

**BlackRock**<sup>®</sup>

# **T-Mobile International UK Pension Scheme**

## **Engagement Policy Implementation Statement**

31 December 2023

## 1. Introduction

Under the Occupational Pension Schemes (Investment and Disclosure) (Amendment) Regulations 2019, the Trustees are required to produce an annual Engagement Policy Implementation Statement (“EPIS”). This statement outlines how, and the extent to which, the policies relating to stewardship, voting and engagement as outlined in the Statement of Investment Principles (“SIP”) have been followed.

This statement covers the Scheme’s accounting year to 31 December 2023. It is intended to meet the updated regulations and will be included in the Scheme’s Report & Accounts. In preparing this statement, the Trustees have taken advice from their professional advisers.

This statement details some of the activities taken by the Trustees, the Manager and the investment managers during the period, including voting statistics, and provides the Trustees’ opinion on the stewardship activities over the period.

## 2. Policies

The relevant policies regarding stewardship, voting and engagement are outlined in the SIP. The most recent version of the SIP is publicly available being published online and will be updated from time-to-time.

The Trustees have appointed BlackRock as the Fiduciary Manager (“the Manager”) for the Scheme. The Trustees delegate the day-to-day investment decisions and asset allocation to the Manager. The Trustees retain responsibility for the strategic investment objective and oversight of the Manager.

During the year to 31 December 2023, the Trustees updated the SIP on 30 September 2023. As such the policies contained in the September 2023 SIP are those which are relevant to this Statement. In March 2024, the Trustee updated the SIP, which can be accessed online. The March 2024 SIP will be relevant to the December 2024 EPIS.

The Trustee notes the “Guidance issued by the DWP relating to Reporting on Stewardship and Other Topics through the Statement of Investment Principles and the Implementation Statement” in July 2022. Going forwards, the Trustee plans to develop its policies and build more elements of this guidance into future iterations of this statement.

## 3. Scope of this statement

The Trustees acknowledge that the extent to which the policies in relation to stewardship, voting and engagement can be applied varies across the portfolio. For example, in general, voting rights are not attached to fixed income securities, while the applicability to the LDI (liability-driven investment) portfolio is limited. Nonetheless, the Trustees and the Manager expect all investment managers to take an active role in the stewardship of investments where relevant.

## 4. Scheme activity

The SIP includes the Trustees’ policy on Environmental, Social and Governance (“ESG”) factors and stewardship. This policy sets out the Trustees’ beliefs on ESG and the processes followed by the Trustees in relation to voting rights and stewardship.

The Trustee recognises that the Manager is engaging with the underlying managers to ensure they work to further improve their ESG policies and actions over time. As part of the Trustee’s ESG policy, the Manager is required to request the underlying managers’ policies and their adherence to them. The Manager reviews the policies of each underlying manager to ensure that these are appropriate.

The Trustee expects the Manager to continue to work with underlying managers in order to ensure those on the weaker side of voting and engagement take action to make improvements. The Manager has acknowledged that all managers have been taking steps to improve both their voting and engagement and “best in class” continues to evolve. The Trustee will be closely monitoring developments over the coming years.

## 5. Voting and Engagement

The Trustees have delegated to the Manager the responsibility of collecting the stewardship and engagement reports of the underlying managers and assessing the suitability. The Trustees also expect the Manager to monitor the underlying manager's activity to ensure compliance and confirm that it remains a suitable investment for the Scheme. The Trustees are comfortable that under the governance structure the responsibility sits with the Manager to communicate with the underlying managers and on a regular basis collect information as required.

The Manager has noted that there is variability between managers in the extent of their engagement and voting policies, with equity managers generally having made more progress than fixed income. This Implementation Statement focuses on the Scheme's equities managers. It is intended that in future years there will be greater focus on other asset classes, in particular the fixed income managers.

The section below details the investment managers' approach to voting and engagement as well as some examples of significant engagements these managers have made over the 12 months in respect to the funds in which the Scheme is invested.

In addition, summary voting statistics in respect of the Scheme's equities funds over the year to 31 December 2023 have been included. Voting statistics have been reported over the one-year period to 31 December as this likely to result in greater coverage across investment managers and therefore also provide greater comparability and consistency going forwards.

### **BlackRock:**

The Scheme has a portion of its Growth assets invested in funds managed by the Manager. Given the Manager's appointment as both the fiduciary manager as well one of the investment managers, the Trustees recognise the importance of ensuring that the Manager's own policies and actions are appropriate for the Scheme. The Manager publicises its own policies as well as quarterly updates online (which can be accessed [here](#)) which the Trustees have visibility of. This includes details of any changes to policies and also reports at an aggregate level the impact of its voting and engagement. The Trustees are comfortable that the transparency of the Manager in publicising reports and developments online ensures alignment with the interests of the Scheme.

Whilst it is important to monitor the activities of the Manager at a high level through this publicly available information, it is also important to monitor the voting and engagement activities undertaken on behalf of the Trustees by the Manager on a more granular level.

With the exception of the BlackRock European Equities, BlackRock Factor Equities and BlackRock Thematic Equities, the Scheme's BlackRock equities funds are passive (i.e. index) strategies. In respect of passive strategies, there is a wide universe of underlying companies which may number in the hundreds if not thousands. Where strategies are actively managed, investments are typically more concentrated. As such, ownership is more concentrated for actively managed strategies and therefore there will be fewer resolutions in which to vote. In addition, actively managed strategies have the option to sell holdings in companies at its discretion. For these reasons, in the context of passive strategies, it is important that voting and engagement rights are exercised and that this is monitored. Examples of significant votes across the BlackRock strategies are included below. The summary voting statistics below illustrate that the voting rights attached to the underlying investments in these instances have been exercised to a large extent.

The Manager's approach to voting is described in the table below, along with summary voting statistics for the Manager's equities funds.

---

<b>Approach to voting</b>	<p>BlackRock sees its investment stewardship program, including proxy voting, as part of its fiduciary duty and as a way to enhance the value of clients' assets, using our voice as a shareholder on their behalf to ensure that companies are well led and well managed.</p> <p>The BlackRock Investment Stewardship team does this through engagement with management teams and/or board members on material business issues including environmental, social, and governance matters and, for those clients who have given</p>
---------------------------	---

---

---

BlackRock authority, through voting proxies in the best long-term economic interests of its clients.

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 within 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.

Whilst BlackRock subscribes to research from the proxy advisory firms Institutional Shareholder Services (ISS) and Glass Lewis, it is just one among many inputs into its vote analysis process, and it does not blindly follow their recommendations on how to vote. BlackRock does not follow any single proxy research firm’s voting recommendations. It subscribes to two research providers and uses several other inputs in its voting and engagement analysis, including a company’s own disclosures, public information and ESG research.

BlackRock uses Institutional Shareholder Services’ (ISS) electronic platform to execute vote instructions, manage client accounts in relation to voting and facilitate client reporting on voting. In certain markets, BlackRock works with proxy research firms who apply our proxy voting guidelines to filter out routine or non-contentious proposals and refer to us any meetings where additional research and possibly engagement might be required to inform our voting decision.

---

YUM! Brands, Inc. (Yum!) is a restaurant company that owns and operates the KFC, Pizza Hut, Taco Bell, and The Habit Burger Grill restaurant franchises.

At the May 2023 AGM there were five shareholder proposals. Ahead of the May 2023 AGM, BIS engaged with members of Yum!’s management team to help inform their voting and sought to further their understanding of the matters on which shareholders requested additional disclosure and assess the business relevance and financial implications of each proposal. BIS did not believe it was in the financial interests of our clients to support these shareholder proposals and as such BIS voted against all 5 of the shareholder proposals, which was in line with management’s recommendation. Of the 5 shareholder proposals, 2 of these were withdrawn and the remaining 3 were not passed.

One shareholder proposal addressed the company’s plans to reduce single-use plastic packaging. This shareholder proposal requested that Yum!’s board issue a report “...describing how the Company will reduce its plastics use by shifting away from single-use packaging...” in response to recent regulatory trends in certain jurisdictions which have levied taxes on and/or banned the use of single-use plastic products. The proposal further clarified that such a report should explicitly “evaluate dramatically reducing the amount of plastic” used in the company’s packaging.

BIS did not support this proposal, which requested Yum! to issue a report detailing the company’s efforts to reduce plastics use. In their analysis, Yum!’s existing disclosures on plastics use – particularly their new packaging policy and reduction goals – are comprehensive and provide sufficient information to allow investors to understand the company’s approach to managing the risks of plastics use.

In July 2022, Yum! updated their sustainable packaging policy, outlining the actions they have taken and those that they plan to take to address the issue of plastic-based packaging. Among other things, the company set goals to eliminate unnecessary plastics use, reduce virgin plastic content by 10%, and move consumer-facing plastic packaging to be reusable, recyclable, or compostable by 2025 across all brands. BIS notes that there are areas where, in their assessment, Yum! could improve their disclosure, particularly in setting targets for reusable packaging. However, Yum!’s existing disclosures and commitments are sufficiently

**YUM!**  
**Brands, Inc.**  
**(Yum!)**  
(US restaurant  
company)

comprehensive for investors to understand their approach. BIS did not consider it necessary for shareholders to direct management to undertake a review of Yum!’s sustainable packaging policy and targets less than a year after these were introduced as they believed it was not in the financial interest of their clients to support the shareholder proposal.

Besi is a Dutch multinational company that designs and manufacturers semiconductor equipment. BIS has regularly engaged with Besi due to poor remuneration practices.

At Besi’s 2020, 2021, and 2022 annual general meetings (AGMs), BIS did not support the company’s remuneration policy or remuneration report. This is because in BIS’ assessment, the remuneration practices led to excessive payouts.

At Besi’s 2023 AGM, BIS did not support the 2022 remuneration report given they continue to observe areas for improvement. For example, the metrics introduced were not challenging – the long-term incentive plan still vests for underperformance against peers on a total shareholder return basis. BIS also noted that the company used the same metrics in both the short- and long-term incentive plans, resulting in the rewarding of executives for the same performance twice.

However, contrary to the past years, at the 2023 AGM, BIS voted in favor of the 2024 remuneration policy. BIS note that Besi eliminated the ability of the remuneration committee to use discretion, introduced more stretching performance conditions, and limited the award potential to a percentage base salary to reduce the likelihood of excessive payouts. Furthermore, the company introduced share ownership guidelines for executives to reinforce their alignment with shareholders’ interests and established a more robust peer company selection process. Overall, BIS are highly encouraged by the company’s responsiveness to shareholder feedback and supported the 2024 remuneration policy proposal.

**BE**  
**Semiconduct**  
**or Industries**  
**N.V (Besi)**  
(Dutch  
manufacturer)

		<b>Year to 31 December 2023</b>
<b>BlackRock Europe Equities (Active)</b>	Votable proposals	859
	% of resolutions voted	83%
	% of resolutions voted against management	7%
	% of resolutions abstained	2%

		<b>Year to 31 December 2023</b>
<b>BlackRock US Equities (Index)</b>	Votable proposals	7,453
	% of resolutions voted	100%
	% of resolutions voted against management	2%
	% of resolutions abstained	0%

		<b>Year to 31 December 2023</b>
<b>BlackRock UK Equities (Index)</b>	Votable proposals	14,905
	% of resolutions voted	97%
	% of resolutions voted against management	3%
	% of resolutions abstained	1%

		<b>Year to 31 December 2023</b>
<b>BlackRock Asia Pacific Equities (Index)</b>	Votable proposals	3,107
	% of resolutions voted	100%
	% of resolutions voted against management	11%
	% of resolutions abstained	0%

		<b>Year to 31 December 2023</b>
<b>BlackRock Japan Equities (Index)</b>	Votable proposals	6,062
	% of resolutions voted	100%
	% of resolutions voted against management	4%
	% of resolutions abstained	0%

<b>iShares S&amp;P 500 ETF (Index)</b>		<b>Year to 31 December 2023</b>
	Votable proposals	7,188
	% of resolutions voted	100%
	% of resolutions voted against management	1%
	% of resolutions abstained	0%

  

<b>iShares Edge MSCI USA Value Factor ETF (Index)</b> <i>(Bought in February 2023)</i>		<b>Year to 31 December 2023</b>
	Votable proposals	2,082
	% of resolutions voted	100%
	% of resolutions voted against management	1%
	% of resolutions abstained	0%

  

<b>iShares MSCI EMU ETF (Index)</b> <i>(Bought in December 2023)</i>		<b>Year to 31 December 2023</b>
	Votable proposals	3,998
	% of resolutions voted	99%
	% of resolutions voted against management	8%
	% of resolutions abstained	1%

  

<b>BlackRock Factor Equities (Active)</b> <i>(Bought in February 2023)</i>		<b>Year to 31 December 2023</b>
	Votable proposals	2,900
	% of resolutions voted	94%
	% of resolutions voted against management	2%
	% of resolutions abstained	0%

  

<b>BlackRock Thematic Equities (Active)</b> <i>(Bought in February 2023)</i>		<b>Year to 31 December 2023</b>
	Votable proposals	26,761
	% of resolutions voted	96%
	% of resolutions voted against management	8%
	% of resolutions abstained	2%

## Other investment managers

The approach to voting and engagement of the Scheme's other equities managers, Schroders, Wellington and JP Morgan are detailed below. These managers are appointed in relation to the Scheme's equity holdings.

### Schroders:

The overriding principle governing Schroders' approach to voting is to act in the best interests of its clients. Schroders' voting policy and guidelines are outlined in its publicly available Environmental, Social and Governance Policy. Schroders evaluates voting issues arising and, where it has the authority to do so, votes on them in line with its fiduciary responsibilities in what it deems to be the interests of its clients. In applying the policy, Schroders considers a range of factors, including the circumstances of each company, performance, governance, strategy and personnel.

### Approach

It is Schroders' policy to vote all shares at all meetings globally, except where there are onerous restrictions – for example, shareblocking. Schroders utilises the services of ISS and the Investment Association's Institutional Voting Information Services ('IVIS') in conjunction with its own research and policies when formulating voting decisions. With regards to abstaining from votes, Schroders' preference is to support or oppose management and only use an abstention sparingly. Schroders may abstain where mitigating circumstances apply, for example where a company has taken some steps to address shareholder issues.

For certain holdings of less than 0.5% of share capital in the USA, Australia, New Zealand, Japan, and Hong Kong, Schroders has implemented a custom policy that reflects the views of its ESG policy and is administered by Schroders' proxy voting provider, ISS. Schroders votes on both shareholder and management resolutions.

Terna Energy is a Greek renewable energy company that plays a leading role in clean energy production while carrying out innovative projects for the environment, which contribute to sustainable development.

Throughout 2023, the Schroders investment team engaged with Terna Energy on the follow issues:

- Supply chain management – how much ESG focus is given to their suppliers?
- Biodiversity management – how does Terna ensure that environmental risks and depletion are managed across operations?

**Terna Energy**  
(Greek renewable energy company)

In terms of the supply chain management, Terna adopted a procurement policy in 2022 and suppliers/partners are selected in line with these policy provisions. Terna have been applying the Code of Ethics, GDPR, human rights and purchasing policies to suppliers and as such, suppliers must provide policy statements regarding forced labour and evidence of control and monitoring facilities. Terna has the right to conduct inspections on suppliers and can terminate contracts should a supplier fail to abide by their principles and values.

On biodiversity management, Terna is in full compliance with legislation and environmental requirements, whilst climate risks are formulated into the company's strategy. The following impact management initiatives are applied: investigation of project areas and whether they are governed by specific regulatory restrictions (including protected areas); preparation of environmental impact studies and implementation of an environmental management system; and installations of bird protection systems, approved by the environmental terms. For every project that is completed within forest areas, reforestation is performed equal to the project size.

**Banco de Chile SA**  
(Chilean bank and financial services company)

Banco de Chile is a Chilean bank and financial services company. At the March 2023 AGM, the re-election of 9 Board Directors was up for a vote. The current board composition doesn't meet best practices in terms of independence and gender diversity. Schroders engaged with the company to address these issues through a formal letter and a follow up meeting. To escalate their concerns, Schroders voted against the re-elections of the 9 Board Directors. Despite their votes, the Directors were re-elected. Schroders will continue to engage with the company on these issues.

**Year to 31 December 2023**

<b>Schroders EM Equities</b>	Votable proposals	2,188
	% of resolutions voted	94%
	% of resolutions voted against management	7%
	% of resolutions abstained	4%

**Wellington:**

**Approach**

Wellington votes according to its Global Proxy Voting Guidelines and employs a third-party vendor, Glass Lewis, to perform administrative tasks related to proxy voting. Wellington does not automatically vote proxies either with management or in accordance with the recommendations of third-party proxy providers, ISS and Glass Lewis. Wellington has its own ESG Research Team, which provides voting recommendations. Based on these resources and in conjunction with Wellington's Global Proxy Voting Guidelines, individual portfolio managers have authority to make final decisions on voting. There is no "house

vote". Wellington's proxy voting system allows different votes to be submitted for the same security. Various portfolio managers holding the same securities may arrive at different voting conclusions for their clients' proxies.

**NCsoft Corporation**  
(South Korean video game developer)

NCsoft Corporation develops and publishes online games worldwide. The company is also involved in call center management, professional baseball, and media content creation. The company's financial statements and allocation of profits/dividends were up for a vote at the annual general meeting in March 2023. Korean regulation does not require audited financial statements to be published in a meeting notice nor in the meeting circular. Therefore, unless the company discloses its auditor's report around the announcement of the annual general meeting, it is difficult for shareholders to determine whether they received audited financial statements in the meeting circulars. An auditor's opinion is crucial to provide independent examination and verification of a company's financial statements and therefore understand the true financial condition and associated risk of a company. Because at the time of the vote, Wellington could not verify the auditor's opinion of the company's financial statements. Wellington therefore chose to vote against the vote.

**Year to 31 December 2023**

**Wellington Small Cap Equities**

Votable proposals	1,458
% of resolutions voted	97%
% of resolutions voted against management	5%
% of resolutions abstained	0%

**J P Morgan:**

JP Morgan has an explicitly stated investment stewardship philosophy, believing that the companies they engage with will produce better long-term financial results, while simultaneously contributing to an improved society. JP Morgan's stewardship activities are based on proprietary environmental, social and governance research, driven by both their broad investment teams in addition to a dedicated Sustainable Investing team.

**Approach**

JP Morgan subscribes to research from the proxy advisory firms Institutional Shareholder Services (ISS), GES International (Sustainalytics) and Glass Lewis.

JP Morgan's Sustainable Investing Oversight Committee is made up of chief investment officers and leaders from its sustainable investing and control functions, and serves as a single point of strategic oversight, decision-making, review and assurance. The business employs regional heads of stewardship to work with local teams, while the Global Head of Sustainable Investing, Jennifer Wu, oversees the global stewardship effort. With regards to engagement, JP Morgan conducts approximately 500 dedicated ESG engagement meetings per year.

**ENN Energy Holdings Ltd**  
(Chinese clean energy distributor)

ENN Energy Holdings Ltd (ENN) is a major gas utility company in China. JP Morgan has been engaging with the company on its emissions disclosures and its energy transition plan.

ENN has echoed the Chinese government's carbon neutrality targets and has already set a net zero emissions target without relying on purchases of green certificates and other offsets. The company has also provided 2030 emission reduction targets for its key businesses. In their meeting in 2022, the company mentioned that it would begin disclosing its Scope 3 emissions. The company took action and reported some Scope 3 emissions, including those related to purchased goods and services, fuel and energy related activities and upstream transportation distribution. JP Morgan welcomed the Scope 3 disclosure in the September 2023 meeting and understand that ENN is partnering with an external part on TCFD-aligned reporting including scenario analysis.

ENN has advanced its climate change journey from a disclosure perspective. JP Morgan expect the company to report more Scope 3 emissions and TCFD-aligned content with



---

respect to climate in its c2024-2025 ESG reports. Looking forward, JP Morgan’s climate-related engagement will focus on carbon pricing and the transition beyond gas in the longer term.

---

**China Merchants Bank Co., Ltd**  
(Chinese Bank)

China Merchants Bank operates as a commercial bank in China. JP Morgan believe that a strong independent element to a board is essential to the effective running of a company and they expect that majority of the board should be comprised of independent directors with clear steps being taken to improve board independence over time. At the same time, non-executive directors should have sufficient time to meet their board responsibilities. In order to be able to devote sufficient time to his or her duties, JP Morgan would not normally expect a non-executive to hold more than three significant directorships at any one time.

In June 2023, there was a vote to elect a director. The director candidate is a newly proposed non-independent non-executive director who serves five public boards currently, and the company’s board independence is at 38%, below JP Morgan’s expectation of at least majority independence. As such, JP Morgan voted against his election.

---

		<b>Year to 31 December 2023</b>
<b>JPM China Equities</b> <i>(Sold in October 2023)</i>	Votable proposals	574
	% of resolutions voted	100%
	% of resolutions voted against management	13%
	% of resolutions abstained	0%

---

## **6. Concluding remarks**

The Trustee is comfortable that the policies in the SIP have been followed over the year to 31 December 2023.

The Trustee recognises the responsibility that institutional investors have to promote high standards of investment stewardship and will continue to use the influence associated with the Scheme’s assets in order to positively influence the Scheme’s investment managers.