

AB InBev UK Limited Pension Plan (the “Plan”) – DC Section and Former SAB Section

AB InBev Pension Plan (the “Plan”) – DC Section and Former SAB Section

Annual Statement of Investment Principles Implementation Statement – 31 December 2023

Introduction

This Statement, written for the benefit of the members of the AB InBev Pension Plan (the “Plan”), sets out how, and the extent to which, the Statement of Investment Principles (“SIP”) produced by the Trustee has been followed over the 12 months to 31 December 2023.

The SIP is a document drafted by the Trustee in order to help govern the Plan’s investment strategy. It details a range of investment-related policies for the DC Sections, a summary of which is included in the sections below, alongside the relevant actions taken by the Trustee in connection with each of these policies.

In September 2021, the Trustee welcomed members into the Plan from the pension arrangement of SAB, a company AB InBev acquired in 2016. As part of the Former SAB members joining the Plan, the Trustee chose, at that time, not to change where those members are invested or who administrated those benefits. As a result there are now two distinct sections of the Plan, the Former SAB section (DC only) and the AB InBev Section (DB and DC). This Statement will cover both the Former SAB section and the AB InBev DC Section.

This Statement is based on, and should be read in conjunction with, the relevant version of the SIPs that were in place for the Plan Year.

Pages 1 and 2 sets of this Statement out the investment objectives of the Plan and details any review of the SIP during the year. Pages 3 to 10 of this Statement sets out how, and the extent to which, the policies in the DC Sections of the SIPs have been followed. Page 11 onwards includes information on the key voting activities of the underlying investment managers within each Section of the Plan.

A copy of the AB InBev SIP dated November 2023 is available at www.abinbevukpensionplans.com.

Statement of Investment Principles

Investment Objectives of the Plan

The Trustee believes it is important to consider the policies in place in the context of the objectives they have set. The investment objectives for the DC Section as set out in the November 2023 SIP are as follows:

- To offer members a pre-defined lifestyle switching strategy as the default option and ensuring that the investment strategy allows members to plan for retirement;
- To make some funds available which provide an opportunity for good long term rates of return;
- To make other pre-defined lifestyle switching strategies available which seek to offer protection for members’ accumulated assets against sudden (and sustained) reductions in capital values or in the amount of pension that can be purchased;
- To consider the cost and complexity of the Plan’s investment range in terms of administration and communication; and;
- To offer members the choice to tailor the investments to their own personal and financial circumstances.

AB InBev UK Limited Pension Plan (the “Plan”) – DC Section and Former SAB Section

Review of the SIPs

In March 2022, following the consolidation of the Former SAB section and the AB InBev Section, the Trustee put in place a SIP covering both Sections. During the year this SIP was updated once, in November 2023, to make reference to Taskforce for Climate-Related Financial Disclosures (‘TCFD’) and to include a web link to where the latest TCFD could be found. No other changes were made.

Assessment of how the policies in the SIPs have been followed for the year to 31 December 2023

The information provided in this section highlights the work undertaken by the Trustee during the year, and longer term where relevant, and sets out how this work followed the Trustee’s policies in the SIP relating to the DC Sections of the Plan.

In summary, it is the Trustee’s view that the policies in the SIP have been followed during the Plan Year.

Morgan Stanley UK Group Pension Plan (the 'Plan') – DC Section



Strategic Asset Allocation

Kinds of investments to be held and the balance between different kinds of investments

Policy

Both Sections: The Trustee has made available a default option. The default option places the emphasis on aiming to deliver a good level of real return over members' working lifetimes (whilst mitigating risk through diversification) and also encompasses a switch into asset classes designed to reduce the volatility of members' account values, in the years approaching their selected target retirement age. The SIP provides details on the investments used in this option.

The Trustee believes that members should make their own investment decisions based on their individual circumstances. The Trustee regards their duty as making available a range of suitable pooled investment vehicles sufficient to enable members, where they choose to, to tailor the investment strategy to their own needs. Members can combine the investment funds in any proportion in order to determine the balance between different kinds of investments. The SIP lists the funds and investments that are on offer to members.

How has this policy been met over the Plan Year?

Both Sections: The investments (fund type, management style and asset allocations) used in the default investment options and wider fund range are consistent with what has been set out in the SIP and members can choose what investment funds or options to invest in. The only exception to this is that the abdrn Global Absolute Return Strategies is still listed as a fund option in the current SIP for the Former SAB Section. However, this fund closed towards the end of November 2023 and impacted members were moved to the default investment option if they did not make an alternative choice. The Trustee plans to remove the reference to this fund in due course.

No other changes to the investment options were made during the Plan Year.

The Trustee formally reviews the default investment option within each section at least every 3 years or immediately following any significant change in the investment policy or the Plan's member profile. The strategy review for the AB InBev DC Section concluded in May 2023. No changes were made following this review. The strategy review for the Former SAB Section commenced in 2023 and is due to be completed in 2024.

Expected return on investments

Both Sections: In designing the default option, the Trustee has explicitly considered the trade-off between risk and expected returns.

Members can combine the investment funds in any proportion in order to determine the balance between different kinds of investments. This will also determine the expected return on a member's assets and should be related to the member's own risk appetite and tolerances. Each of the available funds is considered to be diversified across a reasonable number of underlying holdings / issuers.

How has this policy been met over the Plan Year (for both sections)?

Both Sections: Monitoring reports from the Plan's providers (Aegon for the Former SAB Section and Fidelity for the AB InBev DC Section) are reviewed by the Trustee on a quarterly basis. These reports include the performance of the funds that make up the default investment option within each section and the self-select range. The monitoring reports include how each fund has performed against its specific benchmark and target(s). Should the Trustee have any concerns around performance further detail would be requested from the investment manager.

AB InBev UK Limited Pension Plan (the “Plan”) – DC Section and Former SAB Section

Risks, including the ways in which risks are to be measured and managed

Policy

Both Sections: In deciding on the options to be made available to members, the Trustee has considered risk from a number of perspectives. The Trustee considered both quantitative and qualitative measures as well as how best to manage the various risks facing members. In addition to members being given an assessment of the risk attached to each fund through communication material provided by the investment provider, the Trustee also encourages members to take independent financial advice.

The risks below are not exhaustive, but cover the main risks considered by the Trustee to be financially material. A table is provided in Section 4 of the SIPs outlining the risks, how they are managed and how they are measured.

- Inflation Risk
- Currency Risk
- Credit Risk
- Equity Property
- Inadequate Diversification
- Environmental, Social and Corporate Governance Risk
- Investment Manager Risk
- Liquidity Risk
- Pension Conversion Risk
- Underperformance of Expectations Risk

The Trustee is aware that members have differing time horizons within the Plan and as such, offers 3 lifestyle strategies under each section that helps to manage a number of risks for members as they approach retirement.

How has this policy been met over the Plan Year?

Both Sections: The Trustee continues to provide a range of investments which enable members to reflect in their selection of funds the level or risk they wish to take in light of their own individual circumstances. In member facing communications, the Trustee highlights a number of risks that a member may face as a result of investing in any particular funds.

As detailed in the risk table in the SIP, the Trustee considers both quantitative and qualitative measures for risks when deciding investment policies, strategic asset allocation, the choice of fund managers / funds / asset classes. The Trustee reviews a number of these risks (e.g. investment manager risk, inflation and currency risk) on a quarterly basis during the year as part of their regularly investment performance monitoring. The investment arrangements for the AB InBev DC Section were subject to a review that concluded in May 2023. No changes were made following this review. The strategy review for the Former SAB Section commenced in 2023 and is due to be completed in 2024.

AB InBev UK Limited Pension Plan (the “Plan”) – DC Section and Former SAB Section



Investment Mandates

Securing compliance with the legal requirements about choosing investments

Policy

Both Sections: As required under the Act, in preparing the Statement the Trustee has consulted a suitably qualified adviser in obtaining written advice from Mercer. The Trustee, in preparing this Statement, has also consulted Budweiser Brewing Group / AB InBev UK Ltd. The advice received and arrangements implemented are in the Trustee’s opinion, consistent with the requirements of Section 36 of the Pensions Act 1995 (as amended).

How has this policy been met over the Plan Year?

Both Sections: Over the Plan year to 31 December 2023, there was one change to the investment arrangements. As a result of the closure of the abdrn Global Absolute Return Strategies fund, a decision was made to move these assets to the default investment option should members not make an alternative choice themselves. The Trustee received written suitability advice on this change in October 2023 ahead of the change.

The Trustee made no other changes to the Plan’s investments that would require them to seek formal, written advice.

Realisation of Investments

Policy

Both Sections: The selection, retention and realisation of assets within the pooled funds are delegated to the respective underlying fund managers in line with the mandates of the funds. Likewise, the underlying fund managers have full discretion (within the constraints of their mandates) on the extent to which social, environmental or ethical considerations are taken into account in the selection, retention and realisation of investments.

All funds are daily-dealt pooled investment arrangements, with assets mainly invested in regulated markets, and therefore should be realisable at short notice, based on member demand, however, the Trustee accepts that property in particular can be subject to periods of illiquidity during extreme market conditions.

How has this policy been met over the Plan Year?

Both Sections: The funds used are accessed via an Investment Platform and are held through a long-term insurance policy issued by Fidelity for the AB InBev DC Section, and Aegon for the Former SAB Section. The Trustee has legal and beneficial ownership of this policy. The funds accessed invest in daily traded pooled investment funds which hold liquid assets; this is consistent with the policy in the SIP. Consistent with the SIP, the investment funds are commingled investment vehicles which are managed by various investment managers. The selection, retention and realisation of assets within the pooled funds are managed by the respective investment managers in line with the mandates of the funds. There were no liquidity issues over the year.

AB InBev UK Limited Pension Plan (the “Plan”) – DC Section and Former SAB Section



Monitoring the Investment Managers

Incentivising asset managers to align their investment strategies and decisions with the Trustee’s policies

Policy

The investment managers are appointed based on their capabilities and, therefore, their perceived likelihood of achieving the expected return and risk characteristics required for the asset class being selected.

As the Trustee invests in pooled investment funds, it accepts that it cannot specify the risk profile and return targets for these funds. However, appropriate funds are selected to align with the overall investment strategy.

How has this policy been met over the Plan Year?

Both Sections: As set out in the SIP, the Trustee appoints investment managers to align with their investment strategy and policies. Consideration of the alignment of the funds used by the Plan with the Trustee’s investment strategy typically forms part of formal investment reviews. The strategy review for the AB InBev DC Section was concluded in May 2023. No changes were made following this review. both sections is due to take place in 2023. The strategy review for the Former SAB Section commenced in 2023 and is due to be completed in 2024.

In addition, in the year to 31 December 2023, the Trustee reviewed the performance of the Plan on a quarterly basis to ensure funds remained suitable and aligned with expectations. As part of the Trustee’s annual value for members’ assessment, the Trustee considers their investment consultant’s fund ratings.

Evaluation of asset managers' performance and remuneration for asset management services

Policy

Both Sections: The Trustee receives investment manager performance reports on a quarterly basis, which present performance information over 3 months, 1 year and 5 years. The manager also provides reports, which cover performance, governance and transaction information. The Trustee reviews the absolute performance and relative performance against a suitable index used as the benchmark. The Trustee’s focus is primarily on long-term performance but short-term performance is also reviewed.

If a manager is not meeting performance objectives, or their investment objectives for the mandate have changed, the Trustee will review the fund appointment to ensure it remains appropriate and consistent with the Trustee’s wider investment objectives and may ask the manager to review their fees instead of terminating the mandate.

Value for money is also a key consideration and, as part of the annual Value for Members (“VFM”) assessment, the Trustee reviews investment manager fees and turnover costs.

Where appointments are for actively-managed mandates, the managers are incentivised through performance targets. An appointment will be reviewed following periods of sustained underperformance. The Trustee will regularly review the appropriateness of using actively managed funds (on an asset class basis).

How has this policy been met over the Plan Year?

AB InBev UK Limited Pension Plan (the “Plan”) – DC Section and Former SAB Section

Both Sections: The Trustee reviewed the investment performance at the quarterly meetings. Whilst the Trustee’s focus has been on long-term performance, they also take shorter-term performance into account.

If an underlying manager is not meeting performance objectives, or their investment objectives for the fund have changed, the Trustee may review the suitability of the manager, and change managers where required, taking formal advice as required. However, no changes have been made during the Plan year.

As part of their annual Value for Money (“VfM”) assessment for the year to 31 December 2022, the Trustee reviewed the investment manager fees. The conclusion of that review was that the fees for the funds offered by the Plan were reasonably priced overall. The Trustee is in the process of undertaking the VfM assessment for the year to 31 December 2023 and the conclusions of that assessment will be presented in the Chair’s Statement as at 31 December 2023.

Incentivising the asset manager to make decisions based on assessments about medium to long-term financial and non-financial performance of an issuer of debt or equity

Policy

Both Sections: The Trustee’s policy is that day-to-day decisions relating to the selection, retention and realisation of the Plan’s investments are left to the discretion of the investment managers. This includes consideration of all financially material factors, including ESG-related issues where relevant. The Trustee explores these issues with its advisers to understand how the investment managers exercise these duties in practice.

How has this policy been met over the Plan Year?

Both Sections: The Trustee received investment manager performance reports on a quarterly basis, which presented performance information over 3 months, 1 year, 3 years and 5 years. The Trustee reviewed the absolute and relative performance against a suitable index used as the benchmark, and against the underlying manager’s stated target performance (over the relevant time period) - all on a net of fees basis.

The Trustee considers their investment consultant’s assessment of how each investment manager embeds ESG into its investment process. ESG matters are considered as part of the retention of existing managers as part of investment reviews, or as part of the appointment of new investment managers.

Investment managers are aware that their continued appointment relies on their success in delivering the mandate for which the Trustee has appointed them.

Monitoring portfolio turnover costs

Policy

Both Sections: The Trustee reviews the DC Section’s portfolio turnover costs as part of the annual value for money assessment.

How has this policy been met over the Plan Year?

AB InBev UK Limited Pension Plan (the “Plan”) – DC Section and Former SAB Section

Both Sections: Over the year, the Trustee considered the DC Section’s portfolio turnover costs as part of the annual Value for Members assessment. While the transaction costs provided appear to be reflective of costs expected of the various assets classes and markets that the Plan invests in, there is not as yet any “industry standard” or universe to compare these to. As the Plan invests in pooled funds, the Trustee is unable to define target portfolio turnover ranges, but will engage with underlying investment manager if portfolio turnover is higher than expected

The duration of the arrangements with asset managers

Policy

Both Sections: All the funds are open-ended with no set end date for the arrangement. The fund range and default strategy are reviewed on at least a triennial basis. A manager’s appointment may be terminated if it is no longer considered to be optimal nor have a place in the default strategy or general fund range.

How has this policy been met over the Plan Year?

Over the year, the Trustee received investment performance reports on a quarterly basis for all of the funds within the fund range. However, no immediate changes have been made and the Trustee will closely monitor performance in the short term. There remains no set duration for manager appointments.

AB InBev UK Limited Pension Plan (the “Plan”) – DC Section and Former SAB Section



ESG Stewardship and Climate Change

Financial and non-financial considerations and how those considerations are taken into account in the selection, retention and realisation of investments

Policy

Both Sections: The Trustee’s policy is that day-to-day decisions relating to the selection, retention and realisation of the Plan’s investments are left to the discretion of the investment managers. This includes consideration of all financially material factors, including ESG-related issues where relevant. The Trustee explores these issues with its advisers to understand how the investment managers exercise these duties in practice.

The Trustee recognises the UK Stewardship Code as best practice and encourages its investment managers to comply with the UK Stewardship Code or explain where they do not adhere to this policy.

The Trustee does not actively canvass members to ascertain their investment views; however, if a member expressed an investment preference the Trustee would consider the implications

Section 4 of the SIP also sets out the main risks considered by the Trustee to be financially material.

How has this policy been met over the Plan Year?

As set out in the SIP, day-to-day decisions relating to the selection, retention and realisation of the Plan’s investments are left to the discretion of the investment managers, including ESG-related issues where relevant. The Trustee notes that all investment managers used by the AB InBev DC Section and Former SAB Section are signatories of the UK Stewardship Code.

The Trustee considers their investment consultant’s assessment of how each investment manager embeds ESG into its investment process. ESG matters are considered as part of the retention of existing managers as part of investment reviews, or as part of the appointment of new investment managers.

The Trustee put in place a framework that would be used to assess the Plan’s investments against the TCFD. The Trustee’s first TCFD report, as at 31 December 2022, was published online in July 2023. The Trustee is currently working on their second TCFD report which will be published by the end of July 2024.

No investment preferences have been expressed by any members during the Plan year.

Actions and work related to the main risks considered by the Trustee to be financially material have been covered earlier in this Statement.

AB InBev UK Limited Pension Plan (the “Plan”) – DC Section and Former SAB Section



Voting and Engagement Disclosures

The exercise of the rights (including voting rights) attaching to the investments and undertaking engagement activities in respect of the investments (including the methods by which, and the circumstances under which, the Trustee would monitor and engage with relevant persons about relevant matters).

Policy

When considering the appointment of new managers, and reviewing existing managers, the Trustee, together with its investment consultant, looks to take account of the approach taken by managers with respect to sustainable investing including voting policies and engagement where relevant.

The Trustee’s policy is to delegate responsibility for the exercising of ownership rights (including voting rights) attached to investments to the investment managers. However the Trustee may, where possible, instruct their passive manager to vote as the Trustee may wish on any particular issue.

The Trustee is satisfied that the policy above corresponds with their responsibilities to the beneficiaries. The Trustee recognises the UK Stewardship Code as best practice and encourages its investment managers to comply with the UK Stewardship Code or explain where they do not adhere to this policy.

How has this policy been met over the Plan Year?

The Trustee does not own securities directly and therefore, in effect, delegates voting to the investment managers, through investment in pooled funds. As such, this activity is expected to be undertaken on behalf of the Trustee. The Trustee does not use the direct services of a proxy voter; however, the investment managers may enlist the service of a proxy voter when required. There has been no significant change in this policy during the year, which continues to reflect the Trustee’s current practice.

The Trustee notes that all investment managers used by the AB InBev DC Section and Former SAB Section are signatories of the UK Stewardship Code.

AB InBev UK Limited Pension Plan (the “Plan”) – DC Section and Former SAB Section

Engagement Policy Statement

Stewardship Priorities

The Plan invests solely in pooled funds. As such, voting rights are delegated to the investment managers and the Trustee expects their investment managers to engage with the investee companies on their behalf. However, the Trustee has also considered what the Plan’s stewardship priorities should be as a result of the new requirements introduced this year for the SIP Implementation Statement in relation to ‘significant votes’.

Following the DWP’s consultation response and outcome regarding Implementation Statements on 17 June 2022 updated guidance was produced which is effective for all scheme year ends on or after 1 October 2022. The updated Guidance requires trustees to include a description of what they believe to be a significant vote within the Implementation Statement. The voting information should also include details explaining why each vote has been categorised as most significant, what the vote was, and why the manager voted in the way it did.

The Trustee agreed the below areas of focus for the Plan. For reference, the suggestion is to give more focus to fewer topics with appropriate strength, than to too many topics, which may lead to low impact in the end.

- **Climate Change** (e.g. a vote on a company’s carbon disclosures)
- **Human rights** (e.g. modern slavery, pay & safety in workforce and supply chains)
- **Corporate governance** (e.g. diversity, equity and inclusion)

These areas have been selected as the Trustee believes them to be the financially material in terms of both risk and opportunity and/or carry most reputational risk and, as a result, areas of focus that are in members’ best interests. Although, the Trustee has not made the investment managers’ aware of their stewardship priorities, it notes that these priorities appear to be broadly aligned with the areas the Plan’s investment managers are currently focusing on in terms of voting and engagement.

Later in this Statement, the Trustee has set out the ‘most significant votes’ in relation to Plan’s investments. The Trustee has reviewed the information provided by the managers on voting and highlighted the votes that focus on the stewardship priority areas above. The Trustee has weighted this analysis towards the funds holding the largest value of member savings (funds used in the default) and the companies that represent the largest underlying holdings within those funds (i.e. top 5 holdings or, if unavailable, top 5 holdings within the subset of voting disclosures provided by the manager).

The funds where voting activity has been analysed

Over the prior 12 months, the Trustee has not actively challenged the managers on its voting activity. The Trustee does not use the direct services of a proxy voter.

The majority of voting activity will arise in public equity funds. However, voting opportunities may arise in other asset classes such as certain bonds, property, private equity and multi-asset funds. However, the Trustee has only received information relating to public equity funds this year. The list below show the funds used by the Former SAB Section and AB InBev DC Section that have a public equity component.

Former SAB section (funds with an equity component)

- **Designated Global Growth Multi Asset**
 - o **BlackRock Market Advantage**
 - o **LGIM Diversified**

AB InBev UK Limited Pension Plan (the “Plan”) – DC Section and Former SAB Section

- **BlackRock 30/70 Global Equity Currency Hedged**
- Aegon AM Ethical Equity
- BlackRock 50/50 Global Growth
- BlackRock Alpha Smaller Companies
- BlackRock Dynamic Diversified Growth
- BlackRock Emerging Markets
- BlackRock Emerging Markets Index
- BlackRock European Equity Index
- BlackRock Japanese Equity Index
- BlackRock Market Advantage
- BlackRock Pacific Rim Equity Index
- BlackRock UK Equity Index
- BlackRock UK Growth
- BlackRock UK Special Situations
- BlackRock US Equity Index
- BlackRock World (ex-UK) Equity Index
- HSBC Islamic Global Equity Index

AB InBev section (funds with an equity component)

- **AB InBev Long Term Growth Fund**
 - **LGIM Retirement Multi-Asset Income**
 - **BlackRock UK Equity Index**
 - **BlackRock 30/70 Global Equity Currency Hedged**
 - **BlackRock World ex-UK Equity Index**
- **AB InBev Pre Retirement Fund**
 - **LGIM Retirement Multi-Asset Income (‘RIMA’)**
- AB InBev Fidelity LGIM North American Index
- AB InBev Fidelity South East Asia Pensions
- BlackRock Emerging Markets
- LGIM Future World
- BlackRock UK Equity Index
- BlackRock European Equity Index

Fund in **bold** are funds used in the main default of each section

Voting and engagement activity was requested from all providers but has not been received at the completion date of this statement for all funds described above. At the time of writing, the Trustee hasn’t received the voting activity for the BlackRock Market Advantage Fund, but continues to seek this information.

AB InBev UK Limited Pension Plan (the 'Plan') – DC Section

Voting Activity during the Plan year to 31 December 2023

Set out below is a summary of voting activity for this reporting period relating to the main default strategies in the DC Sections of the Plan.

	No. of proposals eligible to vote on	% of proposals voted on, where eligible	Of proposals voted on, % voted with management	Of proposals voted on, % voted against management	% of proposals abstained, where eligible
BlackRock Market Advantage	15,848	92.0%	91.0%	8.0%	1.0%
LGIM Diversified	94,290	99.8%	76.4%	23.4%	0.3%
BlackRock 30/70 Global Equity Currency Hedged	57,343	98.0%	92.0%	7.0%	1.0%
LGIM Retirement Multi-Asset Income	106,017	99.8%	77.4%	22.4%	0.3%
BlackRock UK Equity Index	15,022	96.0%	96.0%	3.0%	1.0%
BlackRock World ex-UK Equity Index	27,422	92.0%	94.0%	6.0%	0.0%

Source: managers

Total may not sum due to rounding

BlackRock percentages have been provided to the nearest percentage by the manager

AB InBev UK Limited Pension Plan (the 'Plan') – DC Section and Former SAB Section

At the time of writing the Trustee has not received voting information on all of the self-select funds. The funds where the Trustee has received information have been presented in the table below.

	No. of proposals eligible to vote on	% of proposals voted on, where eligible	Of proposals voted on, % voted with management	Of proposals voted on, % voted against management	% of proposals abstained, where eligible
BlackRock European Equity Index Fund	9,930	79.0%	87.0%	12.0%	1.0%
BlackRock Japanese Equity Index Fund	6,062	100.0%	96.0%	3.0%	0.0%
BlackRock Emerging Markets Index Fund	27,925	98.0%	87.0%	12.0%	1.0%
BlackRock US Equity Index Fund	8,083	99.0%	97.0%	2.0%	0.0%

Source: managers

Total may not sum due to rounding

BlackRock percentages have been provided to the nearest percentage by the manager

AB InBev UK Limited Pension Plan (the 'Plan') – DC Section and Former SAB Section

Significant votes during the Plan year to 31 December 2023

The information in this section has been provided directly by the investment managers. The managers have provided detailed information on their voting. The Trustee has considered this information and disclosed the votes that they deem to be most significant. A “significant vote” is defined as one that is linked to the Plan’s stewardship priorities/themes. These priorities were set out earlier in this Statement. The Trustee has weighted this analysis towards the funds with the largest asset value in the AB InBev DC Section and Former SAB Section (i.e. funds used in the main default options), and companies that have the largest holdings within those funds (i.e. top 5 holdings or, if unavailable, top 5 holdings within the subset of voting disclosures provided by the manager).

The Trustee have been providing with voting disclosures relating to the BlackRock Market Advantage Fund and the BlackRock 30/70 Global Equity Currency Hedged Fund; however, these disclosures do not identify the holding percentage of each company and the Trustee has not been provided with separate top holdings data. As such, significant votes for these funds have not been disclosed. That said, given the index nature of the BlackRock 30/70 Global Equity Currency Hedged Fund and the regional exposures, the Trustee would expect the significant votes relating the BlackRock World ex UK Equity Index and the BlackRock UK Equity Index to also be applicable to this fund.

Please note, the voting detail provided by BlackRock is limited. It does not include the final outcome following the vote, what next steps were taken following a vote or whether the communication the decision to vote against management in advance of the vote.

✗ Resolution not passed ✓ Resolution passed

Fund	Portion of the fund (%)	Company	Date of vote	Resolution	How the Manager voted	Rationale of Manager vote	Final outcome following the vote	Significant Vote Theme	Why Vote is Significant
BlackRock World ex UK Equity Index	1.7%*	Alphabet Inc.	4 April 2023	Report on Framework to Assess Company Lobbying Alignment with Climate Goals	Against (with management)	The company already provides sufficient disclosure and/or reporting regarding this issue, or is already enhancing its relevant disclosures.	-	Climate Change	Linked to the Plan’s stewardship priorities and is a top holding in this fund.

AB InBev UK Limited Pension Plan (the 'Plan') – DC Section and Former SAB Section

Fund	Portion of the fund (%)	Company	Date of vote	Resolution	How the Manager voted	Rationale of Manager vote	Final outcome following the vote	Significant Vote Theme	Why Vote is Significant
BlackRock World ex UK Equity Index	1.7%*	Alphabet Inc.	4 April 2023	Report on Risks of Doing Business in Countries with Significant Human Rights Concerns	Against (with management)	The company already provides sufficient disclosure and/or reporting regarding this issue, or is already enhancing its relevant disclosures.	-	Human Rights	Linked to the Plan's stewardship priorities and is a top holding in this fund.
BlackRock World ex UK Equity Index	2.7%*	Amazon.com, Inc	30 March 2023	Report on Climate Risk in Retirement Plan Options	Against (with management)	The company already has policies in place to address the request being made by the proposal, or is already enhancing its relevant policies.	-	Climate Change	Linked to the Plan's stewardship priorities and is a top holding in this fund.
BlackRock World ex UK Equity Index	2.7%*	Amazon.com, Inc	30 March 2023	Report on Impact of Climate Change Strategy Consistent With Just Transition Guidelines	Against (with management)	The company already provides sufficient disclosure and/or reporting regarding this issue, or is already enhancing its relevant disclosures.	-	Climate Change	Linked to the Plan's stewardship priorities and is a top holding in this fund.

AB InBev UK Limited Pension Plan (the 'Plan') – DC Section and Former SAB Section

Fund	Portion of the fund (%)	Company	Date of vote	Resolution	How the Manager voted	Rationale of Manager vote	Final outcome following the vote	Significant Vote Theme	Why Vote is Significant
BlackRock World ex UK Equity Index	2.7%*	Amazon.com, Inc	30 March 2023	Report on Climate Lobbying	Against (with management)	The company already provides sufficient disclosure and/or reporting regarding this issue, or is already enhancing its relevant disclosures.	-	Climate Change	Linked to the Plan's stewardship priorities and is a top holding in this fund.
BlackRock World ex UK Equity Index	2.7%*	Amazon.com, Inc	30 March 2023	Report on Cost/Benefit Analysis of Diversity, Equity and Inclusion Programs	Against (with management)	The company already provides sufficient disclosure and/or reporting regarding this issue, or is already enhancing its relevant disclosures.	-	Corporate governance (e.g. diversity, equity and inclusion)	Linked to the Plan's stewardship priorities and is a top holding in this fund.
BlackRock World ex UK Equity Index	5.0%*	Microsoft Corporation	29 September 2023	Report on Climate Risk in Retirement Plan Options	Against (with management)	The company already has policies in place to address the request being made by the proposal, or is already enhancing its relevant policies.	-	Climate Change	Linked to the Plan's stewardship priorities and is a top holding in this fund.
BlackRock World ex UK Equity Index	5.0%*	Microsoft Corporation	29 September 2023	Report on Risks of Doing Business in Countries	Against (with management)	Company already has policies in place to address these issues.	-	Human Rights	Linked to the Plan's stewardship priorities and is a top holding in this fund.

AB InBev UK Limited Pension Plan (the 'Plan') – DC Section and Former SAB Section

Fund	Portion of the fund (%)	Company	Date of vote	Resolution	How the Manager voted	Rationale of Manager vote	Final outcome following the vote	Significant Vote Theme	Why Vote is Significant
				with Significant Human Rights Concerns					holding in this fund.
BlackRock UK Equity Index	3.6**	BP Plc	25 April 2023	Approve Shareholder Resolution on Climate Change Targets	Against (with management)	None provided.	-	Climate Change	Linked to the Plan's stewardship priorities and is a top holding in this fund.
BlackRock UK Equity Index	7.8**	Shell Plc	19 May 2023	Approve the Shell Energy Transition Progress	For (with management)	BlackRock supported this management proposal in recognition of the delivery to date against the company's Energy Transition Strategy.	-	Climate Change	Linked to the Plan's stewardship priorities and is a top holding in this fund.
BlackRock UK Equity Index	7.8**	Shell Plc	19 May 2023	Request Shell to Align its Existing 2030 Reduction Target Covering the Greenhouse	Against (with management)	BlackRock did not support this shareholder proposal because in their view, it was overly prescriptive and unduly constraining on management's decision making.	-	Climate Change	Linked to the Plan's stewardship priorities and is a top holding in this fund.

AB InBev UK Limited Pension Plan (the ‘Plan’) – DC Section and Former SAB Section

Fund	Portion of the fund (%)	Company	Date of vote	Resolution	How the Manager voted	Rationale of Manager vote	Final outcome following the vote	Significant Vote Theme	Why Vote is Significant
				Gas (GHG) Emissions of the Use of its Energy Products (Scope 3) with the Goal of the Paris Climate Agreement		In BlackRock’s assessment of Shell’s Energy Transition Strategy, they believe the company is addressing the risks and opportunities in their business model stemming from a low carbon transition and has demonstrated that they are delivering against their stated plan.			
LGIM Diversified /LGIM RIMA	0.42 / 0.34	Prologis, Inc.	4 May 2023	Elect Director Jeffrey L. Skelton	Against (against management recommendation)	Diversity: A vote against is applied as LGIM expects a company to have at least one-third women on the board. Average board tenure: A vote against is applied as LGIM expects a board to be regularly refreshed in order to maintain an appropriate mix of independence, relevant skills, experience, tenure, and background. Independence: A vote against is applied as LGIM expects the Chair of the Committee to have served on the board for no more than	-	Corporate governance (e.g. diversity, equity and inclusion)	Linked to the Plan’s stewardship priorities and is a top holding in these funds.

AB InBev UK Limited Pension Plan (the 'Plan') – DC Section and Former SAB Section

Fund	Portion of the fund (%)	Company	Date of vote	Resolution	How the Manager voted	Rationale of Manager vote	Final outcome following the vote	Significant Vote Theme	Why Vote is Significant
						15 years in order to maintain independence and a balance of relevant skills, experience, tenure, and background. Diversity: A vote against is applied as the company has an all-male Executive Committee.			
LGIM Diversified / LGIM RIMA	0.30 / 0.16	Shell Plc	23 May 2023	Approve the Shell Energy Transition Progress	Against (against management recommendation)	Climate change: A vote against is applied, though not without reservations. LGIM acknowledge the substantial progress made by the company in meeting its 2021 climate commitments and welcome the company's leadership in pursuing low carbon products. However, they remain concerned by the lack of disclosure surrounding future oil and gas production plans and targets associated with the upstream and downstream operations; both of these are key areas to demonstrate	✓	Climate Change	Linked to the Plan's stewardship priorities and is a top holding in these funds.

AB InBev UK Limited Pension Plan (the 'Plan') – DC Section and Former SAB Section

Fund	Portion of the fund (%)	Company	Date of vote	Resolution	How the Manager voted	Rationale of Manager vote	Final outcome following the vote	Significant Vote Theme	Why Vote is Significant
						alignment with the 1.5C trajectory.			
LGIM Diversified /LGIM RIMA	0.25 / 0.15	Tencent Holdings Limited	17 May 2023	Elect Jacobus Petrus (Koos) Bekker as Director	Against (against management recommendation)	Climate Impact Pledge: A vote against is applied as the company is deemed to not meet minimum standards with regard to climate risk management. Remuneration Committee: A vote against has been applied because LGIM expects the Committee to comprise independent directors.	✓	Climate Change	Linked to the Plan's stewardship priorities and is a top holding in these funds.

Source: Managers

*asset allocation as at 30 April 2024

**asset allocations as at 31 December 2023

In terms of communicating voting intentions to the company LGIM state they “publicly communicates its vote instructions on its website the day after the company meeting, with a rationale for all votes against management. It is our policy not to engage with our investee companies in the three weeks prior to an AGM as our engagement is not limited to shareholder meeting topics.” In terms of next steps “LGIM will continue to engage with the company and monitor progress.”