be taken with regards to selling down any other assets to support the LDI arrangements. We review and update the plan periodically.

4. Considerations in setting the investment arrangements

When deciding how to invest the Scheme's assets, it is our policy to consider a range of asset classes, taking account of the expected returns and risks associated with those asset classes, as well as our beliefs about investment markets and which factors are most likely to impact investment outcomes.

We take an integrated approach when assessing risk and reviewing the investment strategy. In particular we take account of: the employer covenant, contributions, funding targets, liability profile (including interest rate and inflation sensitivities and the extent to which they are hedged) and the level of expected return and risk now and as the strategy evolves.

The primary ways that we manage investment risk is via diversification, ensuring we receive professional written advice prior to making any material investment decision, and our ongoing monitoring and oversight of the investments. For the Scheme investment risk is measured using "Value at Risk". Further details of

specific risks (for example equity risk, credit risk and currency risk) and how we measure and manage those risks is set out in Part 2 of the SIP addendum.

In setting the strategy it is our policy to consider:

- our investment objectives, including the target return required to meet these;
- the circumstances of the Scheme, including the profile of the benefit cash flows (and the ability to meet these in the near to medium term), the funding level, and the strength of the employer covenant;
- the need for appropriate diversification between different asset classes to manage investment risk and ensure that both the overall level of investment risk and the balance of individual asset risks are appropriate; and
- the overall best interests of members and beneficiaries.

We also consider other factors that we believe to be financially material over time horizons relevant to the funding of the Scheme's benefits, including environmental, social and governance ("ESG") factors and the risks and opportunities relating to climate change.

Our key investment beliefs, which influence the setting of the investment arrangements, are as follows:

- asset allocation is the primary driver of long-term returns;
- costs may have a significant impact on long-term performance and therefore obtaining value for money from the investments is important;
- investment managers who can consistently spot and profitably exploit market opportunities are difficult to find, and therefore passive management is usually better value;
- risk-taking is necessary to achieve return, but not all risks are rewarded. Equity, credit, and illiquidity are the primary rewarded risks. Risks that do not have an expected reward should generally be avoided, hedged, or diversified;
- ESG factors should be considered when making investment decisions, and managers may be able to improve risk-adjusted returns by doing this;
- climate change is a financially material systemic issue that presents risks and opportunities for the Scheme over the short, medium and

long term; and

- voting and engagement are important and can create long term value which is in the best interest of Scheme members and therefore we encourage managers to improve their voting and engagement practices.

5. Implementation of the investment arrangements

Before investing in any manner, we obtain and consider proper written advice from our investment adviser as to whether the investment is satisfactory, having regard to the need for suitable and appropriately diversified investments.

We have signed agreements with the investment managers setting out the terms on which the portfolios are to be managed.

Details of the investment managers are set out in the separate SIP addendum.

We have limited influence over managers' investment practices because all the Scheme's assets are held in pooled funds, but we encourage our managers to improve their practices within the parameters of the fund they are managing.

Our view is that the fees paid to the investment managers, and the possibility of their mandate being terminated, ensure they are incentivised to provide a high quality service that meets the stated objectives, guidelines, and restrictions of the funds that they manage. However, in practice managers cannot fully align their strategy and decisions to the (potentially conflicting) policies of all their pooled fund investors in relation to strategy, long-term performance of debt/equity issuers, engagement, and portfolio turnover.

It is our responsibility to ensure that the managers' investment approaches are consistent with our policies before any new appointment, and to monitor and to consider terminating any arrangements that appear to be investing contrary to our policies. We expect investment managers to make decisions based on assessments of the longer term performance of debt/equity issuers, and to engage with issuers to improve their performance (or where this is not appropriate to explain why). We assess this when selecting and monitoring managers.

We evaluate investment manager performance over both shorter and longer term periods as available. In general, the duration of a manager's appointment will depend on strategic considerations and the outlook for future performance. If a manager is not meeting its performance objectives, we will consider alternative arrangements.

Our policy is to evaluate each of our investment managers by considering performance, the role it plays in helping to meet our overall long-term objectives, taking account of risk, the need for diversification and liquidity. Each manager's remuneration, and the value for money it provides, is assessed in light of these considerations.

We recognise that portfolio turnover and associated transaction costs are a necessary part of investment management. Since the impact of these costs is reflected in performance figures used in our assessment of the investment managers, we do not explicitly monitor portfolio turnover. We expect our investment consultant to incorporate portfolio turnover and resulting transaction costs as appropriate in its advice.

6. Realisation of investments

We instruct disinvestments as required for benefit payments and other outgoings. Our preference is for investments that are readily realisable but recognise that achieving a well-diversified portfolio may mean holding some investments that are less liquid. In general, our policy is to use cash flows to rebalance the assets towards the strategic asset allocation, and also receive income from some of the portfolios where appropriate.

7. Financially material considerations and non-financial matters

We consider how ESG considerations (including but not limited to climate change) should be addressed in the selection, retention, and realisation of investments, given the time horizon of the Scheme and its members.

We influence the Scheme's approach to ESG and other financially material factors through our investment strategy and manager selection decisions. We expect all of our investment managers to take account of financially material factors (including climate change and other ESG factors) within the parameters of the mandates they are set. We seek to appoint managers that have the skills and processes to do this, and review how the managers are taking account of these issues in practice.

We encourage our managers to improve their ESG practices, although acknowledge that we have limited influence over managers' investment practices where assets are held in pooled funds and that the parameters of some pooled funds may limit the scope for significant incorporation of ESG factors.

Within each asset class, we considered investment options that give increased weight to ESG factors. We have chosen to invest the equity allocation in a

passively managed fund that tracks an index with reduced exposure to climate-related risks and increased exposure to climate-related opportunities.

We do not consider matters that are purely non-financial in nature (ie matters relating to the ethical and other views of members and beneficiaries, rather than considerations of financial risk and return) in the selection, retention, and realisation of investments.

8. Voting and engagement

We recognise our responsibilities as owners of capital, and believe that good stewardship practices, including monitoring and engaging with investee companies, and exercising voting rights attaching to investments, protect and enhance the long-term value of investments and are in the best interests of our members.

We seek to appoint investment managers that have strong stewardship policies and processes, reflecting the principles of the UK Stewardship Code 2020 issued by the Financial Reporting Council.

We have delegated to the investment managers the exercise of rights attaching to investments, including voting rights, and engagement with relevant persons such as issuers of debt and equity, stakeholders and other investors about relevant matters such as performance, strategy, capital structure, management of actual or potential conflicts of interest, risks and ESG factors. We expect the managers to undertake voting and engagement in line with their stewardship policies, considering the long-term financial interests of investors.

As all of our investments are held through managers or pooled funds we do not monitor or engage directly with issuers or other holders of debt or equity.

We monitor managers' activities in relation to ESG factors, voting and engagement on a regular basis. We seek to understand how they are implementing their stewardship policies in practice to check that their stewardship is effective and aligned with our expectations.

We have selected some priority ESG themes to provide a focus for our monitoring of investment managers' voting and engagement activities. We review the themes regularly and update them if appropriate. We communicate these stewardship priorities to our managers and also confirm our more general expectations in relation to ESG factors, voting and engagement.

If our monitoring identifies areas of concern, we will engage with the relevant manager to encourage improvements.

Addendum to the Statement of Investment Principles

**For the Places for People Group Retirement Benefit
Scheme (the “Scheme”)**

Effective from: 15 May 2023

This addendum to the Statement of Investment Principles (“SIP”) for the Scheme has been produced by the Trustee of the Scheme. It sets out a description of various matters which are not required to be included in the SIP, but which are relevant to the Scheme’s investment arrangements.



Part 1:

Investment governance, responsibilities, decision-making and fees

We have decided on the following division of responsibilities and decision making for the Scheme. This division is based upon our understanding of the various legal requirements placed upon us and our view that the division of responsibility allows for efficient operation and governance of the Scheme overall. Our investment powers are set out within the Scheme's governing documentation.

1. Trustee

Our responsibilities include:

- setting the investment strategy, in consultation with the employer;
- setting investment policies, including those relating to financially material factors and the exercise of rights and engagement activities in respect of the investments;
- putting effective governance arrangements in place and documenting these arrangements in a suitable form;
- monitoring, reviewing, engaging with and replacing investment managers, investment advisers, actuary, and other service providers;
- monitoring the exercise of investment powers that we have delegated to the investment managers and monitoring compliance with Section 36 of the Pensions Act 1995 (as amended);
- communicating with members as appropriate on investment matters, such as our assessment of our effectiveness as a decision-making body, the policies regarding responsible ownership and how such responsibilities have been discharged; and
- reviewing the SIP and modifying it as necessary.

2. Investment managers

The investment managers' responsibilities include:

- managing the portfolios of assets according to their stated objectives, and within the guidelines and restrictions set out in their respective

investment manager agreements and/or other relevant governing documentation;

- taking account of financially material considerations (including climate change, and other Environmental, Social and Governance ("ESG") considerations) as appropriate in managing the assets;
- exercising rights (including voting rights) attaching to investments and undertaking engagement activities in respect of investments;
- providing regular information concerning the management and performance of their respective portfolios, including information on voting and engagement undertaken; and
- having regard to the provisions of Section 36 of the Act insofar as it is necessary to do so.

The custodians of the portfolios are responsible for safe keeping of the assets and facilitating all transactions within the portfolios.

3. Investment adviser

The investment adviser's responsibilities include:

- advising on how material changes within the Scheme's benefits, membership, and funding position may affect the manner in which the assets should be invested;
- advising on and monitoring liability hedging and collateral management;
- advising on the selection, and review, of the investment managers, incorporating its assessment of the nature and effectiveness of the managers' approaches to financially material considerations (including climate change and other ESG considerations); and
- assisting us with reviews of this SIP.

4. Fee structures

The provision of investment management and advisory services to the Scheme results in a range of charges to be met, directly or indirectly, by deduction from the Scheme's assets. We have agreed terms with the Scheme's actuarial and investment advisers, under which work undertaken is charged for by an agreed fixed fee or on a "time-cost" basis.

The investment managers receive fees calculated by reference to the market value of assets under management.

The fee structure used in each case has been selected with regard to existing custom and practice, and our view as to the most appropriate arrangements for the Scheme, and we keep the fee structures under review.

5. Performance assessment

We are satisfied that there are adequate resources to support our investment responsibilities, and that we have sufficient expertise to carry out our role effectively. It is our policy to assess the performance of the Scheme's investments, investment providers and professional advisers from time to time. We will also periodically assess the effectiveness of our decision-making and investment governance processes and will decide how this may then be reported to members.

6. Working with the sponsoring employer

When reviewing matters regarding the Scheme's investment arrangements, such as the SIP, we seek to give due consideration to the employer's perspective. Whilst the requirement to consult does not mean that we need to reach agreement with the employer, we believe that better outcomes will generally be achieved if we work with the employer collaboratively.

Part 2:

Policy towards risk

1. Risk capacity and appetite

Risk capacity is the maximum level of risk that we consider to be appropriate to take in the investment strategy. Risk appetite is how much risk we believe is appropriate to take in order to meet the investment objectives. Taking more risk is expected to mean that those objectives can be achieved more quickly, but it also means that there is a greater likelihood that the objectives are missed, in the absence of remedial action.

When assessing risk and reviewing the investment strategy, we consider:

- the strength of the employer covenant and how this may change over time;
- the agreed journey plan and employer contributions;
- the Scheme's long-term and shorter-term funding targets;
- the Scheme's liability profile, its interest rate and inflation sensitivities, and the extent to which these are hedged;
- the Scheme's cash flow and target return requirements; and
- the level of expected return and expected level of risk (as measured by Value at Risk ("VaR")), now and as the strategy evolves.

Following implementation of the Scheme's current investment strategy, as at 8 March 2023, the Scheme's 1 year 95% Value at Risk was estimated to be £14m. This means that there is estimated to be a 1 in 20 chance that the Scheme's funding position will worsen by £14m or more, compared to the expected position, over a one year period. When deciding on the current investment strategy, we believed this level of risk to be appropriate given the Scheme's objectives.

2. Approach to managing and monitoring risks

There are different types of investment risk that are important to manage, and we monitor these on a regular basis. These include, but are not limited to:

Risk of inadequate returns

A key objective is that the assets produce a sufficient long-term return in excess of the liabilities, and we have set an appropriate target return for the assets accordingly. There is a risk that the return experienced is not sufficient. This risk has been considered in setting the investment strategy.

Risk from lack of diversification

This is the risk that failure of a particular investment, or the general poor performance of a given investment type (eg equities), could materially adversely affect the Scheme's assets. We believe that the Scheme's are adequately diversified between different asset classes and within each asset class. This was a key consideration when determining the Scheme's investment arrangements.

Equity risk

We believe that equity risk is a rewarded investment risk, over the long term. We consider exposure to equity risk in the context of the Scheme's overall investment strategy and believe that the level of exposure to this risk is appropriate.

Credit risk

The Scheme is subject to credit risk because it invests in bonds via pooled funds. This risk is managed by only investing in pooled funds that have a diversified exposure to different credit issuers, and only investing in bonds that are classified as "investment grade".

Currency risk

Whilst the majority of the currency exposure of the Scheme's assets is to Sterling, the Scheme is subject to currency risk because some of the Scheme's investments are held in overseas markets. We consider the overseas currency exposure in the context of the overall investment strategy and believe that it diversifies the strategy and is appropriate.

Interest rate and inflation risk

The Scheme's assets are subject to interest rate and inflation risk because some of the Scheme's assets are held in bond funds and Liability Driven Investment ("LDI") funds. However, the interest rate and inflation exposure of the Scheme's assets provides protection against (hedges) part of the corresponding risks associated with the Scheme's liabilities. Given that this should reduce the volatility of the funding level, we believe that it is appropriate to manage exposures to these risks in this manner.

Investment manager risk

This is the risk that an investment manager fails to meet its investment objectives. Prior to appointing an investment manager, we receive written professional advice, and we will typically undertake a manager selection exercise. We monitor the investments regularly against their objectives and receive ongoing professional investment advice as to their suitability.

Climate-related risks

Climate change is a source of risk, which could be financially material over both the short and longer term. This risk relates to the transition to a low carbon economy, and the physical risks associated with climate change (eg extreme weather). We seek to appoint investment managers who will manage this risk appropriately, and we monitor how this risk is being managed in practice.

Other environmental, social and governance (ESG) risks

ESG factors are sources of risk, which could be financially material over both the short and longer term. These include risks relating to unsustainable or socially harmful business practices, and unsound corporate governance. We seek to appoint investment managers who will manage these risks appropriately and monitor how these risks are being managed in practice.

Illiquidity/marketability risk

This is the risk that the Scheme is unable to realise assets to meet benefit cash flows as they fall due, or that the Scheme will become a forced seller of assets in order to meet benefit payments. We are aware of the Scheme's cash flow requirements and believe that this risk is managed by maintaining an appropriate degree of liquidity across the Scheme's investments and by investing in income generating assets, where appropriate.

Counterparty risk

This is the risk that one party to a contract (such as a derivative instrument) causes a financial loss to the other party by failing to discharge a contractual obligation.

This risk applies in particular for those contracts that are traded directly between parties, rather than traded on a central exchange.

In particular, Columbia Threadneedle makes use within its fund of derivative and gilt repos contracts and this fund is used to match efficiently a portion of the Scheme's liabilities. Counterparty risk is managed within the fund through careful initial selection and ongoing monitoring of trading counterparties, counterparty diversification and a robust process of daily collateralisation of each contract, to ensure that counterparty risk is limited, as far as possible, to one day's market movements.

Collateral adequacy risk

The Scheme is invested in leveraged LDI arrangements to provide hedging protection against adverse changes in interest rates and inflation expectations. From time to time, depending on market movements, additional cash may need to be invested in the LDI portfolio in order to support a given level of leverage. Collateral adequacy risk is the risk that the cash required to maintain the hedging protection is not available for use within the LDI portfolio within the required timeframe. A possible consequence of this risk materialising is that the Scheme's liability hedging could be reduced, potentially leading to a worsening of the Scheme's funding level.

To mitigate this risk, the Trustee has a leverage management plan in place, which is reviewed and updated periodically. This sets out clearly the assets directly available to support the Scheme's LDI arrangements and the approach that is expected to be taken with regards to selling down any other assets to support the LDI arrangements.

Other non-investment risks

We recognise that there are other non-investment risks faced by the Scheme. We take these into consideration as far as practical in setting the investment arrangements.

Examples include:

- longevity risk (risk that members live, on average, longer than expected); and
- sponsor covenant risk (risk that, for whatever reason, the sponsoring employer is unable to support the Scheme as anticipated).

Both investment and non-investment risks can lead to the funding position materially worsening. We regularly review progress against the funding target.

Part 3:

Investment manager arrangements

Details of the investment managers are set out below.

Legal & General Investment Management (“LGIM”) – global equities

The Scheme invests in global equities via a pooled fund called the LGIM Low Carbon Transition Developed Markets Equity Index Fund.

- The objective of this fund is to perform in line with the Solactive L&G Low Carbon Transition Developed Markets Index within +/- 0.6% pa for two years out of three.
- The fund is structured as a unit-linked life insurance policy and is daily dealing. It is open-ended and is unlisted.

LGIM is responsible for custody of the assets of the fund. The Scheme does not have a direct relationship with the custodian.

Baillie Gifford & Co Limited (“Baillie Gifford”) – diversified growth

The Scheme invests in diversified growth via a pooled fund called the Baillie Gifford Diversified Growth Fund.

- The objective of the fund is to achieve long-term capital growth at a level of risk lower than investment in shares by investing in a variety of asset classes, either directly or indirectly or through other funds. The asset classes include, but are not limited to shares of companies, bonds, property, infrastructure, commodities, and currencies.
- The return target is at least 3.5% pa over UK base rates (after fees) while limiting volatility to less than 10% pa over rolling 5 year periods.
- The fund is structured as an Open Ended Investment Company (OEIC) and is daily dealing. It is open-ended and is unlisted.

Baillie Gifford is responsible for custody of the assets of the fund. The Scheme does not have a direct relationship with the custodian.

Columbia Threadneedle Investments (“CTI”) – short duration buy and maintain credit, LDI and money market cash

The Scheme invests in short duration buy and maintain credit via a pooled fund called the Global Low Duration Credit Fund.

- The objective of the fund is to deliver a total return commensurate with investment in low duration non-government bonds and other similar assets.
- The fund does not have a formal benchmark; however, the fund informally benchmarks against low duration gilt and credit indices.

The Scheme invests in LDI and money market cash via a range of pooled funds. The name and objectives of these funds is set out in the table below.

Fund name	Target
CTI Real Dynamic LDI Fund and CTI Short Profile Real Dynamic LDI Fund	To provide a hedge against real rate liabilities.
CTI Nominal Dynamic LDI Fund	To provide a hedge against nominal rate liabilities.
CTI Sterling Liquidity Fund	GBP SONIA (Sterling Overnight Index Average)

The CTI short duration buy and maintain credit, LDI and money market cash funds are structured as Luxembourg Fonds Commun de Placement and are daily dealing. The funds are open-ended and is unlisted. CTI is responsible for custody of the assets of the funds. The Scheme does not have a direct relationship with the custodian.

Part 4:

Monitoring and engaging with managers on voting and engagement

This section sets out our effective system of governance (“ESOG”) in relation to stewardship. This includes monitoring the voting and engagement activities that our investment managers undertake on our behalf, engaging with them regarding our expectations in relation to stewardship, and encouraging improvements in their stewardship practices. We will review this ESOG periodically, and at least triennially.

On a regular basis, typically once a year, we will also undertake an own risk assessment (“ORA”) which assesses how well our ESOG is working and whether any changes should be made.

Stewardship priorities

We have selected some priority themes to provide a focus for our monitoring of investment managers’ voting and engagement activities. We will review them regularly and update them if appropriate. Our current priorities are climate change and business ethics.

We chose these priorities because they are market-wide areas of risk that are financially material for the investments and can be addressed by good stewardship. Therefore, we believe it is in our members’ best interests that our managers adopt strong practices in these areas.

We will write to our investment managers regularly to notify them of our stewardship priorities and remind them of our expectations of them in relation to responsible investment – ie ESG considerations, climate change, voting and engagement.

Manager selection

We aim to appoint investment managers that have strong responsible investment skills and processes. We therefore favour investment managers who are signatories to the Principles for Responsible Investment, the UK Stewardship Code as well as the Net Zero Asset Managers Initiative.

When selecting new managers, we consider our investment adviser’s assessment of potential managers’ capabilities in this area. If we meet prospective managers, we usually ask questions about responsible investment, focusing on our stewardship priorities.

Manager monitoring

We receive information regularly to enable us to monitor our managers’ responsible investment practices and check how effective they’re being.

This information includes metrics such as our investment adviser’s responsible investment grades for each manager, whether they are signatories to responsible investment initiatives, and (where available) carbon emissions data for our mandates.

Annual responsible investment review

Each year, the Trustee Board undertakes a more comprehensive review of our managers’ responsible investment practices. This includes our investment adviser’s qualitative responsible investment assessments for each manager, a summary of the managers’ voting and engagement policies including in relation to our stewardship priorities, and summary statistics for their voting and engagement over the previous year where available.

Ongoing cycle of manager engagement

Given that responsible investment is rapidly evolving, we expect most managers will have areas where they could improve. We therefore aim to have an ongoing dialogue with our managers to clarify our expectations and encourage improvements.

We review the information outlined above to identify any concerns, for example where the managers’ actions are not aligned with our views. Where there are concerns, we typically seek further information through our investment adviser. If a concern is confirmed, we will consider what further action is appropriate/intend to take the following steps:

1. We define clearly what the issue is, the objective(s) for the engagement and the target date(s) for achieving those objective(s);
2. We contact the manager to raise the concern and set out our expectations in relation to the issue;
3. We aim to agree an improvement plan with the manager with target date(s) for achieving engagement objectives;

4. We review periodic progress reports as the plan is implemented. This may include inviting the manager to one of our regular meetings to discuss the issue;
5. As appropriate we may seek to escalate the concern with a more senior individual at the manager; and
6. If our concerns are not addressed, we might reduce the allocation to that mandate or replace the manager.

The Trustee Board reviews progress on the engagements on a regular basis and agrees any next steps.

Implementation statement including most significant votes

Following the end of each Scheme year, we prepare a statement which explains how we have implemented our voting and engagement policies during the year. We publish it online for our members to read.

In the statement, we describe how our managers have voted on our behalf during the year, including the most significant votes cast. The Trustee Board selects these votes from a set of significant votes compiled by our investment adviser from those provided by our managers. In doing so, we have regard to:

- whether it relates to one of our stewardship priorities;
- the potential financial impact of the vote;
- any potential impact of the vote on our investor rights or influence;
- the size of our holding; and
- whether the vote was high-profile or controversial.

Implementation Statement, covering 1 April 2022 to 31 March 2023

The Trustee of the Places for People Group Retirement Benefit Scheme (the "Scheme") is required to produce a yearly statement to set out how, and the extent to which, the Trustee has followed the voting and engagement policies in its Statement of Investment Principles ("SIP") during the Scheme Year. This is provided in Section 1 below.

The Statement is also required to include a description of the voting behaviour during the Scheme Year by, and on behalf of, the Trustee (including the most significant votes cast by the Trustee or on its behalf), and state any use of the services of a proxy voter during that year. This is provided in Section 3 below.

In preparing the Statement, the Trustee has had regard to the guidance on Reporting on Stewardship and Other Topics through the Statement of Investment Principles and the Implementation Statement, issued by the Department for Work and Pensions ("DWP's guidance") in June 2022.

1. Introduction

No changes were made to the voting and engagement policies in the SIP during the Scheme Year. The Trustee has, in its opinion, followed the Scheme's voting and engagement policies during the Scheme Year.

2. Voting and engagement

The Trustee has delegated to the investment managers the exercise of rights attaching to investments, including voting rights, and engagement. However, the Trustee takes ownership of the Scheme's stewardship by monitoring and engaging with managers and escalating as necessary as detailed below.

As part of its advice on the selection and ongoing review of the investment managers, the Scheme's investment adviser, LCP, incorporates its assessment of the nature and effectiveness of managers' approaches to voting and engagement.

Following the introduction of the DWP's guidance, the Trustee received training and agreed to set stewardship priorities to focus monitoring and engagement with their investment managers on specific Environmental, Social and Governance ("ESG") factors. At the March 2023 meeting, the Trustee discussed and agreed stewardship priorities for the Scheme which were: Climate change and Business Ethics.

The Trustee has selected these priorities as key market-wide risks and areas where it believes that good stewardship and engagement can improve long-term financial outcomes for the Scheme's members. The Trustee communicated these priorities to its managers in March 2023 and the managers acknowledged the notification. These priorities will be reviewed regularly going forwards.

As part of its advice on the selection and ongoing review of the investment managers, the Scheme's investment adviser, LCP, incorporates its assessment of the nature and effectiveness of managers' approaches to financially material considerations (including climate change and other ESG considerations).

The Trustee is conscious that responsible investment, including voting and engagement, is rapidly evolving and therefore expects most managers will have areas where they could improve. Therefore, the Trustee aims to have an ongoing dialogue with managers to clarify expectations and encourage improvements.

3. Description of voting behaviour during the Scheme Year

All of the Trustee's holdings in listed equities are within pooled funds and the Trustee has delegated to its investment managers the exercise of voting rights. Therefore, the Trustee is not able to direct how votes are exercised and the Trustee itself has not used proxy voting services over the Scheme Year. However, the Trustee monitors managers' voting and engagement behaviour on an annual basis and challenges managers where their activity has not been in line with the Trustee's expectations.

Implementation Statement, covering 1 April 2022 to 31 March 2023 (Cont)

In this section we have sought to include voting data in line with the Pensions and Lifetime Savings Association (PLSA) guidance, PLSA Vote Reporting template and DWP's guidance, on the Scheme's funds that hold equities as follows:

- Baillie Gifford Diversified Growth Fund; and
- LGIM Low Carbon Transition Developed Markets Equity Index Fund.

We have omitted the Columbia Threadneedle Global Low Duration Credit Fund, Columbia Threadneedle Sterling Liquidity Fund, Columbia Threadneedle Real Dynamic LDI Fund, Columbia Threadneedle Nominal Dynamic LDI Fund and Columbia Threadneedle Short Profile Real Dynamic LDI Fund on materiality grounds since they do not hold any equities, nor invest in any assets which had voting opportunities during the period.

a. Description of the voting processes

For assets with voting rights, the Trustee relies on the voting policies which its managers have in place.

Baillie Gifford

All voting decisions are made by Baillie Gifford's Governance & Sustainability team, in conjunction with investment managers. Baillie Gifford does not regularly engage with clients prior to submitting votes, however if a segregated client has a specific view on a vote then it will engage with them on this. If a vote is particularly contentious, Baillie Gifford may reach out to clients prior to voting to advise them of this or request them to recall any stock on loan.

Thoughtful voting of its clients' holdings is an integral part of Baillie Gifford's commitment to stewardship. It believes that voting should be investment led, because how it votes is an important part of the long-term investment process, which is why its strong preference is to be given this responsibility by its clients. The ability to vote its clients' shares also strengthens Baillie Gifford's position when engaging with investee companies. Its Governance and Sustainability team oversees its voting analysis and execution in conjunction with its investment managers. Unlike many of its peers, Baillie Gifford does not outsource any part of the responsibility for voting to third-party suppliers. It utilises research from proxy advisers for information only. Baillie Gifford analyses all meetings in-house in line with its Governance & Sustainability Principles and Guidelines and endeavours to vote every one of its clients' holdings in all markets.

Whilst Baillie Gifford is cognisant of proxy advisers' voting recommendations (ISS and Glass Lewis), it does not delegate or outsource any of its stewardship activities or follow or rely upon their recommendations when deciding how to vote on its clients' shares. All client voting decisions are made in-house. Baillie Gifford votes in line with its in-house policy and not with the proxy voting providers' policies. It also has specialist proxy advisors in the Chinese and Indian markets to provide more nuanced market specific information.

Legal & General Investment Management ("LGIM")

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

Every year, LGIM holds a stakeholder roundtable event where clients and other stakeholders (civil society, academia, the private sector and fellow investors) are invited to express their views directly to the members of the Investment Stewardship team. The views expressed by attendees during this event form a key consideration as LGIM continues to develop its voting and engagement policies and define strategic priorities in the years ahead. LGIM also takes into account client feedback received at regular meetings and/or ad-hoc comments or enquiries.

All decisions are made by LGIM's Investment Stewardship team and in accordance with LGIM's relevant Corporate Governance & Responsible Investment and Conflicts of Interest policy documents which are reviewed annually. Each member of the team is allocated a specific sector globally so that the voting is undertaken by the same individuals who engage with the relevant company. This ensures LGIM's

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stewardship approach flows smoothly throughout the engagement and voting process and that engagement is fully integrated into the vote decision process, therefore sending consistent messaging to companies.

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 it does not outsource any part of the strategic decisions. LGIM's use of ISS recommendations is purely to augment its own research and proprietary ESG assessment tools. The Investment Stewardship team also uses the research reports of Institutional Voting Information Services (IVIS) to supplement the research reports that it receives from ISS for UK companies when making specific voting decisions.

To ensure LGIM's proxy provider votes in accordance with its position on ESG, LGIM has put in place a custom voting policy with specific voting instructions. These instructions apply to all markets globally and seek to uphold what LGIM considers are minimum best practice standards which it believes all companies globally should observe, irrespective of local regulation or practice.

LGIM retains the ability in all markets to override any vote decisions, which are based on its custom voting policy. This may happen where engagement with a specific company has provided additional information (for example from direct engagement, or explanation in the annual report) that allows LGIM to apply a qualitative overlay to its voting judgement. LGIM has strict monitoring controls to ensure its votes are fully and effectively executed in accordance with its voting policies by its service provider. This includes a regular manual check of the votes input into the platform, and an electronic alert service to inform LGIM of rejected votes which require further action.

b. Summary of voting behaviour over the Scheme Year

A summary of voting behaviour over the Scheme Year is provided in the table below.

	Baillie Gifford	Legal & General
Fund name	Diversified Growth Fund	Low Carbon Transition Developed Markets Equity Index Fund
Total size of fund at end of the Scheme Year	£2.8bn	£1.8bn
Value of Scheme assets at end of the Scheme Year / % of total Scheme holdings	£14.2m / 8%	£14.3m / 8%
Number of equity holdings at end of the Scheme Year	54	1,482
Number of meetings eligible to vote	97	1,760
Number of resolutions eligible to vote	1,061	24,018
% of resolutions voted	97.9%	99.8%
Of the resolutions on which voted, % voted with management*	95.8%	78.5%
Of the resolutions on which voted, % voted against management*	3.3%	21.3%
Of the resolutions on which voted, % abstained from voting*	1.0%	0.2%
Of the meetings in which the manager voted, % with at least one vote against management	22.7%	81.0%
Of the resolutions on which the manager voted, % voted contrary to recommendation of proxy advisor	n/a – Baillie Gifford has confirmed that it votes in line with its in-house policy rather than the proxy voting providers' policies.	15.0%

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*The combined percentages of the votes for, against and abstained from management should sum to 100%. This might not be the case due to rounding.

c. Most significant votes over the Scheme Year

Commentary on the most significant votes over the Scheme Year, from the Scheme's asset managers who hold listed equities, is set out below. The Trustee has reported on the significant votes that were most relevant to its stewardship priorities.

Baillie Gifford:

CBRE GROUP INC, May 2022.

- **Relevant stewardship priority:** Business ethics
- **Vote cast:** Against
- **Outcome of the vote:** Fail
- **Summary of resolution:** Shareholder Resolution - Governance
- **Rationale for the voting decision:** Baillie Gifford opposed a shareholder resolution to lower the threshold for shareholders to call a special meeting as it deemed the existing threshold is appropriate.
- **Approximate size of the mandate's holding at the date of the vote:** 6.2%
- **The reason why the manager considered this vote to be "most significant":** Baillie Gifford deemed the resolution significant because it received greater than 20% opposition.
- **Was the vote communicated to the company ahead of the vote:** No
- **Next steps:** Baillie Gifford intends to follow up with the company later in a year to speak about governance developments.

LEG IMMOBILIEN SE, May 2022.

- **Relevant stewardship priority:** Business ethics
- **Vote cast:** Against
- **Outcome of the vote:** Pass
- **Summary of resolution:** Remuneration
- **Rationale for the voting decision:** Baillie Gifford opposed the executive compensation policy as it does not believe the performance conditions are sufficiently stretching.
- **Approximate size of the mandate's holding at the date of the vote:** 2.0%
- **The reason why the manager considered this vote to be "most significant":** Baillie Gifford deemed the resolution significant because it opposed remuneration.
- **Was the vote communicated to the company ahead of the vote:** No
- **Next steps:** Following its vote decision, Baillie Gifford reached out to the company to let them know about its dissent on remuneration and set out its expectation on pay.

LYFT Inc, June 2022.

- **Relevant stewardship priority:** Business ethics
- **Vote cast:** For
- **Outcome of the vote:** Fail
- **Summary of resolution:** Shareholder Resolution – Social
- **Rationale for the voting decision:** Baillie Gifford supported a shareholder proposal requesting further reporting on lobbying activities as it believed the company can make further improvements in this area.
- **Approximate size of the mandate's holding at the date of the vote:** 0.9%
- **The reason why the manager considered this vote to be "most significant":** Baillie Gifford deemed the resolution significant because it opposed remuneration.
- **Was the vote communicated to the company ahead of the vote:** No
- **Next steps:** n/a

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Legal & General:

Alphabet Inc, June 2022.

- **Relevant stewardship priority:** Climate change
- **Vote cast:** For
- **Outcome of the vote:** Fail
- **Summary of resolution:** Report on Physical Risks of Climate Change
- **Rationale for the voting decision:** LGIM supported the resolution as it expects companies to be taking sufficient action on the key issue of climate change.
- **Approximate size of the mandate's holding at the date of the vote:** 1.3%
- **The reason why the manager considered this vote to be "most significant":** LGIM considers this vote significant as it is an escalation of its climate-related engagement activity and its public call for high quality and credible transition plans to be subject to a shareholder vote.
- **Was the vote communicated to the company ahead of the vote:** 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 its investee companies in the three weeks prior to an AGM as its engagement is not limited to shareholder meeting topics.
- **Next steps:** LGIM will continue to engage with its investee companies, publicly advocate its position on this issue and monitor company and market-level progress.

Royal Dutch Shell Plc, May 2022.

- **Relevant stewardship priority:** Climate change
- **Vote cast:** Against
- **Outcome of the vote:** Pass
- **Summary of resolution:** Approve the Shell Energy Transition Progress Update
- **Rationale for the voting decision:** LGIM acknowledges the substantial progress made by the company in strengthening its operational emissions reduction targets by 2030, as well as the additional clarity around the level of investments in low carbon products, demonstrating a strong commitment towards a low carbon pathway. However, LGIM remains concerned about the disclosed plans for oil and gas production, and would benefit from further disclosure of targets associated with the upstream and downstream businesses.
- **Approximate size of the mandate's holding at the date of the vote:** 0.3%
- **The reason why the manager considered this vote to be "most significant":** LGIM considers this vote significant as it is an escalation of its climate-related engagement activity and its public call for high quality and credible transition plans to be subject to a shareholder vote.
- **Was the vote communicated to the company ahead of the vote:** LGIM voted in line with management.
- **Next steps:** LGIM will continue to engage with its investee companies, publicly advocate its position on this issue and monitor company and market-level progress.

Sumitomo Mitsui Financial Group, Inc., June 2022.

- **Relevant stewardship priority:** Climate change
- **Vote cast:** For
- **Outcome of the vote:** Fail
- **Summary of resolution:** Amend Articles to Disclose Measures to be Taken to Make Sure that the Company's Lending and Underwriting are not Used for Expansion of Fossil Fuel Supply or Associated Infrastructure.
- **Rationale for the voting decision:** A vote in support of this proposal was warranted as LGIM expects company boards to devise a strategy and 1.5C-aligned pathway in line with the company's commitments and recent global energy scenarios. This includes but is not limited to, stopping investments towards the exploration of new greenfield sites for new oil and gas supply.
- **Approximate size of the mandate's holding at the date of the vote:** 0.1%

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- **The reason why the manager considered this vote to be “most significant”:** LGIM considers this vote significant as it was a significant shareholder support for a Climate Shareholder Resolution in the Japan market.
- **Was the vote communicated to the company ahead of the vote:** 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 its investee companies in the three weeks prior to an AGM as its engagement is not limited to shareholder meeting topics.
- **Next steps:** LGIM will continue to engage with the Company to provide its opinion and assistance in formulating the Company’s approach.

Amazon.com, Inc., May 2022.

- **Relevant stewardship priority:** Business ethics
- **Vote cast:** Against
- **Outcome of the vote:** Pass
- **Summary of resolution:** Elect Director Daniel P. Huttenlocher
- **Rationale for the voting decision:** A vote against was warranted as the director is a long-standing member of the Leadership Development & Compensation Committee which is accountable for human capital management failings.
- **Approximate size of the mandate’s holding at the date of the vote:** 2.1%
- **The reason why the manager considered this vote to be “most significant”:** LGIM pre-declared its vote intention for this resolution, demonstrating its significance.
- **Was the vote communicated to the company ahead of the vote:** 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 its investee companies in the three weeks prior to an AGM as its engagement is not limited to shareholder meeting topics.
- **Next steps:** LGIM will continue to engage with our investee companies, publicly advocate our position on this issue and monitor company and market-level progress.