

Purpose of this Statement

This Implementation Statement has been produced by the Trustees of the British & Foreign Bible Society 1972 Pension Scheme

Baillie Gifford, Legal & General Investment Management (“LGIM”), M&G and Ruffer. The Trustees consider the performance of the Scheme’s funds and any significant developments at least twice a year.

- The Scheme invests entirely in pooled funds and, as such, the Trustees delegate responsibility for carrying out voting and engagement activities to the managers. Investment rights (including voting rights) have been exercised by the managers in line with the managers’ general policies on corporate governance. The Trustees also expect the managers to have engaged with the companies in which they invest in relation to ESG matters.
- Annually, the Trustees receive and review information on the voting behaviour and engagement activities of the managers from both the managers themselves and the Scheme’s Investment Consultant. The Trustees review this information to ensure alignment with the Scheme’s policies (as set out in the Scheme’s SIP). This exercise was undertaken as part of preparation of the Implementation Statement in respect to the managers’ activities over the year to March 2023. The Trustees are satisfied that no remedial action is required as a result of this process.
- The Scheme appointed LGIM to run a Liability Driven Investment (“LDI”) mandate over the year. The Trustees are of the view that there is limited scope for the consideration of ESG issues to improve risk-adjusted returns within LDI strategies due to of the nature of the instruments used within these funds.

Summary

Based on the information contained in this Implementation Statement, the Trustees are comfortable that the actions of the managers are in alignment with the Scheme’s policies. The Trustees are supportive of the key voting action taken by the applicable investment managers over the period to encourage positive governance changes in the companies in which they hold shares.

Voting data

This section provides a summary of the voting activity undertaken by the managers within the Scheme's growth portfolio on behalf of the Trustees over the year to 31 March 2023.

There are no voting rights attached to the M&G Long Dated Corporate Bond Fund, the LGIM Active Corporate Bond (All Stocks) Fund or the

Vote 1

Vote 2

Vote 3

Vote 1	Vote 2	Vote 3
Duke Realty Corporation	Booking Holdings Inc	CBRE Group Inc.
14.95%	5.81%	6.22%
Say on Pay Frequency	Remuneration	Shareholder Resolution – Governance
Against	Against	Against
Baillie Gifford opposed the advisory proposal to approve executive compensation to be paid in connection with the company merger due to concerns regarding single trigger provisions and the introduction of excise tax gross-ups in connection with severance payments.	Baillie Gifford opposed executive compensation due to concerns with adjustments made to the plan and the granting of retention awards.	Baillie Gifford opposed a shareholder resolution to lower the threshold for shareholders to call a special meeting as they consider that the existing threshold is appropriate.
Fail	Fail	Fail
<p>While Baillie Gifford were supportive of the proposed merger with Prologis, they were uncomfortable with the compensation arrangements planned for Duke Realty Named Executive Officers in connection with the merger and therefore opposed this resolution, which ultimately received 91.64% dissent from shareholders. Baillie Gifford unsuccessfully attempted to engage the company on its approach to compensation at this year's AGM and will continue their efforts to do so going forward.</p> <p>The resolution received greater than 20% opposition.</p>	<p>Baillie Gifford engaged with the company in advance of the AGM. They outlined concerns that the adjustments to executive pay and special payments do not align with shareholders' experience or provide appropriate incentives for management.</p> <p>Following this, Baillie Gifford decided to oppose the executive compensation resolution and communicated their decision to the company. Baillie Gifford intend to re-engage with the company to learn how it intends to respond to the vote outcome and shareholders' concerns.</p> <p>The resolution received greater than 20% opposition</p>	<p>Baillie Gifford opposed the shareholder resolution to lower the ownership threshold to call a special meeting as they were comfortable with the current 25% threshold in place and do not believe that lowering it would be reasonable. Ahead of voting, Baillie Gifford had an engagement call with the company to discuss the proposed agenda. They were satisfied to learn about the company's efforts to engage with their holders, including the proponent, who according to the company, did not have any concerns over CBRE but backs a lower threshold out of principle. Baillie Gifford intend to follow up with the company later in a year to speak about governance developments.</p>

Vote 1	Vote 2	Vote 3
SATS Ltd.	XP Power Ltd	SThree
Approve acquisition	Re-elect James Peters as director.	Re-elect Denise Collis
Against	Against	Against
Concerns over terms of the acquisition	Concern over low gender diversity on the board	Concern over board culture given CFO and CEO exit and remuneration arrangements around this. The director in question is chair of the remuneration committee and senior independent director.
Pass	Pass	Pass
Concerns corporate structure	Concerns chairman and executive directors	Concerns shareholder rights and governance issues

Examples of engagement activities

The table below contains an example engagement activity for each applicable fund or manager over the year to 31 March 2023.

Manager	Example engagement activity
	<p>Aegon met with the Chair of Natwest in April 2022 to discuss topics including cyber security, Russian exposure and the transition pathway. Most of the meeting was devoted to the climate transition pathway, as they were still early in their transition. Aegon met again with Natwest in December 2022 for an update on progress. The engagement is still ongoing and Aegon look forward to seeing progress in the disclosure due to be published shortly.</p>
	<p>Baillie Gifford met Leadenhall Capital Partners (LCP) to assess their potential new investment in its UCITS Cat Bond Fund. They spoke with both the firm's senior management and those responsible for running the fund in question. The discussion focused on its ESG assessments of counterparties and the exclusions it applies to the fund. Baillie Gifford talked about diversity across the company and learned that the board has recently supported a new equality, diversity and inclusion policy as of November 2022.</p> <p>M&G mMM</p>