

GSI

UK Stewardship Code 2025

Policy and Context Disclosure

Activities and Outcomes Report

OCTOBER 2026

Introduction from GSI

At GSI, stewardship is an integral part of how we manage capital for our clients. We are systematic equity investors, targeting established sources of higher expected return while integrating material ESG risks into portfolio construction. We complement this with voting and collaborative engagement focused on issues that can affect company performance and long term investor value.

As an independent, partner owned investment manager with diversified global portfolios, we focus our stewardship resources where our holdings and material ESG risks are greatest. Our Target Voting List focuses our voting activity, while collaboration with other investors enables us to contribute to engagements where collective influence can be more effective. Responsibility for investment and voting decisions remains with GSI.

We have been a signatory to the UK Stewardship Code since 2023. We remain committed to the Code and to the transparency and accountability it promotes. The revised 2026 Code's emphasis on creating sustainable value for clients and beneficiaries is consistent with our investment philosophy. Effective stewardship is not separate from investment management. It is part of how we allocate capital, manage risk and exercise the responsibilities of ownership.

In 2025 we renamed our funds, replacing “Sustainable” with “Aware”, to comply with the ESMA guidelines on fund names. This did not change our investment process or stewardship approach. Sustainability remains integrated into our systematic strategies and stewardship activities.

Our 2026 Stewardship Code submission comprises two complementary reports. Together, they explain the policies, governance and resources that underpin our stewardship and demonstrate how we put our approach into practice during 2025.

This submission was reviewed and approved by the Management Committee of Global Systematic Investors LLP on 30 October 2026.



Garrett Quigley

Managing Partner,
Co-Chief Investment Officer, GSI

Reporting under the 2026 Code

Structure of our stewardship reporting

Under the UK Stewardship Code 2026, our reporting comprises two distinct documents:

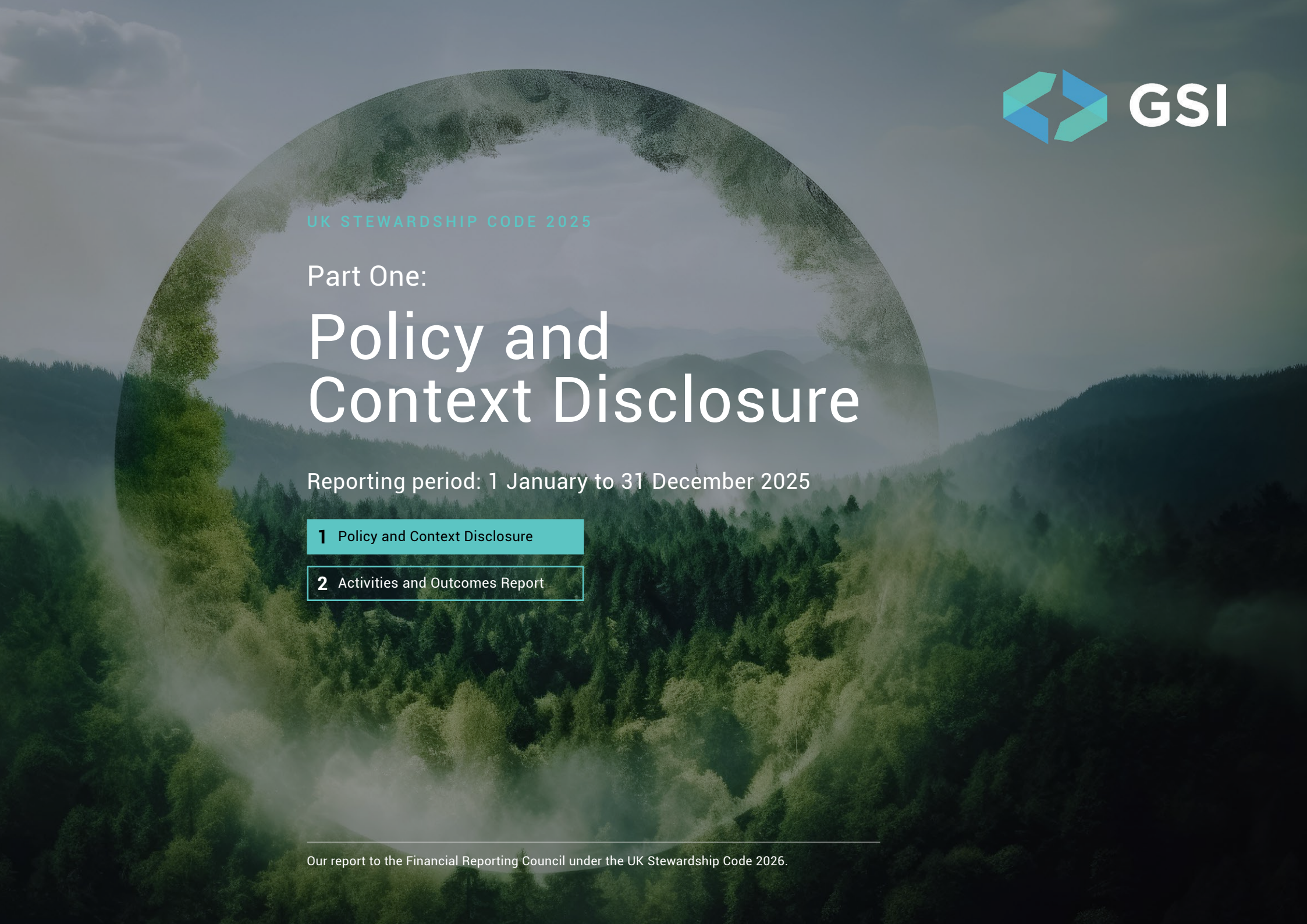
1. **Policy and Context Disclosure**
   Describes GSI's organisation, investment beliefs, governance and resources, the policies and processes that guide our stewardship, how we manage conflicts of interest and how we maintain a dialogue with clients. Submitted in 2026, our next Policy and Context Disclosure is due in 2029 at the latest, unless material changes require an earlier update.

2. **Activities and Outcomes Report**
   Submitted annually, demonstrates how we apply the Code's Principles through our stewardship activities and the outcomes achieved. Our 2026 submission covers the year ended 31 December 2025 and reports against Principles 1, 2, 3, 4 and 6. As GSI manages assets directly and does not appoint external investment managers, Principle 5 does not apply.

Supporting Information

Our stewardship reporting is supported by our Annual Voting Report, voting records published twice a year and the stewardship policies available on our website. Together, these publications provide further detail on our stewardship approach, decisions and activities.

For questions about our stewardship reporting, please contact our Stewardship Lead at inquiries@gsillp.com.



GSI

UK STEWARDSHIP CODE 2025

Part One:

Policy and Context Disclosure

Reporting period: 1 January to 31 December 2025

1 Policy and Context Disclosure

2 Activities and Outcomes Report

Our report to the Financial Reporting Council under the UK Stewardship Code 2026.



Part One:

Policy and Context Disclosure

Contents:

About this Disclosure 6

Section A. Organisation, investment beliefs and stewardship approach 7

Section B. Governance and resources 14

Section C. Policies, processes and review 20

Section D. Conflicts of interest 27

Section E. Dialogue with clients and beneficiaries 30

Important information 33

> We cannot engage on every issue, so we focus where we believe we can make a difference, take our voting responsibilities seriously and work with other investors where collective action can achieve more. We may not have the loudest voice, but we believe it is important to use the one we have.

Kate Hudson
Stewardship Lead, Global Systematic Investors LLP

About this Disclosure

This Policy and Context Disclosure sets out GSI's governance, resources, investment approach and policies and processes for stewardship, including conflicts of interest and client dialogue. It is our first Disclosure under the UK Stewardship Code 2026 and reflects our arrangements as at 30 October 2026, unless otherwise stated.

It should be read alongside our Activities and Outcomes Report for the year ended 31 December 2025, which reports how these arrangements were applied in practice and our stewardship activities and outcomes during the year.

This Disclosure supports our reporting in 2026, 2027 and 2028. We will submit a new Disclosure by 2029, or sooner following a material change to our organisation, governance, policies or processes. Contextual figures are stated at the date shown, while activity data is reported annually in our Activities and Outcomes Report.



SECTION A

Organisation, investment beliefs and stewardship approach

Who is GSI

Global Systematic Investors LLP (GSI) is an independent investment manager specialising in systematic, factor based global equity investing. GSI is a limited liability partnership registered in England and Wales. It is wholly owned by its partners, with no external ownership. GSI is authorised and regulated by the Financial Conduct Authority (FRN 572537).

AT A GLANCE

GSI key facts

2010 Founded	**2015** First funds launched	**2018** ESG integrated	**£776m*** Assets under management at 31 December 2025
2 Funds, both SFDR Article 8	**100%** Listed developed market equities	**200** Companies on our Target Voting List, approximately	**2023** UK Stewardship Code signatory

Source: GSI. Assets under management at 31 December 2025.
* Since the period end: AUM declined following a redemption from GAFV. The redemption was unrelated to the fund's performance or investment process.

We manage 2 funds: the GSI Global Aware Value Fund (GAV) and the GSI Global Aware Focused Value Fund (GAFV). Both are sub funds of GemCap Investment Funds (Ireland) plc, an Irish domiciled UCITS umbrella fund authorised by the Central Bank of Ireland.

Both funds are classified as Article 8 under the EU Sustainable Finance Disclosure Regulation (SFDR) and apply the same sustainability model. As Irish domiciled UCITS, the funds are outside the scope of the FCA's Sustainability Disclosure Requirements (SDR) and do not carry an SDR label.

On 28 April 2025 we renamed our funds, replacing "Sustainable" with "Aware", so that the names comply with the European Securities and Markets Authority (ESMA) guidelines on funds' names using ESG or sustainability related terms. The GSI Global Sustainable Value Fund became the GSI Global Aware Value Fund, and the GSI Global Sustainable Focused Value Fund became the GSI Global Aware Focused Value Fund.

"Aware" reflects our awareness of the ESG risks in the companies we hold and our wider philosophy of awareness of academic research, market dynamics and client needs.

The change was to the names only. The funds' investment objectives, process and risk profile did not change. Both funds remain classified as Article 8 under SFDR and continue to promote environmental and social characteristics. Our stewardship programme, screening framework, exclusion policies and reduced exposure to fossil fuels and greenhouse gas intensive companies all remain in place.

OUR FUNDS

Fund names changed on 28 April 2025

UNTIL 28 APRIL 2025		FROM 28 APRIL 2025
GSI Global Sustainable Value Fund	GAV →	**GSI Global Aware Value Fund**
GSI Global Sustainable Focused Value Fund	GAFV →	**GSI Global Aware Focused Value Fund**

What did not change

- Objectives
- Risk profile
- Stewardship approach
- Investment process
- SFDR Article 8

Source: GSI.

GAV was our first strategy and is designed for use as part of a core equity allocation. GAFV applies stronger tilts towards smaller and value companies and has a higher tracking error relative to a market benchmark. Both funds apply the same ESG integration process, screens, exclusions and carbon targets.

Since January 2026, we have compared the funds' performance with MSCI indices: the MSCI World IMI for GAV and the MSCI World IMI Value for GAFV. These replaced the Solactive GBS Developed Markets Large & Mid Cap Index. The MSCI IMI indices cover large, mid and small companies across 23 developed markets, around 99% of free float adjusted market capitalisation. They therefore better reflect the full range of companies in which the funds invest, including their larger allocation to mid and small companies. As GAFV focuses on value stocks, a value index gives a more accurate comparison. From January 2026, the MSCI World IMI also became the starting universe for both strategies and the market reference used for our carbon targets. This is distinct from the funds' comparator benchmarks, which are used to assess performance and do not determine portfolio weights.

Purpose and culture

Our purpose is to earn and retain the trust of our clients by understanding what matters to them and managing their investments prudently. We do this through systematic equity strategies that combine evidence based investing with responsible ownership. We aim to deliver better risk and return outcomes than traditional market weighted indices, while integrating material ESG risks without diluting return potential. Our portfolios are broadly diversified across developed markets and tilted towards smaller, value and more profitable companies, with low turnover and careful control of costs.

GSI was founded in 2010 on a shared conviction that investment strategies should serve investors through evidence and disciplined execution. Our first funds were launched in 2015. Since 2018, we have integrated ESG considerations in a way designed to complement, rather than compromise, our factor exposures.

We are a founder managed boutique partnership. Our partners invest alongside our clients, and there are no institutional layers between clients and the people who make investment decisions. Intellectual rigour is central to our culture: we translate decades of academic research into client focused strategies that emphasise diversification, cost control and patience. Three values guide our decisions.

Transparency: We explain clearly how investment decisions are made and provide clients with evidence on both process and outcomes.

Alignment: We work closely with clients and listen to what matters to them.

Discipline: We remain true to our investment philosophy while continuing to improve how we apply it.

> "I didn't start GSI to be bigger or faster. I started it to focus on the real drivers of return: to invest with patience, engage with investors and build something that clients could trust through different market cycles."
>
> Garrett Quigley
> Managing Partner and Co Chief Investment Officer

Our clients

We work principally with UK financial advisers, wealth managers and discretionary fund managers who share an evidence based investment philosophy. They use our funds in client portfolios, including model portfolio services. Advisers and their clients access our funds through investment platforms.

We do not deal directly with individual retail investors. Our beneficiaries are the end investors of the advisers and wealth managers we serve.

Assets under management

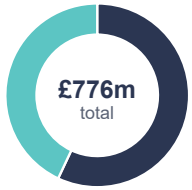
All assets are invested in listed developed market equities. Portfolios are diversified across 3 regions (North America, Europe and Asia Pacific), with regional allocations based on market weights.

At 31 December 2025, assets under management were £776m across our 2 funds, with GAV the larger of the two. Almost all assets are held for clients based in the UK. Most reach us through UK adviser platforms, and around a quarter through discretionary and model portfolio managers, with a small share held by other investors, including private banks and life companies. Portfolio exposure follows regional market weights, so North America is the largest region.

ASSETS UNDER MANAGEMENT

£776m at 31 December 2025

By fund



GAV	57%
GAFV	43%

By client location

99.3%
of assets are held for clients based in the UK

United Kingdom	99.3%
Europe excluding UK	0.7%

By portfolio region



North America	74%
Europe and Middle East	17%
Asia Pacific	9%

By client type*



UK adviser platforms	71%
Discretionary and model portfolio managers	26%
HNW, private banks and life companies	3%

Source: GSI, at 31 December 2025. Percentages may not sum to 100% due to rounding.
*Client type is from the fund share register at 26 October 2026, by type of registered holder.

Portfolio exposure is weighted by fund assets and excludes cash. Total assets under management are reported in our annual Activities and Outcomes Report.

Investment beliefs

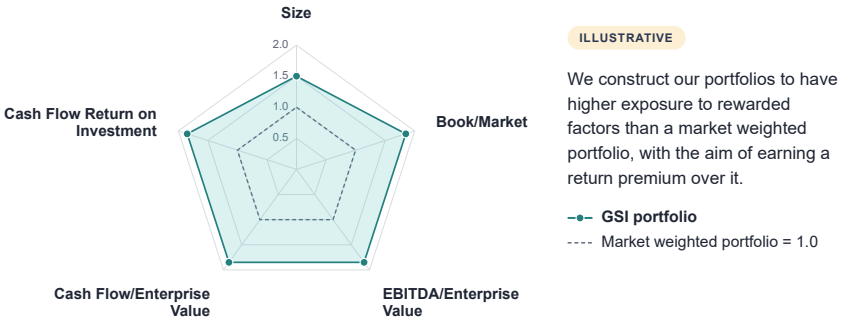
We believe that the purpose of equity investment is to gain equity risk exposure and that over time this risk is rewarded by positive returns. In the short term, equity returns can be negative, sometimes very negative. Research shows that trying to time markets is futile and costly. For equity investors, it is therefore better to take a disciplined view and hold well diversified, low turnover portfolios.

Academic and empirical research has shown that, within the broader equity market, risk and return can be separated into factors by grouping companies according to characteristics such as size, value and profitability. We believe the most robust and effective way to target higher expected returns is to manage exposure to well known factors, while maintaining diversification across countries, sectors and stocks.

We measure these characteristics using our own multi metric approach. For value we use book to market, EBITDA to enterprise value and cash flow to enterprise value; for profitability, cash flow return on investment; and for size, market capitalisation. We also capture momentum, but only in a way that reduces portfolio turnover.

INVESTMENT APPROACH

Factor exposures relative to a market weighted portfolio



Source: GSI, Factor Investing: The GSI Approach (March 2026), page 5. Redrawn for illustration; values approximate.

Returns to individual factors can vary sharply from one year to the next. We therefore recommend an investment horizon of 5 years or more.

Sustainability beliefs

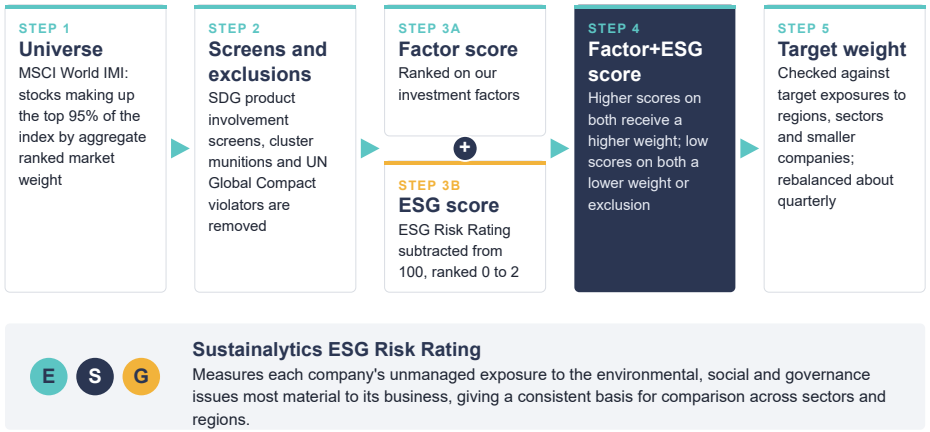
We believe the impact of corporate activities on people and the planet extends beyond financial metrics and can have significant implications for value creation. Material environmental, social and governance (ESG) risks can affect a company's value. We consider their integration and ESG screening to be part of our moral and fiduciary obligation to clients.

We have incorporated material ESG risk considerations into all our strategies since 2018.

Our research and the academic evidence we have reviewed support our view that material ESG risks can be integrated into portfolio construction without compromising our intended factor exposures. Research by Friede, Busch and Bassen (2015) and Blitz, Hanauer and Vidojevic (2021) provides supporting evidence on the relationship between ESG characteristics and financial performance. We monitor the effect of ESG integration on our factor exposures and portfolio performance, with the results reported in our annual Activities and Outcomes Report.

ESG INTEGRATION

How ESG is built into portfolio construction



Source: GSI. Universe: MSCI World IMI from January 2026. ESG data: Sustainalytics (Morningstar).

We support the goals of the Paris Agreement. We do not believe it is feasible or desirable to exclude all companies involved in the production and use of fossil fuels. We favour a just transition and a progressive approach. We substantially reduce portfolio exposure to fossil fuels and greenhouse gas emissions, while retaining the ability to vote at and engage with companies that are central to the transition.

Our approach to stewardship

We are systematic investors and active owners. Our portfolios typically hold hundreds of companies across developed markets, and our clients' returns are linked to the broad economy. We therefore focus our stewardship on improving corporate behaviour and market standards in ways that support value for clients over time.

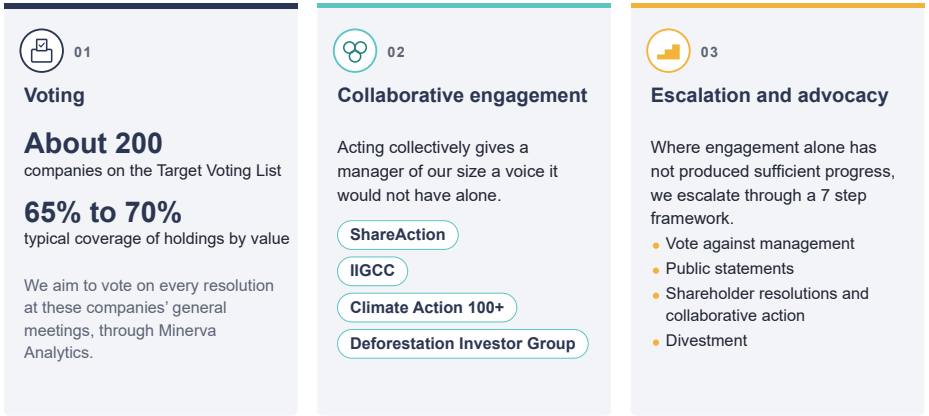
Our approach reflects the Code's definition of stewardship as "the responsible allocation, management and oversight of capital to create long-term sustainable value for clients and beneficiaries". Our ESG integration determines how much capital we allocate to each company, and our voting and collaborative engagement are how we exercise oversight of the companies we hold.

"Our responsibilities as stewards of capital extend beyond financial performance."

Garrett Quigley, Managing Partner and Co Chief Investment Officer

STEWARDSHIP

Our stewardship approach



Source: GSI. Target Voting List coverage of holdings by value. Escalation mapped to ShareAction RISE mechanisms.

Our approach has 3 parts.

1. **Voting.** We aim to vote on every available ballot for the approximately 200 companies on our Target Voting List, applying our own customised voting policy. Section C explains how we select these companies. Voting is the foundation of our stewardship. As Peter Taylor of the IIGCC has said, "Stewardship can be more than voting, but it can't be less."

2. **Collaborative engagement.** We engage with companies alongside other investors through selected initiatives, including ShareAction, the Institutional Investors Group on Climate Change (IIGCC) and Climate Action 100+. We take an active part rather than simply holding memberships: we join company engagements, contribute to working groups and co sign investor letters and statements where they fit our stewardship priorities. Acting collectively gives a manager of our size a voice it would not have alone. The outcomes of these engagements are reported each year in our Activities and Outcomes Report. Research by Slager, Chuah et al. (2023) finds that successful collaborative engagements bring together complementary investor resources and expertise, configured to reflect the circumstances of the company being engaged.

3. **Escalation and advocacy.** Where engagement does not achieve sufficient progress, we may escalate through investor letters, votes against directors and management, public statements or shareholder resolutions. These actions need not follow a fixed sequence. Separately, deterioration in unmanaged ESG risk may prompt an investment review and a decision to reduce or sell a holding, regardless of prior engagement. We also contribute to industry and policy consultations on stewardship and sustainability standards.

Source: Slager, R., Chuah, K. et al. (2023), "Tailor-to-Target: Configuring Collaborative Shareholder Engagements on Climate Change", Management Science, 69(12), pages 7693 to 7718.

Stewardship Priorities

Our stewardship priorities reflect where our portfolios are most exposed and what our clients tell us matters to them. Our principal stewardship priorities are:

- banks, reflecting our value tilt and overweight exposure to financials
- climate transition in high emitting sectors, including chemicals and industrial gases
- nature and deforestation
- human and labour rights, including freedom of association
- governance, particularly board accountability and executive remuneration

Our voting policy, Target Voting List and engagement choices are aligned with these priorities, as described in Section C.

Our approach is proportionate to our size and investment style, with stewardship activity directed towards areas where we believe our voice can be most effective. We concentrate our voting on the Target Voting List, which covers the companies where our holdings and the stewardship issues are most material.

STEWARDSHIP

Our stewardship pathway, 2021 to 2026

2021

- Joined ShareAction

2022

- Voting through Minerva Analytics begins
- Joined ShareAction's decarbonisation and Good Work coalitions
- Living Wage resolution co filed at Sainsbury's

2023

- First year as a UK Stewardship Code signatory, for our 2022 report
- Joined IIGCC
- Living Wage engagement at Tesco and ongoing with Sainsbury's
- Natural capital and GSIB added to voting policy

2024

- Climate Action 100+ and BERI engagements
- Co filed Amazon shareholder resolution (US)
- Supported workers' rights at Amazon (UK) with GMB
- Joined ShareAction's banks initiative, including engagement with HSBC

2025

- Funds renamed Aware (April)
- Investor letters (March and June) and AGM questions (May) to Air Liquide and Linde
- Signed investor letter supporting the Equality (Race and Disability) Bill
- Signed Clean Air Initiative letter to Amazon (June)

AT LODGEMENT

2026

- MSCI World IMI universe and benchmarks
- Joined Deforestation Investor Group; Forest 500 added to Target Voting List
- Human rights, cyber and AI added to voting guidelines
- Signed ShareAction's Clean Air Initiative statement on EU truck CO_2 standards

Source: GSI.

"By combining our voice, influence and expertise with those of other investors, GSI can contribute to more focused and effective engagement than we could achieve alone."

Kate Hudson, Managing Partner and Stewardship Lead



SECTION B

Governance and resources

Governance structure

Our governance is proportionate to the scale and complexity of the business. Accountability lies with the Management Committee and the Managing Partners.

GOVERNANCE

Governance and oversight of stewardship



Source: GSI. Structure as at October 2026.

Our governance structure reflects the size of the firm. The Managing Partners work across management, investment and stewardship, rather than these responsibilities sitting in separate teams. The Management Committee provides overall business oversight, while the Investment Committee is responsible for investment policy and stewardship. Compliance provides separate oversight of regulatory requirements and conflicts of interest.

GSI stewardship roles, responsibilities and oversight

Stewardship responsibilities are shared across the team, with deliberate overlap between partners while key controls remain separate. All Managing Partners share responsibility for ESG strategy and continuous training. This structure provides continuity and embeds stewardship across investment, compliance and client activity.

GOVERNANCE

GSI stewardship roles, responsibilities and oversight

NAME	ROLE	STEWARDSHIP RESPONSIBILITIES
Garrett Quigley	Managing Partner, Co Chief Investment Officer	Investment systems and controls. Sets the sustainability integration strategy.
Bernd Hanke	Managing Partner, Co Chief Investment Officer	Research systems and controls. Research, data and reporting for the sustainability programme.
Kate Hudson	Managing Partner, Head of Advisory Services, Stewardship Lead	Client relationships. Stewardship and collaborative engagement strategy. Relationships with coalitions and initiatives. Reviews proposed voting policy changes. Oversees proxy voting.
Andrew Cain	Managing Partner	Oversees operations. Executes and monitors proxy voting. Line manager to the Compliance Manager. Member of the Management, Investment and Compliance Committees.
Greg Brown	Compliance Manager (SMF16 Compliance Oversight and SMF17 MLRO)	Compliance oversight and anti money laundering. Monitors regulatory and compliance requirements for the sustainability programme. Liaison with our external compliance consultant, including on conflicts of interest. Reports to Andrew Cain.

Source: GSI.

We also organise stewardship responsibilities by function to show how they fit into the wider business and where accountability sits. This reflects the way investment, compliance and stewardship work together in practice.

Fund governance and independent oversight

The funds' management company is Ascender Fund Partners (Ireland) Limited (Ascender), which is authorised by the Central Bank of Ireland. Ascender was formerly Gemini Capital Management (Ireland) Limited (GemCap) and changed its name at the beginning of 2026. This was a change to corporate name and structure only: the management company's role and its relationship with GSI are unchanged.

Ascender has delegated day to day investment management to GSI under an investment management agreement, while retaining oversight responsibility at all times. Ascender does not take part in individual investment decisions. Its investment compliance team reviews the funds' investments, including their approach to sustainability, and challenges GSI on any matters identified. Ascender monitors UCITS compliance independently using RiskSystem and retains governance responsibility for the funds' SFDR obligations. GSI and Ascender report to the board of directors of the umbrella fund at least twice a year through a detailed Investment Managers Report. This report includes an assessment of the sustainability risk faced by each fund.

GOVERNANCE

Sustainability and stewardship functions

Investment Leads: Garrett Quigley and Bernd Hanke	Compliance and regulation Lead: Andrew Cain, with Greg Brown	Stewardship and engagement Lead: Kate Hudson
ESG integration (GQ) Apply ESG scores in portfolio construction.	**ESG policies** (MC) Maintain policies on ESG integration, data, stewardship and voting.	**Voting oversight** (KH) Own the voting policy and the relationship with Minerva Analytics.
Exclusions and controversies (GQ) Monitor and apply exclusions and controversies under our investment rules.	**Regulatory compliance** (GB) Track sustainability rules, including SFDR, ESMA fund names guidelines and the FCA anti-greenwashing rule.	**Collaborative engagement** (KH) Take part in investor initiatives and working groups.
Portfolio evaluation (GQ) Measure the effect of ESG integration on portfolio performance and risk.	**Vote execution** (AC) Execute and monitor votes under our voting policy.	**Client dialogue** (KH) (IC) Gather client views and explain our approach.
Sustainability data and reporting (BH) Provide sustainability metrics for client reports.	**Conflicts of interest** (GB) Maintain the Conflicts of Interest Register and coordinate independent reviews with Cosegic.	**Stewardship reporting** (KH) Prepare our annual voting report and Stewardship Code reporting.

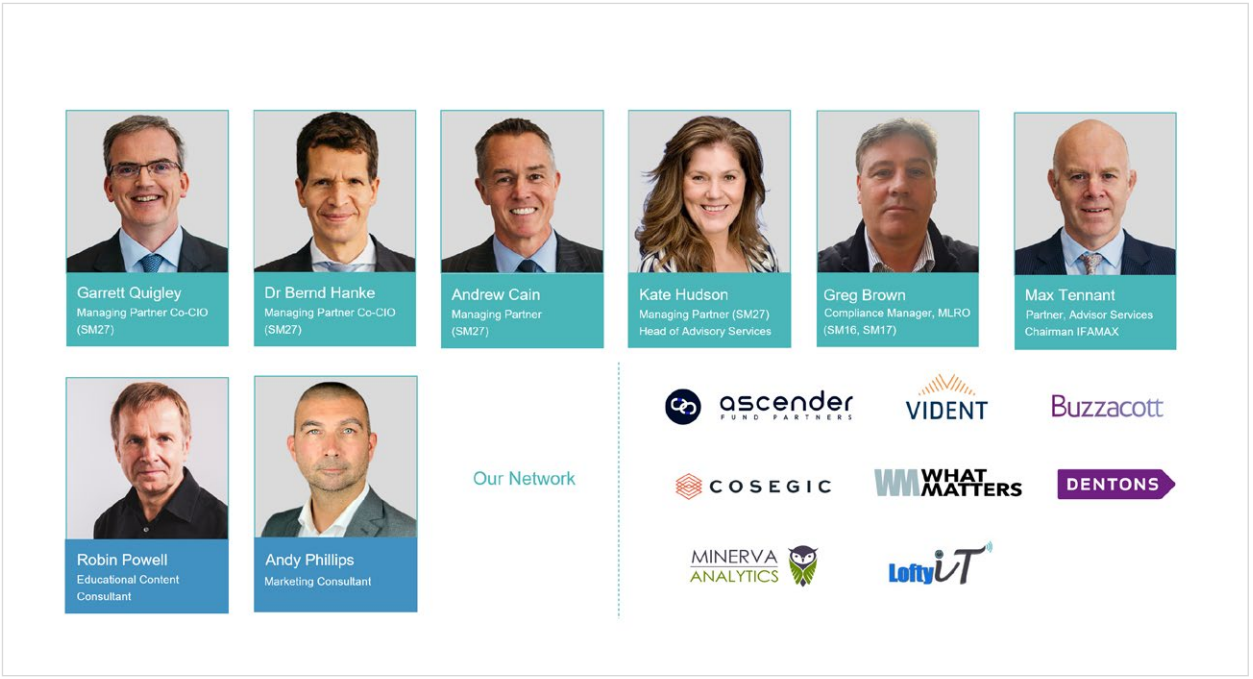
GQ Garrett Quigley, BH Bernd Hanke, AC Andrew Cain, KH Kate Hudson, GB Greg Brown, MC Management Committee, IC Investment Committee.

Team and expertise

GSI is a small, partner led firm. We combine the experience and agility of a focused internal team with specialist external expertise where it adds value or scale. Responsibility for investment decisions and stewardship remains with GSI.

The Managing Partners have on average more than 30 years each of practical investment experience across the UK, Europe, the US and Asia Pacific. Their qualifications include a PhD in Finance, a Master in Finance and an MBA from London Business School, 2 CFA charters and the CFA Institute Certificate in ESG Investing. Our Compliance Manager, who has held the SMF16 and SMF17 functions since December 2025, has more than 20 years of operations and compliance experience across Europe, Asia and the US and holds an MSc in Compliance. The partnership brings together Irish, German, English and Australian backgrounds.

All investment decisions are made by GSI. Investment leadership is provided by the Co Chief Investment Officers, Garrett Quigley and Bernd Hanke, alongside Andrew Cain, and the partnership oversees portfolio construction, investment research and stewardship. Vident, the funds' sub adviser, implements the portfolios on GSI's instructions and does not exercise independent investment discretion.



Its portfolio management and trading team, led by Rafael Zayas CFA, Head of Portfolio Management and Trading, carries out day to day implementation, rebalancing and trade execution, working closely with GSI.

We maintain links with academics at London Business School, Bayes Business School, Cambridge University and Toulouse Business School, and engage PhD graduates and students on specific research projects. Bernd Hanke advises on CFA Level 3 curriculum material and contributed to the initial reading material for the CFA Certificate in ESG Investing.

Our Stewardship Lead, Kate Hudson, completed the Stewardship and Engagement Leadership Programme, delivered by the Smith School of Enterprise and the Environment, University of Oxford and ShareAction in 2024. We take part in industry networks and working groups including INQUIRE UK, IIGCC, ShareAction, CFA, CISI, SRI Services and Goodstock.

Incentives

The Managing Partners are equity partners and share in the firm's successes and failures. They also hold significant personal investments in GSI's funds, which aligns their interests directly with those of clients.

The Management Committee is responsible for the remuneration policy. No partner or employee is remunerated against individual sales or volume targets or short term performance measures. Incentives are not linked to tracking error or benchmark outperformance.

Service providers

We outsource operational and specialist functions where scale benefits our clients, but investment, voting and engagement decisions remain with GSI. We do not outsource stewardship to engagement service providers or investment consultants, although we participate directly in collaborative investor initiatives.

We chose Minerva in April 2022, after evaluating several providers, because its voting template is built from our own criteria rather than standardised policy parameters. Each policy decision comes with a transparent rationale drawn from global investor good practice, regulation and national governance codes. Minerva reviews global governance and voting guidelines each year.

We chose Sustainalytics for its risk based approach to ESG assessment and its depth of coverage, including smaller companies.

We review our key data and service providers each year against agreed service levels and against alternatives in the market, to confirm they continue to meet our needs and offer value to clients. The outcome of these reviews, including any change of provider, is reported under Principle 6 in our Activities and Outcomes Report.

RESOURCES

Our service providers and networks



Source: GSI.

Systems, data and technology

Our investment process runs on software developed internally for portfolio construction, back testing and analysis, using data from FactSet, Sustainalytics and MSCI. Before ESG data are used, the investment team validates them through cross provider comparisons, trend analysis and reasonableness checks. Anomalies are raised with providers and tracked to resolution.

We use Minerva's electronic voting platform to apply our customised voting guidelines and execute proxy votes. Minerva flags contentious resolutions for review by our investment team, while proposals falling outside our guidelines are assessed case by case. The platform also records votes cast and produces monthly audit reports, which we use to check voting activity, identify gaps or exceptions and follow up where necessary.

Artificial intelligence and cyber security

We began using AI tools during 2025 to support routine activities including data collation, client reporting, marketing and stewardship reporting and research. AI is not used to make portfolio construction or voting decisions, which remain governed by our investment models and voting policy. Use of AI is overseen by the compliance officer within our data protection and cyber security framework.

GSI maintains a cyber security and data protection framework, overseen by the compliance officer. Third party providers are subject to due diligence, periodic review and access controls. Documented incident response and escalation procedures are in place, and staff receive regular cyber security training.



SECTION C

Policies, processes and review

Investment and ESG integration

ESG sits inside our return engine, not alongside it: it directly changes how much we hold of each company. We apply a structured 5 step framework to responsible investing.

Our 5 step approach

RESPONSIBLE INVESTING

Our 5 step approach to responsible investing

IN THE PORTFOLIO: HOW WE INVEST			AS OWNERS: HOW WE ACT	
1	2	3	4	5
INTEGRATE	SCREEN	DECARBONISE	VOTE	ENGAGE
Adoption of Sustainalytics ESG Risk Ratings	**Alignment with UN SDGs and screening for UN Global Compact violators**	**Target low carbon by reducing carbon intensity and fossil fuel exposure**	**Exercise shareholder rights through proxy voting**	**Influence collectively through stewardship and investor advocacy**
Tilt factor portfolios towards companies with lower ESG risk.	Exclusions based on SDG product involvement screens. We also exclude cluster munitions and violators of UN Global Compact principles.	Reduce exposure to fossil fuel and high carbon intensity companies by at least 50% compared with the market (MSCI World IMI).	Develop and apply voting guidelines, and vote at company meetings to support good governance and shareholder interests.	Serve as active stewards through collaboration, using our influence to support sustainable value and positive change.

Source: GSI.

"Factor exposures remain the engine of expected return. ESG risk influences how much of each company we own, and we check that the portfolio retains the exposures we set out to achieve."

Bernd Hanke, Managing Partner and Co Chief Investment Officer

Investable universe and ESG scoring

We draw the investable universe for both funds from the MSCI World IMI Index, which covers large, mid and small companies across developed markets. We adopted this index in January 2026 in place of the Solactive GBS Developed Markets Large & Mid Cap Index, which covers only large and mid sized companies. The broader index better reflects the full range of companies, including smaller companies, that our factor approach targets. The universe comprises the stocks making up the top 95% of the index by aggregate ranked market weight, which avoids illiquid micro cap companies that are difficult and costly to trade. Our product involvement screens exclude companies deriving 10% or more of their revenue from specified activities. Separate exclusions apply to cluster munitions and companies assessed as non-compliant with the UN Global Compact. Portfolios are rebalanced approximately quarterly. Each remaining company receives an ESG score: its ESG Risk Rating subtracted from 100, then ranked on a scale of 0 to 2 within mega and large caps and within mid and small caps. This is consistent with how we rank our investment factors. The ESG score is combined with the company's factor score to give a Factor+ESG score, which sets its target weight:

ESG INTEGRATION

Setting each company's target weight

$$\underset{\text{Result}}{\text{Company target weight}} = \underset{\text{After exclusions}}{\text{Eligible market weight}} \times \left(\underset{\text{Investment factors}}{\text{Factor score}} + \underset{\text{ESG Risk Rating}}{\text{ESG score}} \right)$$

Source: GSI.

A company with high factor and ESG scores receives a higher weight. A company with low scores on both receives a lower weight or, depending on the strategy, is excluded. We then check that each portfolio retains its target exposures to regions, sectors and smaller companies, so that the ESG tilt does not dilute the factor exposures.

Voting

Given the number of holdings and the cost of voting, we do not consider it in our clients' best economic interests to vote all proxies. We aim to vote on every resolution at the general meetings of the companies on our Target Voting List, which contains approximately 200 companies.

Target Voting List

Our Target Voting List is designed to focus our stewardship resources where our votes can be most effective. We prioritise companies based on the size of our holdings and the materiality of their ESG risks, including greenhouse gas intensity. We then cross reference recognised investor initiatives and focus lists to identify companies where collective action can strengthen our influence. Our selection criteria have evolved over time, reflecting a deeper understanding of material ESG risks and the expansion of our stewardship priorities, particularly in areas such as nature and deforestation.

Our voting activity, including summary statistics and significant votes, is reported each year in our Activities and Outcomes Report and in our Annual Voting Report, which is published on our website.



Source: GSI. Criteria reviewed each year. Current coverage is reported in our Activities and Outcomes Report.

"Minerva supports our voting process, but GSI sets the policy, reviews contentious proposals and remains accountable for every vote cast."

Andrew Cain, Managing Partner

How we vote

Minerva applies our customised voting template to each resolution and highlights contentious items. The investment team reviews the recommendations. Where a proposal falls outside the scope of our guidelines, we assess it case by case.

Our voting guidelines allow us to hold individual directors accountable where governance or sustainability concerns warrant escalation. Where boards fail to refresh their membership, exclude or disregard shareholder proposals without adequate justification or provide insufficient climate disclosure, we may vote against the board chair or the nomination committee chair, as appropriate.

We prefer to vote For or Against. We abstain only where the resolution format or market practice requires it or where information is insufficient to decide. We withhold only where it is the sole means of registering dissent.

Minerva executes votes on our behalf in line with our guidelines. GSI retains full authority for voting decisions on behalf of the funds and does not delegate voting discretion. Unitholders cannot direct or override our votes, and we do not split votes. GSI does not lend stock, so voting rights are not affected by recall decisions.

MINERVA ANALYTICS

Engagement and collaboration

We engage collectively with other investors through investor coalitions, networks and working groups. Our memberships include ShareAction (Investor Decarbonisation Initiative, including its chemicals working group, Good Work Investor Coalition, Raising Banking Standards and Long-term Investors for People's Health), the IIGCC (including its working groups and BERI), Climate Action 100+ and the IIGCC Deforestation Investor Group. Changes in membership are reported in our annual Activities and Outcomes Report.

We act collectively with other shareholders where doing so:

- is likely to be more effective than acting alone
- is consistent with our stewardship priorities
- is in the best interests of our clients
- complies with law and regulation, including competition law

We focus our company engagement on those on our Target Voting List, as we believe engagement is most effective when it is supported by our ability to vote. This allows our engagement and voting activities to work together and reinforce our stewardship priorities. Where engagement takes place outside the list, we explain this in our annual Activities and Outcomes Report.

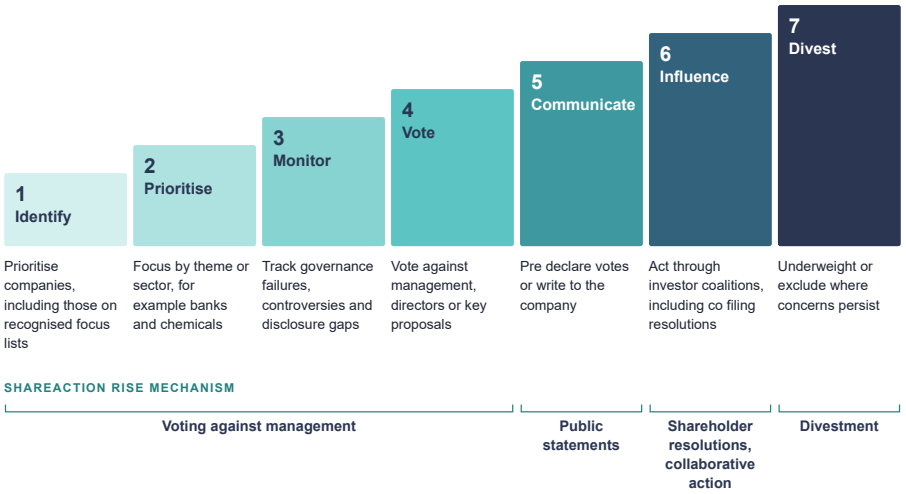
> "ShareAction highly values the investors, like GSI, that actively engage in the collaborative engagement activities we facilitate with companies and policy makers."
>
> ShareAction»

Escalation

Escalation is used where engagement alone has not produced sufficient progress, where governance is poor or where a company falls short on material sustainability issues. Our 7 step framework maps to the 5 escalation mechanisms in ShareAction's Responsible Investment Standards and Expectations (RISE).

ESCALATION

Our 7 step escalation framework



Our 7 step escalation framework progresses from identifying and prioritising companies to monitoring concerns, voting against management, communicating our position, acting with other investors and, where appropriate, divesting. Our escalation approach brings together the tools available to us as shareholders and the decisions we make through our investment process. The appropriate response depends on the circumstances, and the measures are not necessarily sequential.

Our voting guidelines hold named directors accountable. Where boards fail to refresh, ignore shareholder proposals without clear grounds or have insufficient climate disclosure, we may vote against the chair or the nomination committee chair.

Exclusion and divestment

We generally believe we serve clients better by pressing companies to improve than by divesting. The Investment Committee may underweight, exclude or divest from a company where:

- governance concerns persist
- disclosure remains inadequate
- the company is unwilling to engage with shareholders
- it is assessed as non compliant with the UN Global Compact
- it breaches our product involvement thresholds

Portfolios are rebalanced when companies are reclassified and no longer meet our ESG and factor criteria.

Stewardship policies

POLICIES

Our stewardship policies

01 Responsible Investment Policy	02 Global ESG Proxy Voting Guidelines	03 Shareholder Engagement Policy	04 Conflicts of Interest Policy
WHAT IT COVERS ESG integration, screening and exclusion criteria, and our climate approach.	**WHAT IT COVERS** Voting expectations on boards, audit, capital, remuneration, shareholder rights, shareholder proposals and sustainability, including climate, nature, deforestation, responsible tax, human rights, cyber security and AI. The Proxy Voting Policy sets out how votes are decided, executed and recorded, including the Target Voting List.	**WHAT IT COVERS** Engagement, collaboration and escalation.	**WHAT IT COVERS** Identification, management and disclosure of conflicts, including those arising from stewardship.
REVIEW Annually **AVAILABILITY** GSI website	**REVIEW** Annually, each February **AVAILABILITY** GSI website	**REVIEW** Annually **AVAILABILITY** GSI website	**REVIEW** Annually **AVAILABILITY** GSI website

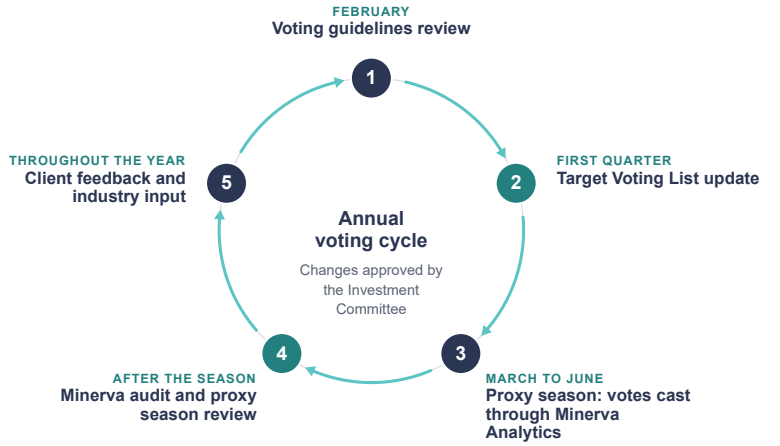
Source: GSI.

How we review our policies and processes

We review our voting guidelines formally each February. The timing allows us to reflect on the previous proxy season and on recent changes in good practice. We review Minerva's annual updates to its master template and select or adapt those appropriate for GSI. Inputs include sustainability data, client feedback, industry experts and research from initiatives such as ShareAction and the IIGCC.

VOTING

Our annual voting cycle



Source: GSI.

Proposed changes are considered by Andrew Cain and Kate Hudson, Stewardship Lead, and discussed with the Investment Committee before they are agreed. Kate Hudson is also responsible for policy approval and implementation. The Target Voting List is reviewed in the first quarter of each year. Our other stewardship policies are reviewed annually and published on our website.

We also review policies outside the annual cycle when needed, for example following a material incident, a regulatory change, an active controversy or significant client feedback. Changes made at each review are reported in our Activities and Outcomes Report.

Regulatory change can also lead to wider change, as with the renaming of our funds in 2025, described in Section A.

Assurance

- **Management company oversight.** Ascender's investment compliance team reviews the funds' investments and challenges GSI on any issues identified.
- **External compliance review.** Cosegic, an independent compliance consultancy, periodically reviews our policies, procedures and controls, including conflicts of interest. Findings are reported to the Compliance Committee via the compliance officer and inform training.
- **Sustainability claims.** As an FCA authorised firm, we are subject to the FCA anti-greenwashing rule. Sustainability claims in fund documents, marketing materials, our website and social media are reviewed by compliance before publication, to confirm that they are fair, clear and not misleading and consistent with the funds' sustainability characteristics.
- **Proxy adviser audit.** Minerva provides an annual proxy season review and monthly vote audit reports. We hold two review meetings a year: one to audit Minerva's processes and one to refresh our voting policy.
- **Independent research review.** MainStreet Partners, an independent research firm, periodically reviews the ESG integration of our strategies. MainStreet's May 2025 review found that the renaming of the funds had a positive impact on their assessment, helping to remove regulatory adherence penalties that had previously applied to the funds. The results of each review are reported in our Activities and Outcomes Report.
- **Approval.** Our stewardship reporting is reviewed by the investment team and compliance function and approved by the Management Committee.



SECTION D

Conflicts of interest

Our approach

Stewardship decisions must be made in the best interests of clients, independently of GSI's commercial interests or the personal interests of partners, staff and service providers. Our Conflicts of Interest Policy applies to our investment, voting and engagement activities. The Managing Partners are responsible for the systems and controls used to identify, manage and oversee actual and potential conflicts.

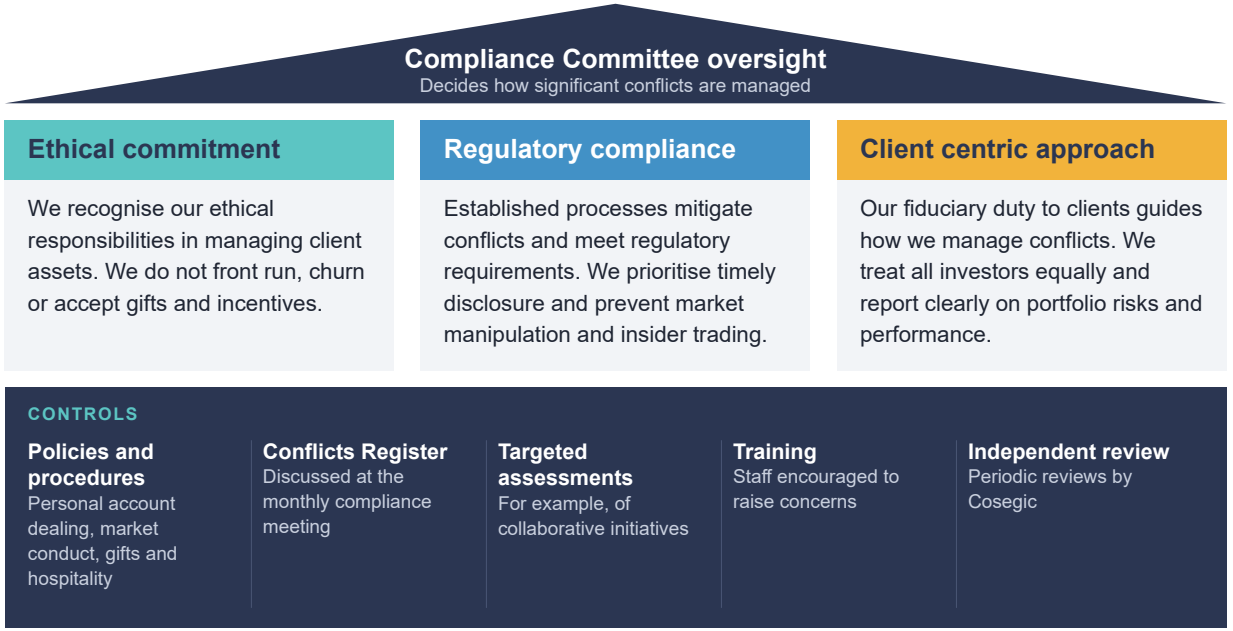
How conflicts are identified and recorded

We identify potential conflicts through staff disclosures, documented policies, compliance monitoring and ongoing review of our stewardship arrangements. Relevant interests, including directorships, personal investments and relationships, must be disclosed. Personal Account Dealing Procedures and our Market Conduct Policy apply to all staff. Gifts and hospitality must be declared and approved, and inducements that could favour one client over another are prohibited.

Potential and actual conflicts are reported to the compliance officer and recorded in the Conflicts of Interest Register, together with the measures taken to manage them.

CONFLICTS OF INTEREST

Conflict management framework: oversight and controls



Source: GSI conflicts of interest policy and Conflicts of Interest Register.

Escalation and resolution

The compliance officer reports identified conflicts to the Compliance Committee. The Compliance Committee reviews how the conflict should be managed and decides whether it should be referred to the Management Committee. Where a conflict affects a voting decision, possible safeguards include appointing an independent fiduciary to vote or abstaining. We report annually in our Activities and Outcomes Report whether any voting decisions have been escalated because of a conflict.

COSEGIC

Oversight and disclosure

The Conflicts of Interest Register is discussed at monthly compliance meetings and reviewed by the Compliance Committee at least annually. Cosegic periodically reviews our conflicts arrangements. Staff are encouraged to report potential conflicts or ethical concerns.

Where a conflict cannot be avoided or the measures to manage it are insufficient, we disclose the conflict to affected clients so that they can make informed decisions. We also disclose conflicts where required by law or regulation.

CONFLICTS OF INTEREST

Stewardship related conflicts and how we manage them

01
Ownership interests
GSI has no parent company or external shareholders. A partner's minority interest in an unrelated financial advisory firm is recorded in the Register and monitored.

REGISTER

02
Different client views and interests
One policy applies to all investors in our pooled funds. Client feedback informs policy reviews but does not determine votes or exclusions. Where the funds hold both parties to a merger or takeover, we vote each holding under our guidelines in the interests of the funds' investors as a whole.

SINGLE POLICY

03
Commercial and competitive interests
Investment, voting and engagement decisions are independent of relationships with advisers, platforms, providers and investee companies. Where a service provider is also a company we hold, votes follow our predefined guidelines.

INDEPENDENCE GUIDELINES

04
Personal interests of partners and staff
Partners and staff disclose relevant holdings, directorships and relationships. Personal Account Dealing Procedures and the Market Conduct Policy apply.

DISCLOSURE DEALING RULES

05
Proxy adviser conflicts
GSI uses its own voting guidelines, not Minerva's house view, and retains voting authority. Minerva must disclose changes to its conflicts arrangements.

OWN GUIDELINES

06
Collaborative engagement initiatives
We participate where initiatives are consistent with clients' interests. Potential conflicts are assessed and managed under our established process.

ASSESSMENT

Source: GSI. Conflicts are referred to the Compliance Committee where appropriate.



SECTION E

Dialogue with clients and beneficiaries

Our clients and beneficiaries

Our clients are primarily financial advisers, wealth managers and discretionary fund managers, alongside institutional investors. Most share our evidence based investment philosophy.

We do not deal directly with individual retail investors, so we rely largely on the advisers and managers responsible for their portfolios to understand the interests and priorities of the underlying beneficiaries. We take these views into account when reviewing our stewardship approach, while retaining responsibility for investment and voting decisions.

How we keep clients informed

We maintain regular contact with clients through meetings, reporting and consultation on specific issues. Our core client reporting includes monthly fund factsheets, quarterly fund updates and conference calls, as well as performance and ESG attribution analysis. The fund updates include stewardship activity and case studies. We also prepare a detailed Investment Managers Report twice a year.

We publish full voting records twice a year and an Annual Voting Report covering voting activity and significant decisions. Our annual Activities and Outcomes Report covers our stewardship activity, outcomes and policy developments.

We publish thematic research and stewardship case studies where useful, including work on fossil fuel exposure, defence and engagements involving Air Liquide, Linde and Amazon. Stock and portfolio data are provided to Morningstar and FE FundInfo, while our fund information is also available through Fund EcoMarket and AssetQ.

Material changes are communicated directly to clients. In 2025 we wrote to clients, platforms, researchers and data providers ahead of the renaming of our funds. For the change of benchmarks from January 2026, we published a question and answer note setting out what changed, why it changed and confirmation that the investment process was unaffected. All documents are available on request.

How we listen to clients

We meet with clients and their advisers to discuss investment and stewardship matters, generally twice a year. These conversations, whether in person or by phone, help us understand their priorities in more depth. We also run surveys on specific issues and attend sustainable investment conferences to hear directly from clients, advisers and peers. Partners speak at industry events on how advisers can talk to their clients about ESG and stewardship.

> "GSI's disciplined, systematic approach to core equity is matched by an unwavering commitment to sustainability.
>
> Reliable, forward-thinking and principled, they have backed GoodStock.Live since day one, bringing transparency, insight and a shared vision to our community."
>
> Adam Owen,
> Co-founder, Goodstock

How client feedback informs our stewardship

Client feedback has influenced our product design and stewardship policies. The Global Aware Focused Value Fund, for example, was developed in response to demand for stronger value exposure alongside ESG integration.

In 2025, we consulted clients on fossil fuel exposure as part of our review of the ESMA fund naming guidelines and sought their views on our defence exclusions. The table summarises what we heard and the decisions we made.

We consider client feedback alongside our investment objectives and fiduciary responsibilities, ensuring that our approach remains consistent, accountable and responsive to evolving expectations.

Our annual Activities and Outcomes Report demonstrates how we put these commitments into practice during 2025 and the outcomes achieved.

CLIENTS

You said, we did

You said	We did
FOSSIL FUELS	
Clients supported lower fossil fuel exposure but wanted the funds to stay invested in the sector.	We renamed the funds Aware in April 2025 and kept selective inclusion.
DEFENCE	
Clients favoured keeping our existing defence exclusions.	We kept the existing exclusions.

Source: GSI client feedback.

Important information

This document is issued by Global Systematic Investors LLP in connection with its reporting under the UK Stewardship Code 2026. It is provided for information only and does not constitute an offer, invitation or recommendation to buy or sell units or shares in any investment fund.

GSI Funds are regulated investment vehicles incorporated in the Republic of Ireland and are therefore outside the scope of the UK's Sustainability Disclosure Requirements (SDR) and are not seeking an SDR label. The Funds do not claim compliance with the SDR requirements.

This document should be read in conjunction with the Funds' Prospectus, key investor information document (KIID) or offering memorandum and can be viewed at www.gsillp.com and at www.ascenderfundpartners.com.

GSI does not provide investment advice. Potential investors should seek independent advice regarding the suitability of the Funds for their investment needs. Investors should be aware that past performance is not indicative of future performance. Returns can be volatile, reflecting rises and falls in the value of underlying investments. Investors may not get back the full amount initially invested.

The contents of this document are based on sources of information believed to be reliable. GSI has taken reasonable care to ensure the information stated is accurate as of the date of the material unless stated otherwise. However, GSI makes no representation, guarantee or warranty that it is wholly accurate or complete.

Any performance information shown in this document is for general information purposes only. Any reliance you place on this information is strictly at your own risk. In no event will Global Systematic Investors be liable for any loss or damage, including, without limitation, indirect or consequential loss or damage arising out of or in connection with the use of this information.

The GSI Global Aware Value Fund and the GSI Global Aware Focused Value Fund are Funds of GemCap Investment Funds (Ireland) plc, an umbrella type, open ended investment company with variable capital, incorporated on 1 June 2010 under the laws of Ireland with limited liability and segregated liability between Funds.

GemCap Investment Funds (Ireland) plc is authorised by the Central Bank of Ireland pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 (S.I. No. 352 of 2011) (the "UCITS Regulations"), as amended. Ascender Fund Partners (Ireland) Limited, trading as Ascender Fund Partners, is a limited liability company incorporated under the registered number 579677 under Irish law, pursuant to the Companies Act 2014, which is regulated by the Central Bank of Ireland. Its office is at Suites 22-26 Morrison Chambers, 32 Nassau Street, Dublin 2, D02 X598. The registered office of GemCap Investment Funds (Ireland) plc is at 7th Floor, Block A, One Park Place, Hatch Street, Dublin 2. Ascender Fund Partners acts as both a management company and global distributor to GemCap Investment Funds (Ireland) plc.

Global Systematic Investors LLP is registered as a limited liability partnership in England and Wales with the number OC370686. Its registered office is at 75 King William Street, London, EC4N 7BE. Authorised and regulated in the United Kingdom by the Financial Conduct Authority (FRN 572537).



UK STEWARDSHIP CODE 2025

Part Two:

Activities and Outcomes Report

Reporting period: 1 January to 31 December 2025

1 Policy and Context Disclosure

2 Activities and Outcomes Report

Our report to the Financial Reporting Council under the UK Stewardship Code 2026.



Part Two:

Activities and outcomes report

Contents:

Introduction	36
2025 at a glance	38
Principle 1: Integrating stewardship and investment	39
Principle 2: Promoting well-functioning markets	48
Principle 3: Engagement	55
Principle 4: Exercising rights and responsibilities	76
Principle 5: Selection and oversight of managers	87
Principle 6: Monitoring service providers	88
Important information	94

Introduction

This report covers Global Systematic Investors LLP's (GSI) stewardship activity from 1 January to 31 December 2025 and the outcomes of that work. It accompanies our Policy and Context Disclosure, which provides further information on our organisation, governance, policies, and processes.

We report against Principles 1, 2, 3, 4 and 6 of the UK Stewardship Code 2026. As we invest directly and do not appoint external investment managers, Principle 5 does not apply.

GSI manages two global equity funds, the GSI Global Aware Value Fund (GAV) and the GSI Global Aware Focused Value Fund (GAFV), which has a stronger tilt to factors.

Both are sub funds of GemCap Investment Funds (Ireland) plc, with GSI as investment manager and CACEIS Investor Services Ireland as custodian. Throughout 2025, the funds' management company was Gemini Capital Management (Ireland) Limited, trading as GemCap, which changed its name to Ascender Fund Partners (Ireland) Limited on 9 February 2026.

During 2025, we voted at 202 meetings across 192 companies. Our collaborative engagement included work on the energy transition in the industrial gases sector, alongside labour rights, banking, and climate risks. We updated our voting guidelines to include expectations on nature and lobbying and renamed our funds to comply with the ESMA guidelines on fund names. Neither change affected our investment process or stewardship approach.

Several engagements covered in this report remain ongoing, and we report where companies have not met investors' requests. Engagement did not directly affect portfolio weights during 2025. Where ESG risks deteriorate, escalation may instead occur through our investment process, independently of engagement activity.

Unless stated otherwise, figures are as at 31 December 2025. Developments after that date are included as next steps and marked "Since the period end."

Approval

This report was reviewed and approved by the Management Committee of Global Systematic Investors LLP on 30 October 2026.



Garrett Quigley, Managing Partner, and Co Chief Investment Officer

Our stewardship priorities in 2025

Our main stewardship priorities, set out in Section A of our Policy and Context Disclosure, reflect where our portfolios are most exposed and what our clients have told us matters most to them. The graphic summarises our 2025 activity on each priority and shows where it is reported.

STEWARDSHIP PRIORITIES

Our 2025 priorities and where we report them

PRIORITY	WHAT WE DID IN 2025	PRINCIPLE 1	2	3	4	6
Banks	Supported ShareAction's engagement with HSBC; investor group on climate risk at ING; voted against pay at both	·	·	✓	·	·
Climate transition	Engagements at Linde and Air Liquide; Climate Action 100+ group for Maersk; 5 climate lobbying proposals supported	✓	·	✓	✓	·
Nature and deforestation	Wider voting guidelines on nature disclosure; 13 of 14 nature proposals supported	·	✓	·	·	·
Human and labour rights	6 shareholder proposals supported at Amazon and a human rights proposal co filed; Good Work Coalition	·	·	✓	✓	·
Governance	77.55% of remuneration resolutions opposed; 57 director discharge resolutions opposed	·	✓	·	✓	·

Source: GSI. Principle 5 does not apply.

2025 at a glance

AT A GLANCE

Our stewardship in 2025

£776m*

GAV £442m | GAFV £334m

Assets under management at 31 December 2025, all in listed developed market equities

202

Shareholder meetings voted, at 192 companies in 18 markets

3,325

Resolutions voted, every resolution on every available ballot

30.98%

Average 4.91%

Votes against management, against average shareholder dissent of 4.91%

192 of 202

Meetings with at least one vote against management

182 of 267

Shareholder proposals supported; all 55 anti ESG proposals opposed

9

Companies newly excluded; neither fund held an excluded company at year end

65.29%

Average 10.43%

Votes against management on all 170 sustainability resolutions, against average shareholder dissent of 10.43%

Aware

Funds renamed from "Sustainable" to "Aware" on 28 April 2025 to comply with the ESMA guidelines on fund names, with no change to the investment process

Source: GSI; Minerva Analytics, GSI 2025 Annual Voting Report. Figures for the year to 31 December 2025. *See note below.

* Since the period end: assets under management declined following a substantial redemption from GAFV by an institutional investor in Q1 2026, arising from a corporate acquisition and restructuring of its investment products. The redemption was unrelated to the fund's performance or investment process.



PRINCIPLE 1

Integrating stewardship and investment

The investment rules, ESG ratings and exclusions described in Section C of our Policy and Context Disclosure remained in place throughout 2025. The evidence below shows how they shaped our portfolio holdings and informed our stewardship priorities.

Investment decisions follow our systematic factor and ESG process. Stewardship works alongside it. We focus our voting and engagement on companies where our holdings, ESG risks and opportunities to exercise shareholder influence warrant particular attention. We do not change portfolio weights in response to individual company engagements.

How ESG risk shaped our portfolios

Every company in our investable universe receives an ESG score derived from its Sustainalytics ESG Risk Rating. We combine this with the company's factor score to determine its target weight. Companies with lower unmanaged ESG risk therefore generally receive a higher allocation, while each fund maintains its target exposures to value, size, regions and sectors.

Both funds integrate ESG risk through the same systematic investment process, but their portfolio construction objectives differ.

At 31 December 2025, neither fund held any company rated Severe risk, compared with 0.75% of the Solactive index. Both funds also held less than the index in the High risk category: 1.69% for GAV and 2.33% for GAFV, compared with 4.05%.

GAV showed the stronger tilt towards lower ESG risk. It held 81.34% in the Low and Negligible risk categories combined, compared with 69.68% for the index, and 16.97% in Medium risk, compared with 25.39%.

GAFV held 28.25% in Medium risk, above the index weight of 25.39%, and 69.41% in the Low and Negligible categories combined, close to the index.

Both funds held about twice the index weight in the Negligible risk category: 6.08% for GAV and 5.99% for GAFV, compared with 2.90%.

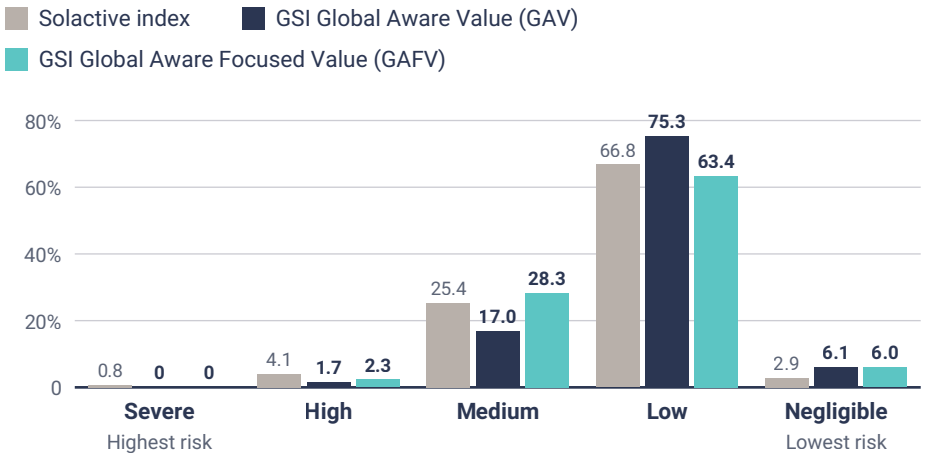
The different distributions reflect the interaction between the ESG tilt and each fund's other portfolio objectives, rather than a difference in how ESG risk is assessed. Both funds also had lower weighted average ESG Risk Ratings than the Solactive index: 16.4 for GAV and 17.6 for GAFV, compared with 18.48 for the index. Lower ratings indicate less unmanaged ESG risk.

SUSTAINALYTICS

ESG INTEGRATION

Fund weight by ESG risk category

% of fund or index, by Sustainalytics ESG Risk Rating category



Labelled values in %. Source: Style Analytics, using Sustainalytics ESG Risk Ratings.

Effect on investment performance

2025 RETURN[1]

GAV	**12.72%**
GAFV	**13.13%**
Solactive index	**13.24%**

We reviewed the contribution of our factor and ESG tilts to relative returns in 2025. GAV returned 12.72% and GAFV returned 13.13%, compared with 13.24% for the Solactive GBS Developed Markets Large & Mid Cap Index, the comparator for both funds during the reporting year.

The value tilt was the largest positive contributor in both funds, contributing 3.59 percentage points to GAV's relative return and 9.41 percentage points to GAFV's. The ESG tilt had a different effect in each fund, detracting 0.67 percentage points from GAV's relative return and contributing 0.18 percentage points to GAFV's.

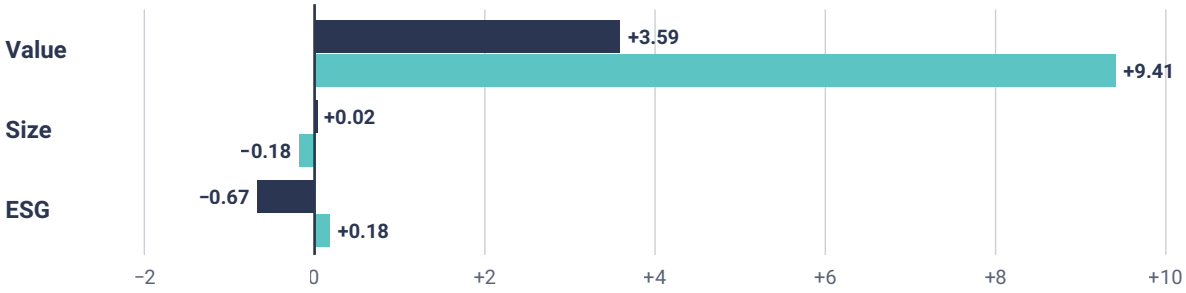
The following charts show contributions from the factor and ESG tilts, including their regional differences. Each tilt is measured independently, so the figures are not additive.

ESG INTEGRATION

What each tilt contributed to relative return in 2025

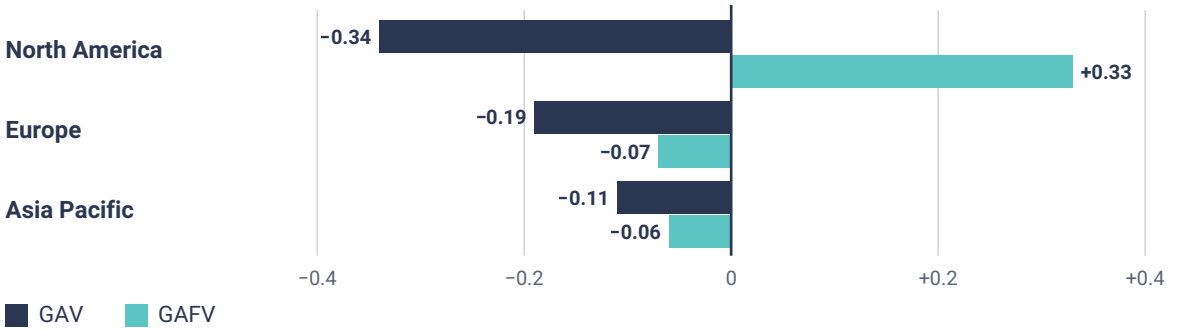
Contribution of each tilt

Percentage points of relative return



ESG tilt by region

Percentage points of relative return



Each tilt is measured independently, so contributions overlap.

[1] Source: GSI attribution analysis, 31 December 2024 to 31 December 2025; regional allocation effects, US dollars, before fees and costs, using month end holdings.

EXCLUSIONS

Our exclusions

Business practices	Fur and leather	Gambling	Predatory lending	Whale meat
Environment	GM crops	Palm oil	Pesticides	
Defence and military	Controversial weapons	Military contracts	Riot control	Small arms
Health and wellbeing	Adult entertainment	Cannabis	Tobacco	
Energy	Arctic energy	Oil sands	Shale energy	Thermal coal
UN Global Compact	UN Global Compact violators			

Applies to both funds. Product involvement: 10% or more of company revenues. Source: GSI.

Exclusions in 2025

Our exclusions operate alongside ESG integration as part of our systematic investment process. Our product involvement screens reflect our responsible investment policy, informed by the UN Sustainable Development Goals, and exclude companies deriving 10% or more of their revenue from specified activities across all categories. We separately exclude companies assessed as non-compliant with the UN Global Compact. Both sets of exclusions apply to our 2 funds.

We do not apply an animal testing exclusion because data providers use inconsistent definitions. Our approach to assessing ESG data quality is explained under Principle 6.

At the end of 2025 we changed our reference universe from the Solactive index to the MSCI World IMI (see Since the period end below), so we report year end exclusions against the MSCI World IMI.

Measured against the MSCI World IMI, our product involvement screens excluded 221 companies, representing 5.01% of the index by weight. Military contracts, gambling, and thermal coal accounted for the largest groups. The companies excluded for non-compliance with the UN Global Compact are Tokyo Electric Power Company, Toshiba, Wells Fargo, and Toronto-Dominion Bank.

During the year, neither fund held any company excluded under our product involvement or UN Global Compact screening rules.

EXCLUSIONS

Companies excluded at 31 December 2025

Measured against the MSCI World IMI

221
companies, product involvement screens

5.01%
of the index by weight

0
excluded companies held

Product involvement
number of companies

Military contracts	89
Gambling	45
Thermal coal	43
Other screens	44

UN Global Compact breaches
4 companies

- Tokyo Electric Power Company
- Toshiba
- Wells Fargo
- Toronto-Dominion Bank

Source: GSI, Sustainalytics.

Changes during 2025

Our screening rules are applied throughout the year as company activities and ESG assessments change.

In 2025, 9 companies became newly ineligible for investment. Of these, 8 were excluded under our product involvement screens for activities including shale oil and gas, military contracts and controversial weapons. Devon Energy, Diamondback Energy and Coterra Energy were among those excluded for shale oil or gas exposure. Toronto Dominion Bank was excluded after being assessed as noncompliant with the principles of the UN Global Compact.

At the end of 2025, a total of 4 companies were excluded for noncompliance with the UN Global Compact.

EXCLUSIONS

9 companies newly excluded in 2025



Source: GSI. Exclusions apply to both funds.

Applying our ESG risk criteria: Chevron

Changes in a company's ESG Risk Rating can prompt a review of a holding. Our tolerance level is a Sustainalytics rating of 40, the start of the Severe category, although exceeding this does not trigger an automatic sale.

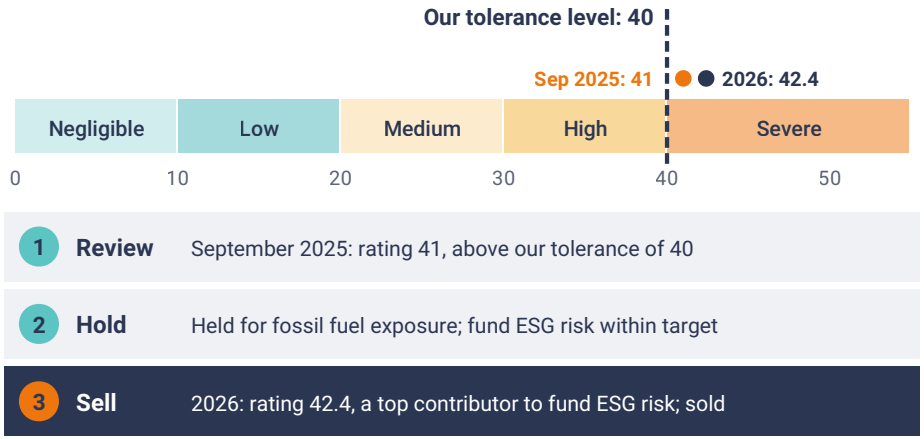
In September 2025, Chevron's rating rose to 41. We reviewed the holding but retained it as the funds' overall ESG risk remained below target. In 2026, the rating rose to 42.4 and Chevron became one of the largest contributors to the funds' ESG risk, leading us to divest.

The decision resulted from our ESG risk assessment and investment process, rather than company engagement.

ESG RISK

Applying our ESG risk criteria: Chevron

Sustainalytics ESG Risk Rating; higher means more risk



1	**Review**	September 2025: rating 41, above our tolerance of 40
2	**Hold**	Held for fossil fuel exposure; fund ESG risk within target
3	**Sell**	2026: rating 42.4, a top contributor to fund ESG risk; sold

Source: GSI, Sustainalytics.

Managing climate exposure

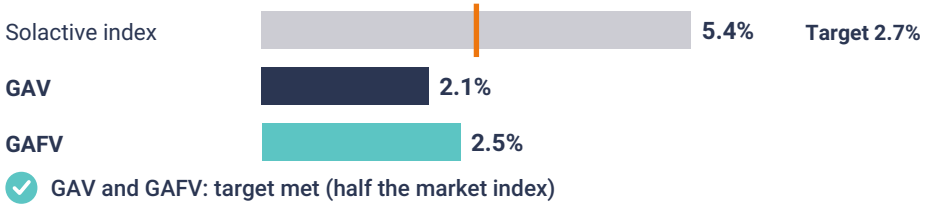
Our climate targets are to hold no more than half the fossil fuel exposure and half the weighted average carbon intensity of a market index. We use the same market index for both funds: the Solactive GBS Developed Markets Large & Mid Cap Index in 2025 and the MSCI World IMI from 1 January 2026.

Fossil fuel exposure

CLIMATE

Fossil fuel exposure

% of fund or index, 31 December 2025



Source: GSI Fossil Fuel Exposure Reviews, January 2026.

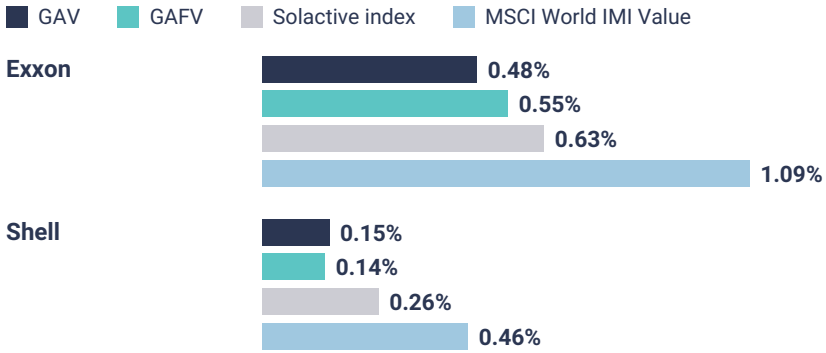
Both funds met our fossil fuel exposure target in 2025. We retain some oil and gas companies that qualify for our value strategies and pass our exclusion screens, while aiming for substantially lower overall fossil fuel exposure than the market index. GAV held 964 companies, including 22 in energy and 20 in utilities. GAFV held 630 companies, including 12 in energy and 6 in utilities.

CLIMATE

Oil major weights



% of fund or index, 31 December 2025



Source: GSI Fossil Fuel Exposure Reviews, January 2026.

We generally aim to hold eligible oil majors at no more than their broad market weights. This is substantially below the weights they might otherwise receive in our value strategies, where investment is concentrated in a smaller group of eligible companies. Exxon and Shell illustrate this approach: both funds held them below their weights in the Solactive market index and substantially below their weights in the MSCI World IMI Value. The value index provides context for our positioning; our climate targets are assessed against the broader market index.

> "We generally aim to hold eligible oil majors at no more than their broad market weights.

Carbon intensity

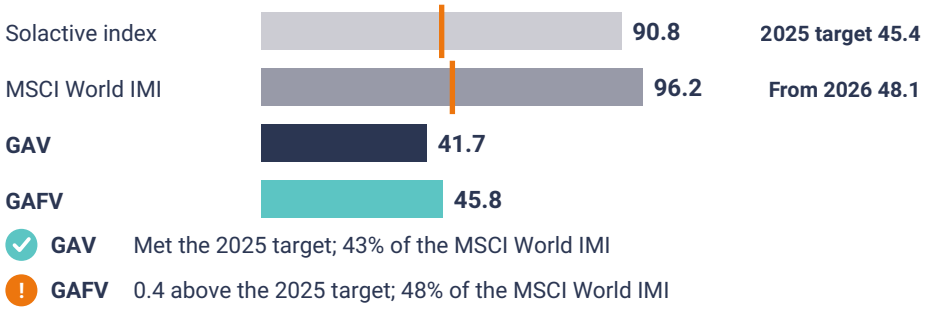
GAV met our carbon intensity target at the end of 2025. GAFV finished marginally above it, by 0.4 tonnes CO_2e per $m of revenue.

During the year, portfolio managers considered both the existing and forthcoming market indices at normal quarterly rebalances, preparing for the January 2026 change without unnecessary turnover. Both funds were below half the carbon intensity of the MSCI World IMI at year end. This was the market index used for our climate targets from January 2026; it does not change the assessment against the Solactive target that applied in 2025.

CLIMATE

Carbon intensity

Tonnes CO2e per $m of revenue, 31 December 2025



Source: GSI, using Sustainalytics data; MSCI.

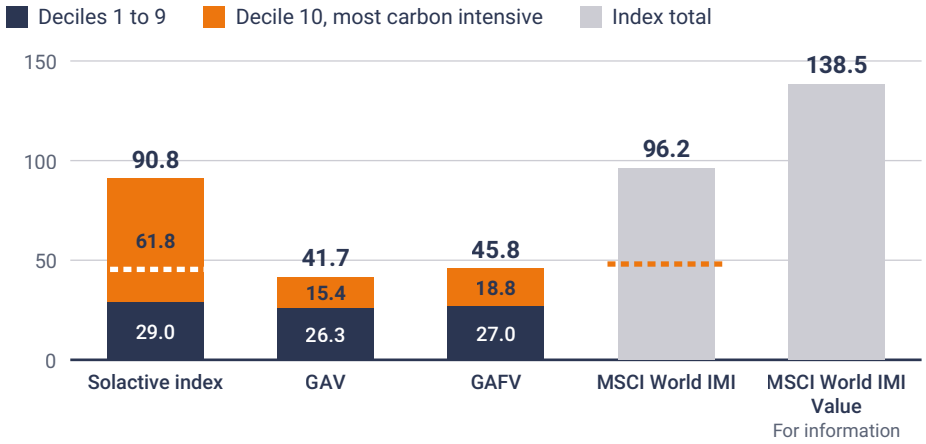
Sources of carbon intensity

The decile analysis shows that our lower exposure to the most carbon intensive companies accounts for most of the difference between the funds and the market index. Companies in the Solactive index are grouped into ten bands by carbon intensity.

CLIMATE

Carbon intensity by decile

Tonnes CO2e per $m of revenue, 31 December 2025



Dashed line: target, half the market index. Source: GSI, using Sustainalytics data; MSCI.

GAFV's higher carbon intensity mainly reflects its greater exposure to the most carbon intensive group. This is consistent with its stronger value tilt, as value companies are more prevalent in sectors such as energy, utilities and materials, where carbon intensity tends to be higher. The MSCI World IMI Value comparison illustrates this characteristic of value investing; it is GAFV's performance reference, while the broader MSCI World IMI is the market index used for both funds' climate targets from January 2026.

From portfolio data to stewardship priorities

Our Target Voting List determines where we concentrate our voting activity. Each year, we review our portfolio holdings, considering the size of our investments and the material ESG risks associated with individual companies. We also cross reference our holdings against companies identified by initiatives including Climate Action 100+, Nature Action 100, the Net Zero Engagement Initiative and IIGCC's Banks Engagement and Research Initiative (BERI). This helps identify companies facing significant climate, nature and governance challenges that warrant particular attention through voting.

Portfolio carbon data also helps identify engagement priorities. Linde was the largest single contributor to the weighted average carbon intensity of our portfolios. This informed our decision to prioritise engagement with Linde and Air Liquide on renewable electricity procurement, discussed under Principle 3.

In 2025, our Target Voting List comprised 200 companies, representing 66.0% of GAV and 72.7% of GAFV by value, or 69.4% of combined holdings. The list is reviewed annually to reflect changes in our portfolios and emerging stewardship priorities. Our voting activity and actual coverage are reported under Principle 4.

Outcome

Our screening and ESG integration process resulted in portfolios with no excluded holdings and lower exposure to the highest ESG risk group than the market. Both funds met our 2025 fossil fuel exposure target, although GAFV finished marginally above the 2025 carbon intensity reference level. Portfolio analysis also informed our stewardship activity, including our engagement with Linde and Air Liquide on renewable electricity procurement.

Since the period end

From 1 January 2026, the MSCI World IMI replaced the Solactive index as the starting investment universe for both funds, extending coverage to smaller companies. For comparability, the exclusion figures at 31 December 2025 are measured against this wider universe, although it was not our starting investment universe during 2025. Since the year end, Wells Fargo and Toronto-Dominion Bank are no longer assessed as non-compliant with the UN Global Compact. Both are now eligible for investment, but neither has been added to our portfolios because the funds are already at their limits for North American financials. In 2026, we extended our Target Voting List methodology to include Global Canopy's Forest 500, to identify companies with material deforestation risks in their supply chains. This brought 4 additional companies onto the list that would not otherwise have qualified: Nike, Starbucks, Tapestry and Daiwa House.



PRINCIPLE 2

Promoting well-functioning markets

We view well-functioning markets as those in which investors have access to clear and reliable information, capital can be allocated on an informed basis, and market integrity and resilience are maintained over the long term. As a systematic investor, we also believe diversification and investment discipline contribute to resilience by reducing reliance on individual companies, sectors, or market themes.

Our stewardship activities support these characteristics in different ways. In 2025, we improved the clarity of our fund labelling, strengthened our voting guidelines, and maintained our disciplined, diversified investment approach. Through our voting, we also opposed shareholder proposals that sought to weaken existing corporate sustainability commitments where we considered these inconsistent with long term shareholder interests.

Market context in 2025

In the first quarter of 2025, markets fell after the reintroduction of US trade tariffs, which raised concerns about inflation and disrupted supply chains. Sentiment recovered from the second quarter, supported by resilient economic data and optimism about artificial intelligence. Global equities advanced in the second half despite continued uncertainty over trade policy and geopolitical risks, including the conflict in the Middle East and the war in Ukraine.

Inflation moderated unevenly across regions. The Federal Reserve lowered its target range by 0.75 percentage points during the year, to 3.50% to 3.75%, and the Bank of England and the ECB also reduced rates. The US dollar declined against major currencies, reflecting concerns about fiscal imbalances and trade deficits, and sterling rose 7.7% against the dollar.

Developed market equities returned 21.9% in US dollars and 13.24% in sterling over the year. Value stocks outperformed growth in all regions. Smaller companies underperformed larger ones in North America but outperformed in Europe and Asia Pacific. Companies with lower ESG risk underperformed those with higher ESG risk in all regions, and the Magnificent Seven returned only slightly more than the broad market, although market expectations for companies likely to benefit from artificial intelligence remained high.

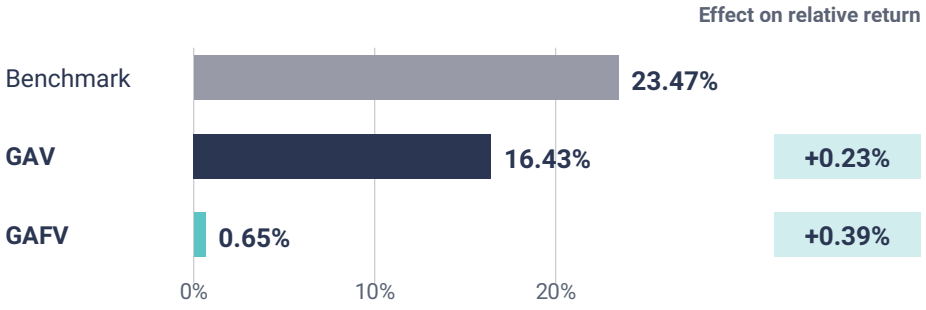
How we responded

We did not change our approach in response to these events. We do not attempt to time markets or make tactical decisions based on headline news. We manage risk through diversification across developed markets, sectors and stocks to limit the influence of any single event on our portfolios. Both funds remained underweight the Magnificent Seven relative to the market weighted benchmark, adding 0.23% to GAV's relative return and 0.39% to GAFV's.

DIVERSIFICATION

Weight in the Magnificent Seven

Average over 2025



Source: GSI attribution analysis, 2025.

Clear fund labelling

On 28 April 2025 we renamed our funds, replacing “Sustainable” with “Aware”, to comply with the ESMA guidelines on fund names using ESG or sustainability related terms. A “Sustainable” name would have required exclusions, including of fossil fuel companies, that our clients told us they did not want. They supported reduced exposure but preferred that we remain invested so that we could continue to vote and engage.

The change was in name only. The funds’ objectives, investment process, and risk profile did not change. Both remain classified as Article 8 under SFDR. We wrote to clients, platforms, researchers, and data providers before the change.

The outcome was clearer alignment between fund labels and the investment approach. MainStreet Partners’ independent review in May 2025 found that the renaming had a positive effect on its assessment, removing regulatory adherence penalties that had previously applied to the funds.

OUR FUNDS

Fund names changed on 28 April 2025

UNTIL 28 APRIL 2025		FROM 28 APRIL 2025
GSI Global Sustainable Value Fund	GAV →	**GSI Global Aware Value Fund**
GSI Global Sustainable Focused Value Fund	GAFV →	**GSI Global Aware Focused Value Fund**

What did not change

- Objectives
- Investment process
- Risk profile
- SFDR Article 8
- Stewardship approach

Source: GSI.

Raising standards through our voting guidelines

Ahead of the 2025 voting season, we strengthened our voting guidelines in 4 areas:

- **Board diversity:** stronger expectations on board gender diversity in European markets, following the EU Directive on Gender Balance in Corporate Boards.
- **Director discharge:** wider coverage of director discharge and director and officer liability, with oppositional votes where we have concerns about conduct and compliance failings.
- **Shareholder rights:** stronger protections for minority shareholders and closer scrutiny of entrenchment devices, including supermajority voting provisions, disclosure of voting rights by share class and related party transactions.
- **Sustainability oversight:** wider expectations on disclosure of nature and biodiversity risks and opportunities, and on lobbying transparency and alignment.

These changes applied throughout the 2025 season and shaped the votes reported under Principle 4. After the season, we reviewed the guidelines again and agreed further changes for 2026, described under “Since the period end”.

Selected changes and voting examples:

- **Board diversity:** we voted against 36 nomination committee chairs, at 36 companies, where board diversity, or disclosure of diversity policy and targets, fell short.
- **Director discharge:** we voted against 57 of 148 resolutions to discharge directors from liability, at 26 companies, including companies facing ongoing litigation.
- **Shareholder rights:** we voted against 8 of 10 management proposals to allow virtual only meetings. At Meta Platforms, which has a controlling shareholder, we supported proposals to disclose voting results by share class and to move to one share, one vote, which received around 21% and 26% support. We supported the removal of supermajority voting requirements, including a shareholder proposal at Regions Financial that passed with 92.81% support.
- **Lobbying:** we supported 9 shareholder proposals seeking better lobbying disclosure, 5 of them on climate lobbying, including at Linde, where we supported the proposal, but it was not put to the vote.
- **Nature:** we supported 13 of the 14 shareholder proposals on nature related issues, at 10 companies, including plastic packaging and biodiversity impact assessments. The proposal we opposed was an anti ESG proposal.
- **Sustainability reporting:** where companies put their sustainability report to a vote, we opposed 2 of 8, at Chubb and Richemont.

Sources: Minerva Analytics; GSI voting data.

VOTING GUIDELINES

What we strengthened for 2025, and how it showed in our votes

2025 GUIDELINE CHANGE	WHAT IT MEANT FOR OUR VOTES
Director discharge Wider coverage of discharge and liability resolutions	**57 of 148** discharge resolutions opposed, at 26 companies
Shareholder rights Closer scrutiny of entrenchment devices	**92.81%** support for the Regions Financial proposal we backed to remove supermajority voting; it passed. We also opposed 8 of 10 virtual only meeting proposals
Lobbying transparency Wider expectations on lobbying disclosure and alignment	**9 of 9** lobbying disclosure proposals supported. Climate lobbying (5): Bank of America, Bank of Montreal, Linde, Mondelez and Verizon. Other lobbying (4): Alphabet, Hewlett Packard Enterprise, IBM and Visa
Sustainability reporting Votes against sustainability reports where disclosure falls short	**2 of 8** sustainability reports opposed, at Chubb and Richemont

Sources: Minerva Analytics; GSI voting data.

Responding to anti ESG pressure

The 2025 proxy season took place against heightened regulatory, legal, and political scrutiny of ESG related stewardship, particularly in the United States. The number of environmental and social shareholder proposals fell, while proposals seeking to scale back company initiatives on climate change and diversity increased.

We opposed all 55 anti-ESG proposals we voted on, because they ran counter to our support for reasonable requests that address material sustainability risks. These proposals received average support of only 2.05%. We continued to support well targeted proposals on human rights, civil rights, climate disclosure, and supply chain labour risks (see Principle 4).

ANTI ESG PRESSURE

We opposed all 55 anti ESG proposals



1 square = 1 proposal opposed

2.05%

average support from all shareholders

65.0%

of sustainability proposals supported

Source: GSI voting data; Minerva Analytics.

Nature and deforestation

In 2025 our work on nature was through our voting: we widened our guidelines on nature disclosure and supported 13 of the 14 shareholder proposals on nature related issues, at 10 companies.

Since the period end, in February 2026, we joined the IIGCC's Deforestation Investor Group, which brings together investors from more than 60 organisations to support action on deforestation, and we attended our first meeting in March 2026. Membership gives us access to research and collaborative engagement on deforestation risk in company supply chains.

Investor education and industry contribution

In 2025, as sustainable investing faced greater scrutiny and some firms became more cautious about discussing it, we continued to encourage informed debate. Much of our education focused on challenging five common myths about sustainable investing, particularly the assumption that incorporating ESG considerations must come at the expense of investment returns.

Our aim was to explain how ESG risk can be integrated into a disciplined investment process, supported by evidence rather than broad sustainability claims. We used our own portfolio analysis, performance attribution and stewardship experience to help investment professionals understand the choices involved and assess the results.

We also continued to contribute to wider discussions about investment risks, shareholder rights and stewardship standards. The activities below show how we shared our research and expertise during 2025.

EDUCATION AND INDUSTRY

Sharing our experience in 2025



EDUCATION AND OUTREACH

Sustainable investing in practice

Challenged five common myths about sustainable investing, including that ESG integration must cost returns, and discussed how advisers can talk to their clients about ESG and stewardship. Delivered through adviser workshops, masterclasses and industry panels at Reset Connect, NextGen Planners and Goodstock.



ADVISERS AND CLIENTS

Investment insights and transparency

Provided quarterly performance attribution and twice yearly stewardship reviews, alongside CPD sessions and dedicated attribution training for staff at a large MPS platform and adviser groups.



PUBLICATIONS

Research and commentary

Published analysis of fossil fuel exposure, defence exclusions, market concentration and factor diversification. We also took part in a Money Wise UK podcast on factor investing with Andrew Cain, and Robin Powell interviewed Max Tennant for a podcast and a CPD video for advisers.



INDUSTRY AND POLICY

Industry standards and policy

Contributed to FRC discussions on the UK Stewardship Code, IIGCC's proxy voting working group and wider industry discussions on stewardship and shareholder rights.

Source: GSI. Activities undertaken during 2025.

Outcome

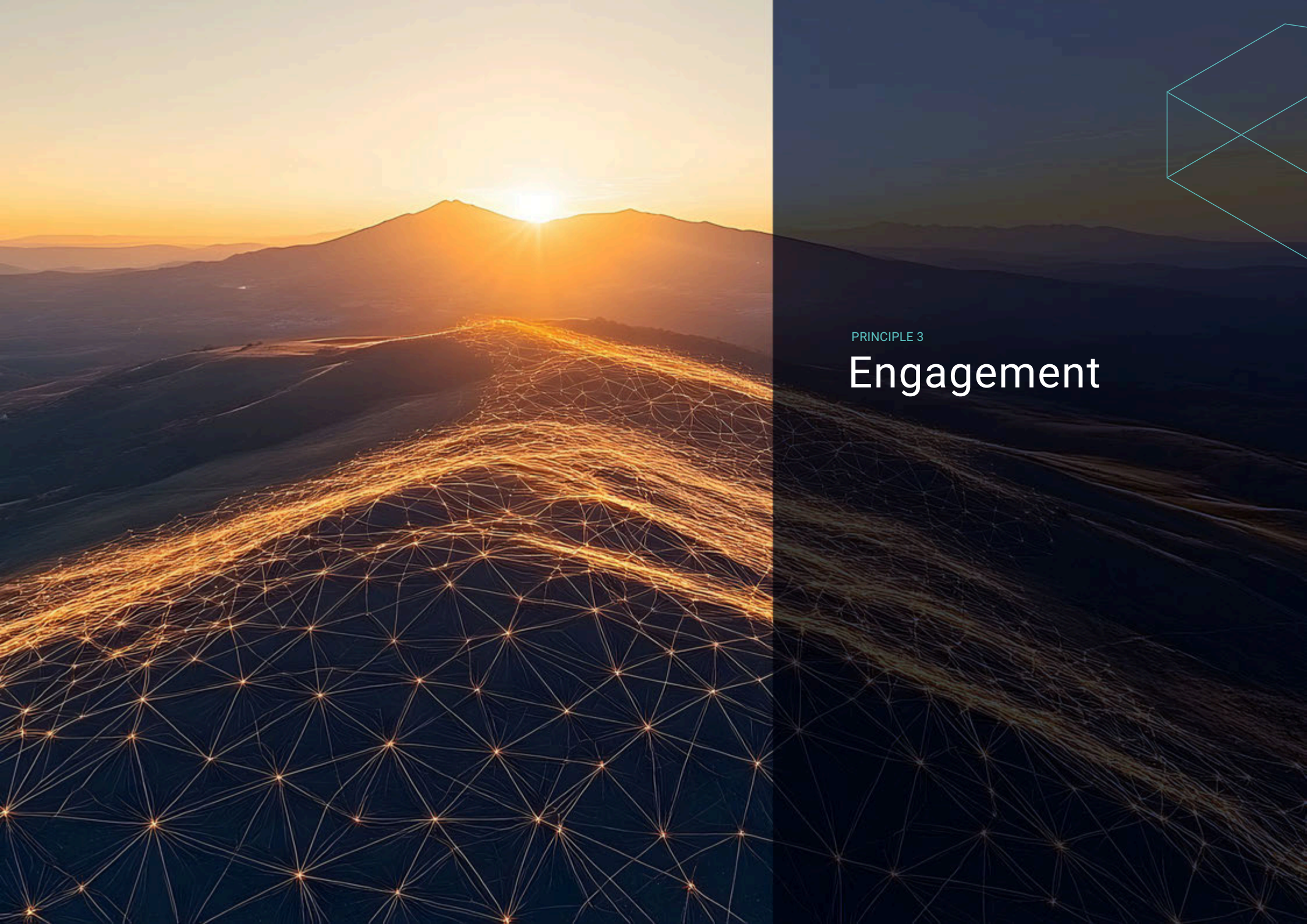
The fund renaming brought our labels into line with our investment approach, without changing how the funds are managed. MainStreet Partners' independent assessment subsequently removed the regulatory adherence penalties previously associated with the fund names. Our revised voting guidelines were applied during the 2025 voting season. Through regular attribution and stewardship reporting, educational presentations and published research, we also provided investment professionals with evidence to assess how ESG integration works within our systematic investment process.

Since the period end

In 2026, we developed detailed Stewardship Stock Stories on Linde and Nike as educational resources for advisers and investors. Linde illustrates how a longstanding collaborative engagement developed into a shareholder resolution on renewable electricity procurement. Nike shows how our expanded attention to deforestation risks informed our voting at a company newly added to the Target Voting List. Both explain our decisions, the responses from companies and the outcomes to date.

Our 2026 voting guidelines strengthen expectations on board refreshment, pay justification, human rights, artificial intelligence and cyber security, and board accountability for climate, including votes against transition plans that scale back ambition without explanation.

We also contributed to the Chemical Decarbonisation Investor Working Group's response to the GHG Protocol consultation on Scope 2 electricity accounting, supporting standards that distinguish actively procured renewable electricity from the renewable content already present on electricity grids.



PRINCIPLE 3

Engagement

In 2025, our engagement was guided by industry developments and our established stewardship priorities. We worked with ShareAction on renewable electricity procurement at Linde and Air Liquide, two of the world's largest corporate electricity users, supporting investor letters, AGM questions, and meetings with both companies.

Our work also covered human and labour rights, banking, and climate risks. We co filed a revised shareholder proposal at Amazon, supported the Good Work Coalition's work on pay and workforce reporting and participated in collaborative engagements with HSBC, ING, and Maersk.

Progress was mixed. Air Liquide increased its renewable electricity procurement, and the Good Work Coalition saw progress on ethnicity pay gap reporting. However, important investor requests remained unmet at Linde and Air Liquide, while Amazon's position remained unchanged. Much of this work continues, and the case studies that follow explain GSI's contribution, the companies' responses, and the outcomes to date.

ShareAction»

Our engagement approach in 2025

We generally only engage with companies on our Target Voting List, as we believe engagement should be supported by the ability to vote. This ensures our engagement and voting activities work together rather than in isolation. In 2025 there was one exception. Sainsbury's did not meet the criteria for our 2025 Target Voting List, but we continued our engagement through the ShareAction Good Work Coalition. This meant we engaged with Sainsbury's without including it in our targeted voting activity. This was an oversight, and we will make sure our engagement and voting activity are better aligned in future.

As a smaller investment manager, we generally prioritise collaborative engagement because it allows us to combine our influence with other investors and make effective use of our resources. We also consider direct engagement where we believe it would be effective. We review our participation in collaborative initiatives as our stewardship priorities develop. In 2025, we joined IIGCC's Banks Engagement and Research Initiative (BERI). At the end of the year, we also agreed to join the IIGCC Deforestation Investor Group ahead of its formation in early 2026, to support our work on deforestation risks. GSI retains responsibility for its engagement priorities and decisions.

> "ShareAction highly values the investors, like GSI, that actively engage in the collaborative engagement activities we facilitate with companies and policy makers. We believe that, over time, these engagements can help to make progress on the pressing challenges we face, whether climate change or nature loss."
>
> ShareAction

ENGAGEMENT

Our collaborative engagement activity in 2025

COMPANY	INITIATIVE	Meetings or calls	Letter co signed	AGM question	Voted against management	Supported proposal	Co filed	STATUS
Linde	ShareAction chemicals working group	✓	✓	✓	✓	✓		**Ongoing**
Air Liquide	ShareAction chemicals working group	✓	✓	✓	✓			**Ongoing**
Amazon	SHARE; ShareAction Clean Air		✓		✓	✓	✓	**Ongoing**
HSBC	ShareAction banking programme	✓			✓	✓		**Ongoing**
ING	Sarasin & Partners investor group	✓			✓			**Ongoing**
Maersk	Climate Action 100+	✓			✓	✓		**Ongoing**
Sainsbury's	Good Work Coalition		✓					**Not voted**
Tesco	Good Work Coalition		✓		✓			**Ongoing**

Blank: no such activity reported for 2025. Source: GSI.

Linde

Renewable electricity procurement in industrial gases

42.7 TWh	14% → 18%	13%
electricity used in 2025, more than Ireland's total national demand	actively sourced renewable electricity, 2024 to 2025	of votes cast for the renewable procurement resolution, July 2026

THE ISSUE:

Linde is the world's largest industrial gas company. Separating air into oxygen, nitrogen and argon takes large amounts of electricity: Linde used around 42.7 TWh in 2025, more than Ireland's total national demand, and electricity is estimated to represent 25% to 30% of its operating costs. Linde reports that half of its electricity is low carbon and renewable, but this figure combines power it has chosen to buy with renewable content already on the local grid. On a stricter measure, about 18% of its 2025 consumption came from actively sourced renewable electricity, up from 14% in 2024. Linde has published no policy on how it procures renewable electricity.

WHY IT MATTERS TO OUR CLIENTS:

Linde is the largest single contributor to the weighted average carbon intensity of our portfolios. How it buys electricity affects both its costs and its emissions, so we regard this as a financial question as well as an environmental one.

STATUS AT 31 DECEMBER 2025: **ONGOING**

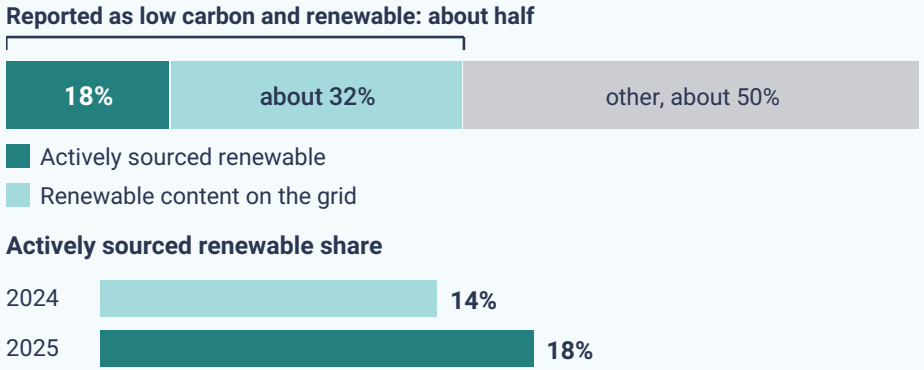
CASE STUDY: LINDE

How Linde's electricity is sourced

Share of consumption, 2025

42.7 TWh
used in 2025, more than Ireland's demand

25% to 30%
of operating costs, estimated



Shares approximate. Sources: Linde Sustainable Development Reports 2024 and 2025; ShareAction; IEA.

What we did in 2025: GSI has been a member of ShareAction's Chemical Decarbonisation Investor Working Group since 2021. Within the working group we currently take part in the engagements with Linde and Air Liquide.

May 2025:
GSI supported two shareholder questions for Linde's AGM on 29 July 2025. One, asked by ShareAction, called for a proportional target for actively contracted renewable energy. The other, asked by Foresight Capital Management, asked Linde to raise its target from electrifying 50% of its remaining steam driven air separation units by 2035 to 100%, and to disclose where these units are and their emissions. ShareAction also asked the chair to meet investors in the third quarter of 2025.

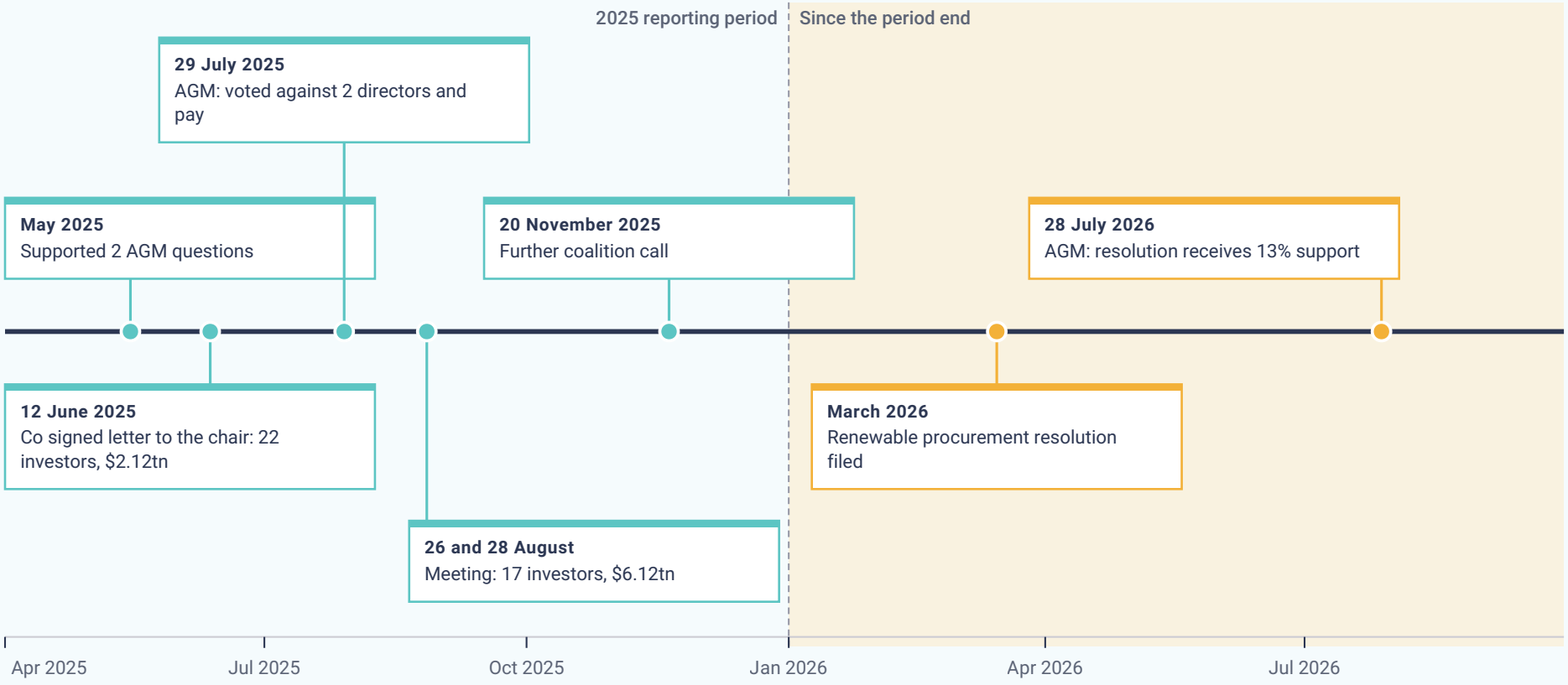
June 2025:
GSI was one of 22 investors, with $2.12 trillion in assets, that cosigned a letter coordinated by ShareAction to Linde's chair, Stephen Angel. It drew on ShareAction's April 2025 report, Powering Change, which benchmarked Linde, Air Liquide, and Air Products on their renewable energy strategies. The letter asked to meet in the third quarter of 2025, after the AGM, to discuss Scope 3 targets, active renewable electricity procurement, electrification of steam driven air separation units, and hydrogen investment between clean and fossil based assets. GSI confirmed its support on 12 June 2025.

29 July 2025: AGM
We voted against the re-election of 2 directors, Stephen Angel and Joe Kaeser, because each held more than 2 other directorships at listed companies, and against the auditor and the advisory vote on executive pay. We intended to vote for a shareholder proposal asking the board to report on the alignment of its lobbying with its 2050 climate neutrality ambition, but it was withdrawn before the meeting and did not go to a vote.

August and November 2025:
GSI was one of 17 investors, with $6.12 trillion in assets, that attended the engagement meeting with Linde's Vice President of Sustainability, Erin Catapano, on 28 August, following a preparation call on 26 August. GSI also took part in a further call on 20 November. The calls set out expectations on Scope 2 Decarbonisation, renewable sourcing, and transparency.

CASE STUDY: LINDE

Linde: engagement timeline

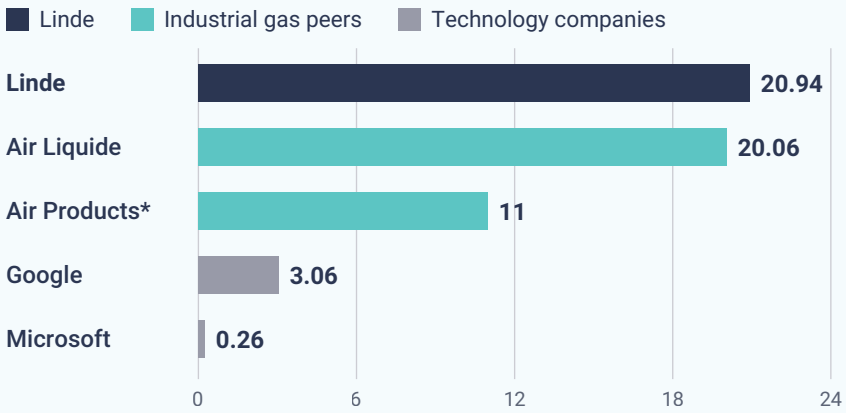


Source: GSI, ShareAction. Shaded: after 31 December 2025.

ENGAGEMENT

Scope 2 emissions: Linde, its 2 closest sector peers and major technology companies

2024 emissions, million tonnes CO2e



Market based Scope 2 emissions, except Air Products (*), which reports location based emissions. Microsoft data relates to FY 2024.

Source: company sustainability, integrated annual and environmental reports.

The company's response: At the AGM, the chief executive said that all of Linde's steam driven air separation units, about a dozen, are in China, where customers supply the steam by burning coal. Two had been electrified and two more would follow in the near term. He did not commit to a renewable energy target, but said Linde prefers power purchase agreements to renewable energy certificates. The chair agreed to meet investors, which led to the calls in August and November. By the end of 2025, Linde had not published a renewable electricity procurement policy or a proportional target for actively sourced renewable power. It did increase its actively sourced renewable electricity, from 14% of consumption in 2024 to 18% in 2025, and it aims to more than double its 2018 level of low carbon power sourcing by 2028. Investor pressure for more actively procured renewables may have contributed, although we cannot attribute the change to our engagement.

Our assessment:

The engagement brought more investors together to raise the issue and set out their expectations. During the engagement, Linde provided further disclosure. At the AGM, the company disclosed the number and location of its steam driven air separation units, while its 2025 reporting showed how much renewable electricity it actively sourced. However, Linde had not adopted the procurement policy or proportional target investors had requested. Where a company responds to questions without addressing the underlying requests, we consider escalation from joint letters to a shareholder resolution and use our voting rights to support those requests.

Since the period end: In March 2026, NorthStar Asset Management filed a resolution asking Linde's board to report on how it could develop a renewable electricity procurement policy, the first time the issue was put to a shareholder vote. GSI voted in favour as part of a ShareAction coalition of 18 investors. At the AGM on 28 July 2026, the resolution was defeated but received 13% of votes cast against the board's recommendation. In response, Linde pointed to new renewable energy agreements of around 0.63 TWh a year, about 1.5% of its 2025 consumption. Linde has declined an annual engagement meeting with the whole working group, although it welcomes bilateral meetings with some investors, and has offered to meet in 2027 after publishing its sustainability report. The working group is considering refiling the shareholder resolution. We expect Linde to publish a procurement policy with a proportional target, and the engagement continues.

WHAT INVESTORS ASKED FOR, AND WHERE IT STANDS

Request	Status	Detail
A renewable electricity procurement policy	Not met	No procurement policy published by the date of this report
A proportional target for actively sourced renewable power	Not met	No target set by the date of this report
Disclosure of steam driven air separation units	Achieved	Number and location given at the 2025 AGM
A meeting with investors	Achieved	Calls held in August and November 2025
More actively sourced renewable electricity	Progress	Up from 14% to 18% of consumption

Summary of this case study at the date of this report.

Sources: GSI; ShareAction, Powering Change: Why industrial gas companies must speed up their transition to renewables, April 2025; ShareAction, Powering Up Accountability, 31 March 2026; Linde, Sustainable Development Reports 2024 and 2025 and CDP Climate Change Response 2024; GSI Stewardship Stock Story: Linde, October 2026; NorthStar Asset Management, 2026; IEA electricity data.

> “Given the scale of the company’s electricity use, how Linde buys its electricity is not just an environmental question. It is a core financial and governance question.”
>
> ShareAction, Powering Up Accountability, 31 March 2026

CASE STUDY · PRINCIPLE 3: ENGAGEMENT

Air Liquide

Renewable energy targets and procurement

28 investors	**23.1%**	**3 TWh**
with $6 trillion in assets co signed the March 2025 letter	of the power Air Liquide purchased in 2024 was renewable	of low carbon power purchase agreements started in 2025

THE ISSUE:

Air Liquide is one of the world's largest industrial gas producers and among the largest corporate electricity consumers reporting to CDP. The coalition has asked it to set a near term Scope 3 target, a proportional renewable energy target and a procurement policy, and to be transparent about its lobbying on renewable hydrogen standards.

WHY IT MATTERS TO OUR CLIENTS:

As with Linde, Air Liquide uses electricity on a similar scale, and its Scope 2 emissions are almost level with Linde's. How it buys electricity affects both its costs and its emissions, so we regard this as a financial question as well as an environmental one.

STATUS AT 31 DECEMBER 2025: **ONGOING**

What we did in 2025: Following a coalition meeting in November 2024 with Diana Schillag, a member of Air Liquide's Executive Committee, on Scope 3 emissions, electrification and renewable energy goals:

March 2025:
GSI co signed a joint investor letter, supported by 28 investors with $6 trillion in assets, urging stronger climate targets and transparent energy procurement. Air Liquide's chief executive responded to the letter.

6 May 2025: AGM
GSI supported a shareholder question, backed by 15 investors with $859 billion in assets, calling for clear renewable energy targets and policy disclosure. At the same AGM we voted against the CEO's remuneration, the remuneration report, the CEO remuneration policy, the share buyback authority and 2 employee share plans. On pay, the company gave no evidence of claw back or malus provisions for its short and long-term incentives and did not fully disclose its bonus targets or the performance conditions for the coming year's long-term incentive plan. We opposed the share buyback authority because the maximum purchase price was more than 110% of the market price, and the 2 employee share plans (share options for employees and executives, and the allocation of shares to employees) because each authority ran for more than 36 months.

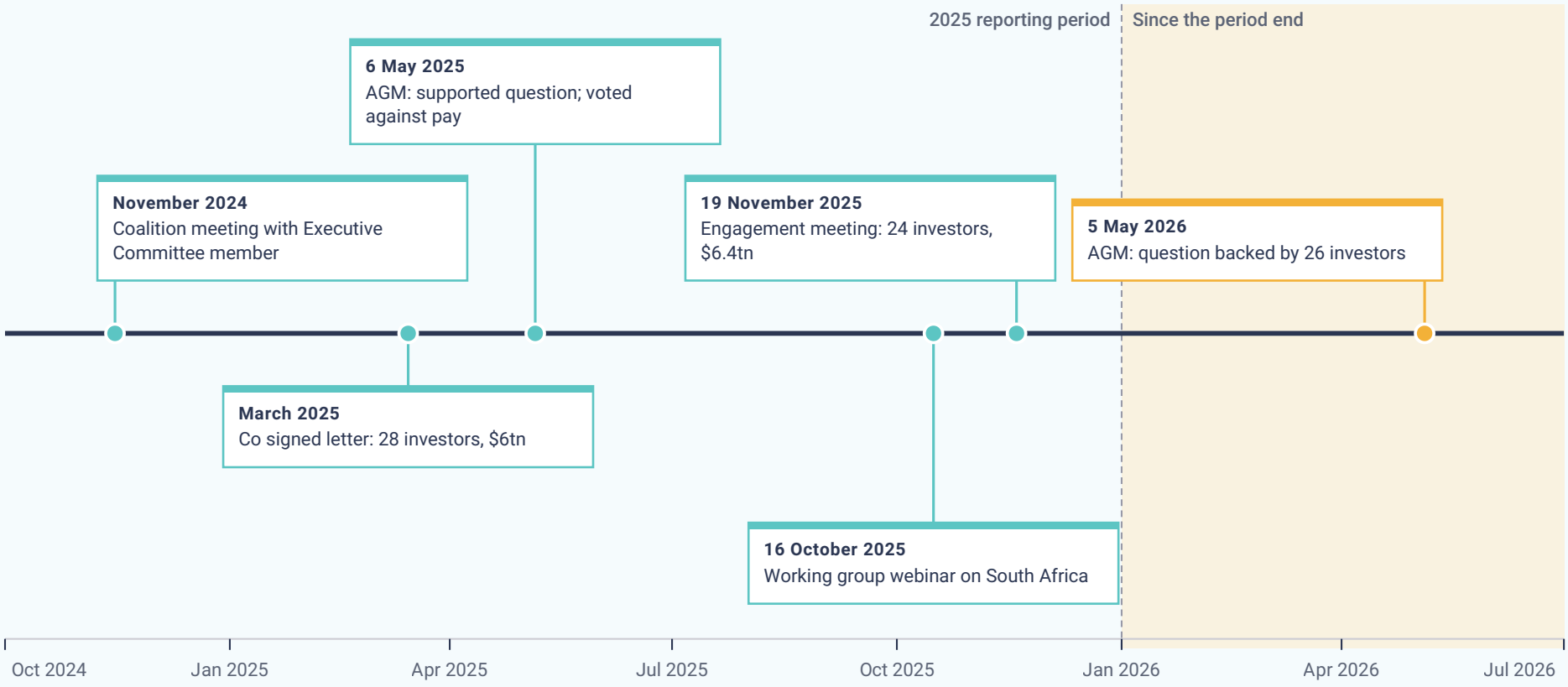
16 October 2025:
the working group held a webinar with Just Share and RE100 on Air Liquide's operations in South Africa, where the grid relies heavily on coal, on the company using its influence to support reforms that would increase corporate investment in renewables.

19 November 2025:
GSI was one of 24 investors, with $6.4 trillion in assets, that attended the working group's engagement meeting with Air Liquide. The company was represented by Louis François Richard, Vice President, Group Sustainable Development; Guillaume De Smedt, Deputy Vice President, Group Sustainable Development and Air Liquide Fellow; and Aude Rodriguez, Head of Investor Relations.

The company's response: The coalition has repeatedly asked Air Liquide, one of the largest corporate electricity users in the world, to set a renewable energy target, and in 2025 we saw positive movement. Air Liquide reports that it signed more than 2.5 TWh of low carbon power purchase agreements in 2024 alone, and that 23.1% of the power it purchased that year was renewable. The working group's October 2026 update reports that 3 TWh of Air Liquide's low carbon power purchase agreements started in 2025. In December 2025 Air Liquide also committed €25 million to electrify its steam driven air separation unit in Yulin, Shaanxi Province, China. ShareAction describes Air Liquide as well on the way to its target of 10 TWh by 2035. It has not yet committed to the proportional renewable energy target or procurement policy that investors requested, and we hope to see it set a more ambitious proportional target.

CASE STUDY: AIR LIQUIDE

Air Liquide: engagement timeline



Source: GSI, ShareAction. Shaded: after 31 December 2025.

Our assessment: The engagement has produced dialogue and some increase in renewable procurement, but not the commitments requested. It remains ongoing.

Since the period end: For the AGM on 5 May 2026, GSI was one of 26 investors, collectively representing $4.87 trillion in assets, that backed a further question on renewable energy targets. The investment team is informed of all proposed engagements and can raise concerns before GSI signs. This question built on our existing dialogue with Air Liquide. We also agreed to be named in ShareAction's press release. Air Liquide again declined to make the requested commitment. The working group plans an investor letter on RE100 membership and has proposed an engagement meeting in the first quarter of 2027.

WHAT INVESTORS ASKED FOR, AND WHERE IT STANDS

Request	Status	Detail
A proportional renewable energy target	Not met	No target set by the date of this report
A renewable electricity procurement policy	Not met	No procurement policy published by the date of this report
More low carbon power purchased	Progress	3 TWh of low carbon agreements started in 2025
Electrification of steam driven air separation	Progress	€25 million committed at Yulin, China
Dialogue with investors	Achieved	Engagement meeting with 24 investors, November 2025

Summary of this case study at the date of this report.

CASE STUDY · PRINCIPLE 3: ENGAGEMENT

Amazon

Freedom of association and human rights

23	6	23.22%
proponents of the 2025 resolution, including GSI	shareholder proposals supported at the 2025 AGM	support for the report on warehouse working conditions

THE ISSUE:

Amazon has committed to respect internationally recognised human rights, including the International Labour Organization (ILO) Core Conventions and the Declaration on Fundamental Principles and Rights at Work, which cover freedom of association and collective bargaining. A series of regulatory findings and allegations has raised questions about how effectively these commitments are applied. In November 2024, the US National Labor Relations Board ruled that Amazon had acted unlawfully in holding mandatory “captive audience” meetings. In July 2025, the British Columbia Labour Relations Board found that Amazon’s conduct had interfered with the formation of a union. In the UK, the GMB union brought a claim in 2024 concerning Amazon’s Coventry site, which Amazon denies.

WHY IT MATTERS TO OUR CLIENTS:

Persistent labour disputes can create legal and reputational risks for a company of Amazon’s size, and freedom of association is one of our stewardship priorities.

STATUS AT 31 DECEMBER 2025: **ONGOING**

Background: In 2024, GSI supported the UK investor coalition led by CCLA on freedom of association at Amazon's Coventry fulfilment centre, and then co filed, with SHARE and the Catherine Donnelly Foundation in the US, a shareholder resolution for Amazon's 2025 AGM, filed by the deadline of 12 December 2024. The resolution asked the board to commission an independent assessment of Amazon's adherence to its commitment to freedom of association and collective bargaining. In March 2025 Amazon asked the US Securities and Exchange Commission (SEC) for permission to omit it as ordinary business. SHARE replied on 1 April 2025 on behalf of the 23 proponents, including GSI, arguing that the proposal concerned human rights. On 10 April 2025 the SEC allowed Amazon to exclude the resolution from the ballot, the first time this proposal had been excluded. Under its new guidance, the SEC no longer treated freedom of association as a permissible subject for a shareholder vote.

What we did in 2025:

March 2025:
GSI intended to sign an investor letter coordinated by SHARE with the support of UNI Global Union, responding to Amazon's sudden announcement that it would close its sites in Quebec. The closures, which led to the loss of thousands of jobs, were announced during active collective bargaining negotiations and unionisation efforts; Quebec is the only region of Canada with a unionised Amazon workforce, following recognition of a union at Laval in May 2024. The letter described the closures as an example of Amazon's approach to avoiding unions. We confirmed our support on 1 April 2025, after the 31 March deadline, and the letter had already been finalised, so GSI's name was not included.

21 May 2025: AGM
With the freedom of association resolution excluded, we supported 6 other shareholder proposals, including a report on warehouse working conditions (23.22% support), an independent assessment of how the board oversees human rights risks in artificial intelligence, and a policy of separating the roles of chair and chief executive. All were defeated. We also voted against the advisory vote on executive pay, the auditor and one director.

June 2025:
GSI signed the public investor statement on the health and economic case for action on air pollution, coordinated by ShareAction's Clean Air Initiative and released on Clean Air Day, 19 June 2025. At the end of June 2025 GSI signed the Initiative's private investor letter to Amazon, one of 9 letters to large freight and logistics companies, asking it to address the health damaging air pollution from its freight operations. We did not sign the letters to the other companies, as we do not hold them.

December 2025:
GSI co filed a revised proposal, led by SHARE and the Illinois State Treasurer's Office and filed on 10 December 2025, asking Amazon's board to report on the effectiveness of its policies and practices in respecting international human rights standards, including the ILO Core Conventions, across its direct operations and supply chain, including contractors. The proposal was reframed as a human rights request, and extended to the supply chain, to reflect updated SEC guidance on shareholder proposals. We co filed because refiling keeps shareholder scrutiny on Amazon's practices, while not filing could signal that the issue had lost importance or that Amazon's lack of response had succeeded. Separately, in late 2025, the SEC said it would not review company requests to exclude shareholder proposals for the 2026 proxy season, which allowed companies to omit proposals without an SEC opinion.

Our assessment: Investor pressure on Amazon has been sustained over several years, and the coalition's earlier proposals were among the most supported on Amazon's ballot. The exclusion in 2025 removed the most direct route to a vote, so the coalition adapted its request rather than letting the issue drop. Amazon has not changed its position during 2025, and the engagement continues.

Since the period end: Amazon excluded the revised proposal from its 2026 ballot, so it did not go to a vote. We are continuing our work on freight emissions in 2026. GSI is signing an investor statement coordinated by ShareAction, for sign on by 30 October 2026, urging the European Commission to keep the EU truck CO2 standards ahead of their revision, including the targets to cut CO_2 emissions from new heavy duty vehicles by 45% by 2030, 65% by 2035 and 90% by 2040. The statement argues that weakening the targets would undermine investor confidence and Europe's competitiveness in zero emission trucks.

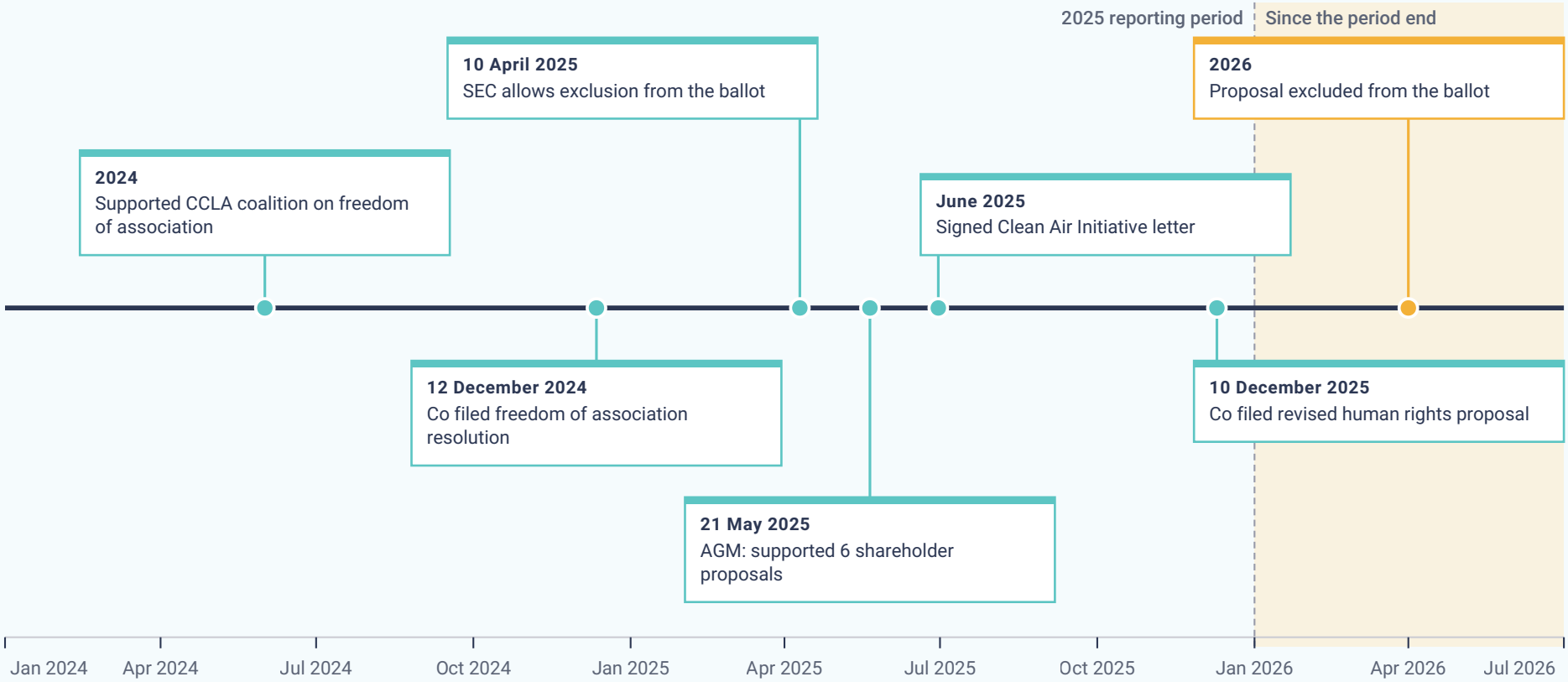
WHAT INVESTORS ASKED FOR, AND WHERE IT STANDS

Request	Status	Detail
Independent assessment of freedom of association	Not met	Excluded from the 2025 ballot
Report on respecting international human rights standards	Not met	Co filed December 2025; excluded from the 2026 ballot
Action on freight air pollution	Progress	Investor letter signed, June 2025
Change in Amazon's position	Not met	None during 2025

Summary of this case study at the date of this report.

CASE STUDY: AMAZON

Amazon: engagement timeline



Source: GSI, SHARE, ShareAction. Shaded: after 31 December 2025. 2024 and 2026 positions indicative.

Sources: GSI voting records; SHARE, response to Amazon's no action request, 1 April 2025; SHARE, shareholder proposal and correspondence, December 2025; NLRB and British Columbia Labour Relations Board decisions, as cited in the proposal.

CASE STUDY · PRINCIPLE 3: ENGAGEMENT

ShareAction Good Work Coalition

Real Living Wage and ethnicity pay gap reporting

Since 2022	10	23
GSI a member of the Coalition	Coalition engaged companies reporting an ethnicity pay gap by spring 2025	further FTSE 100 companies reporting

THE ISSUE:

Low pay, insecure work and unequal pay by ethnicity harm workers and can raise staff turnover and reputational risk for the companies that employ them. The Good Work Coalition, coordinated by ShareAction, engages UK companies and policymakers on the real Living Wage, secure work and ethnicity pay gap reporting.

STATUS AT 31 DECEMBER 2025: ONGOING

What we did: GSI has been a member of the Coalition since 2022. We take part where we hold the companies concerned, which in the retail sector are Sainsbury's and Tesco.

Real Living Wage:
The Coalition's 2025 focus companies were ones we do not hold, so we could not contribute to that work directly. We supported the Coalition's pressure on Sainsbury's and Tesco, the retailers we hold in our portfolios, by adding our name to its letters in 2025.

Ethnicity pay gap reporting:
GSI was an active member of the Coalition's Ethnicity Pay Gap group, which asked company boards to report their ethnicity pay gaps. With voluntary reporting increasing, company engagement paused in March 2025, and the group turned to policy. In 2025 GSI also signed an investor letter supporting the Equality (Race and Disability) Bill, which would make ethnicity and disability pay gap reporting mandatory.

WHAT INVESTORS ASKED FOR, AND WHERE IT STANDS

Request	Status	Detail
Ethnicity pay gap reporting by engaged companies	Achieved	10 companies reporting by spring 2025
Mandatory ethnicity pay gap reporting	Progress	Accepted in principle; no timetable
Real Living Wage at Sainsbury's	Progress	Sainsbury's has since reviewed its pay

Summary of this case study at the date of this report.

Our assessment: The ethnicity pay gap work moved from company disclosure to policy, which we consider the more effective route now that the Government has committed to mandatory reporting. On the real Living Wage, Sainsbury's has since reviewed its employee pay. This follows several years of engagement by the ShareAction Good Work Coalition, in which GSI has participated since 2022 through a shareholder resolution, investor letters and AGM questions, as described in our 2024 report. We cannot attribute the pay decision to investor engagement alone, but it reinforces the importance of sustained dialogue on low pay.

Outcomes: These are Coalition outcomes that GSI supported, not outcomes we claim alone. By spring 2025, 10 of the companies engaged by the Coalition were reporting an ethnicity pay gap, alongside a further 23 FTSE 100 companies. The case for mandatory reporting has been accepted in principle by the Government, although no timetable has yet been set.

Since the period end: In 2026 GSI signed an investor letter, coordinated by ShareAction, to the UK Government welcoming its commitment to mandatory ethnicity pay gap reporting and asking for a timetable.

Sources: ShareAction Good Work Coalition publications, 2023 to 2026; GSI voting records.

Other collaborative engagements in 2025

Company	Initiative	GSI activity in 2025	Status
HSBC	ShareAction banking programme	Attended the group's meetings and supported ShareAction's engagement asking HSBC to restate its net zero commitment and review its climate targets with shareholders, after HSBC announced a review of those targets in 2025. We intended to sign the investor statement read at the AGM on 2 May 2025 (30 investors, £1.2 trillion), but our name was not included. At the AGM we voted against the report and accounts and the remuneration policy and report, and supported the shareholder proposal on the Midland clawback campaign.	Ongoing
ING	Investor group coordinated by Sarasin & Partners	Took part in the investor group's call in 2025 on how ING reflects climate risk in its financial statements and capital adequacy, including expected credit losses, climate stress testing and sensitivity analysis. The group wrote to ING's Audit Committee Chair on 10 December 2025; GSI did not sign the letter due to the active investment wording which we could not fulfil. At the 2025 AGM we voted against the remuneration report.	Ongoing. ING raised its climate adjustment to expected credit losses from €29m to €47m in its 2025 accounts; the group considers this still immaterial at 0.77% of total expected credit losses.
MAERSK AP Møller Maersk	Climate Action 100+	GSI is a contributing investor in the Climate Action 100+ engagement group for Maersk, which seeks better lobbying disclosure and capital expenditure aligned with the transition. At the AGM on 18 March 2025 we voted against the report and accounts because the company did not report against the TCFD or IFRS S2 framework, and against the remuneration report because incentives were not clearly linked to key performance indicators. We abstained on the re-election of Marc Engel because the remuneration and nomination committees were not sufficiently independent (see Principle 4), and supported a shareholder proposal on human rights due diligence (2.46% support).	Ongoing

Escalation in 2025

Our approach to escalation depends on the nature of the risk and the action available to us as shareholders. Where we seek changes in company practices or disclosure, we may escalate through voting, investor letters, AGM questions and shareholder resolutions. Where a company's ESG risk deteriorates beyond a level we consider acceptable, escalation can also involve reducing or selling our holding. This is further explained in Section C of our Policy and Context Disclosure.

In 2025, we used the following approaches:

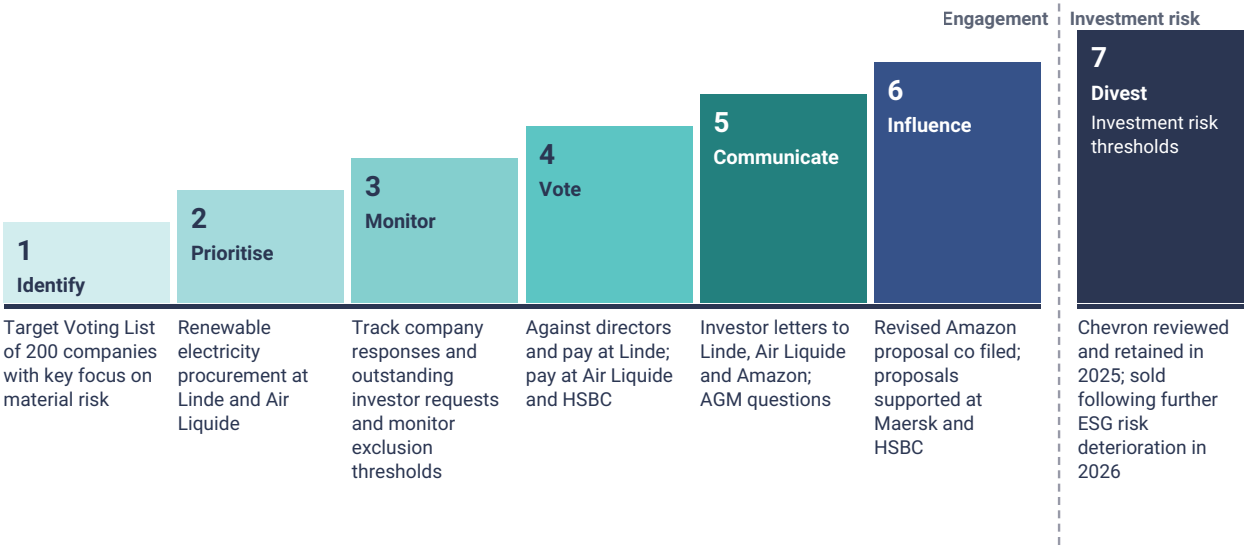
Voting: We opposed directors and executive pay at Linde, and remuneration at Air Liquide and HSBC.

Investor engagement: We supported AGM questions and cosigned investor letters at Linde and Air Liquide.

Shareholder resolutions: We co filed a resolution at Amazon and supported resolutions at engaged companies, including Maersk and HSBC.

ESCALATION

Escalation and investment risk exclusion: review and action



Actions are selected according to the circumstances and need not follow a fixed sequence. Investment risk reviews are conducted independently of engagement. Chevron's sale took place after the reporting period. Source: GSI. Framework in Section C of our Policy and Context Disclosure.

Investment risk review and action: We reviewed Chevron when its Sustainalytics ESG Risk Rating rose above our tolerance level of 40 in September 2025 and kept it as part of our fossil fuel exposure. After its rating rose further in 2026, we divested it from the funds.

Chevron's sale was a response to our assessment of its ESG risk, not the result of an unsuccessful engagement. It demonstrates that divestment remains an escalation option within our investment process. Escalation measures are not necessarily sequential. Divestment may follow an investment risk review independently of company engagement.

Outcome

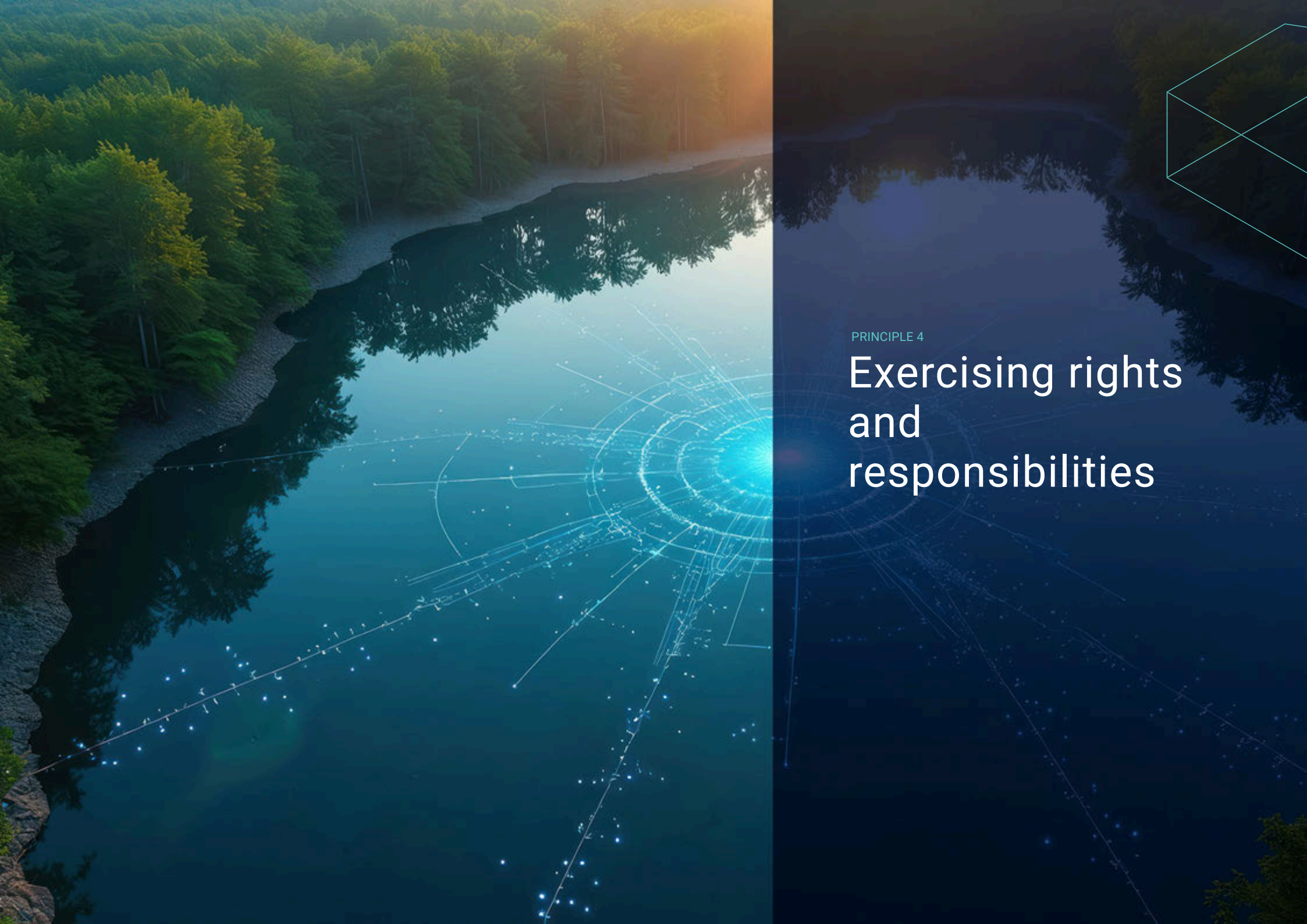
Our collaborative engagements produced progress during 2025, although several important requests remained unmet. Air Liquide increased its renewable electricity procurement and committed to further electrification, but neither Air Liquide nor Linde made the commitments sought by the investor coalition during the year. Where progress was limited, our engagement continued, including at Linde and Amazon.

Our work through the Good Work Coalition also contributed to positive outcomes. By spring 2025, 10 of the companies engaged by the Coalition were reporting their ethnicity pay gap, and the Government had accepted the case for mandatory reporting in principle.

Most of our engagements remained ongoing at year end, with subsequent developments and escalation described in the individual case studies.

Since the period end

In 2026, we continued our engagement on renewable electricity procurement at Linde and Air Liquide, backing a shareholder resolution at Linde and a further AGM question at Air Liquide to pursue investor requests that remained unmet. We also joined the IIGCC Deforestation Investor Group to support our work on deforestation risks. Our next steps will reflect company responses and progress against the requests made.



PRINCIPLE 4

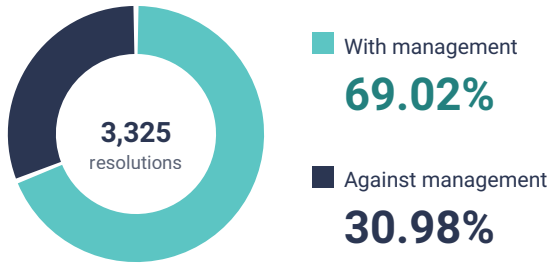
Exercising rights and responsibilities

Voting is the foundation of our stewardship. In 2025 we voted at 191 of the 200 companies on our 2025 Target Voting List, plus Micron Technology, which remained on the previous year's list. We opposed management on 30.98% of resolutions, compared with average shareholder dissent of 4.91%. Most of our opposition concerned directors, executive pay and auditor tenure, and we supported two thirds of the shareholder proposals we voted on.

VOTING

Our votes with and against management

Share of 3,325 resolutions voted, 2025



Source: GSI voting data; Minerva Analytics.

Our voting in 2025

Our policy is to vote at every meeting of the companies on our Target Voting List. The 2025 list contained 200 companies and covered 69.4% of our combined holdings by value when it was set at the start of the year. We voted at 191 of these companies. We also voted at Micron Technology, whose meeting in January 2025 took place before Minerva received our 2025 list, while our 2024 list, which included Micron, was still in effect. In total we voted at 192 companies in 2025. The reasons the other 9 list companies were not voted are set out under "Voting coverage" below.

In 2024, some meetings held early in the year were missed because they took place before the annual update of the list. In 2025 we voted at all 10 meetings held in January and February.

Minerva applies our customised voting template and executes votes, while GSI retains every voting decision. In 2025, 80 resolutions were referred to us for individual review: we supported 45, opposed 32 and abstained on 3. We made one conscious departure from the template, voting against a capital increase at Iberdrola. The reason was not recorded when the vote was confirmed, and we have identified the need to document such departures (see Principle 6).

VOTING

GSI decides each vote

80 resolutions referred to us case by case by the voting template



3,324 of 3,325
Votes in line with our template

1 departure
Iberdrola, our decision

Source: GSI voting data; Minerva Analytics.

Measure	2025
Votes against management, management resolutions	27.67% (market average 4.14%)
Votes against management, shareholder proposals	68.91% (market average 13.73%)
Sustainability shareholder proposals supported	65.0% (104 of 160)
Votes withheld / abstentions	35 / 12
Votes following our voting template	3,324 of 3,325 at the voting deadline

Sources: GSI voting data; Minerva Analytics, GSI 2025 Annual Voting Report.

Votes against management include abstentions and withheld votes where management recommended a vote in favour, following Minerva's definition of dissent. Average shareholder dissent is based on the 98% of resolutions for which voting results were available.

Voting coverage

We use holdings at the end of December each year to set our Target Voting List for the following year. The list focuses on our larger holdings and companies with material ESG risks, allowing us to concentrate our voting activity where it is most significant.

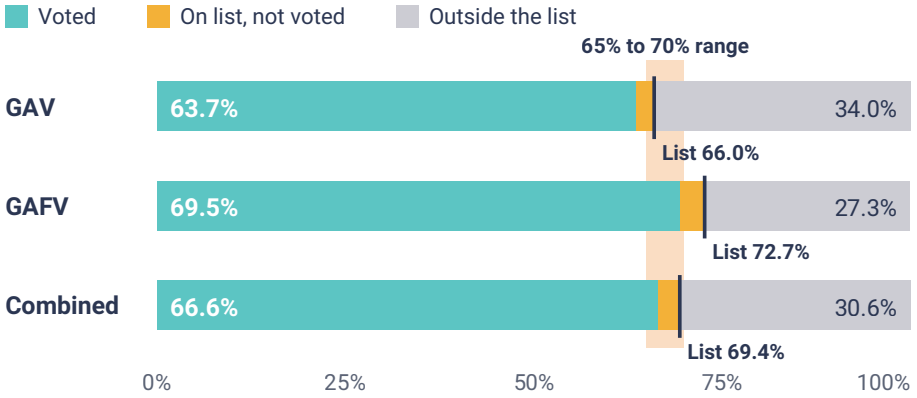
At 31 December 2024, our combined portfolios held 1,019 distinct companies with voting rights, after counting companies held in both funds only once and excluding duplicate share classes and non-voting securities. In 2025, we voted at 202 shareholder meetings across 192 companies, covering 3,325 resolutions. We instructed Minerva to vote on every available ballot for these companies and every resolution on those ballots.

This represented 18.8% of companies in our opening eligible holdings universe, but 66.6% of our combined fund holdings by value.

VOTING

Coverage of our holdings by value

% of holdings, 31 December 2024



Source: GSI holdings data at 31 December 2024; GSI voting data for 2025.

The difference reflects our broad diversification and tilt towards smaller companies, with many holdings representing only a small proportion of the funds' assets.

We did not vote at nine companies on our Target Voting List, together representing 2.8% of our combined holdings by value. One company was excluded before its meeting and one holding comprised non-voting securities. For the remaining seven companies, ballots were unavailable or cancelled within the custodian and voting platform chain. We identified these gaps after the proxy season and are following them up with Minerva.

Company	Reason not voted
Toronto-Dominion Bank	Excluded on 12 February 2025, before its meeting.
Roche Holding	The holding comprised non-voting equity securities.
Cigna, Fiserv, Morgan Stanley, PACCAR, Brookfield, S&P Global	No ballots were available on the voting platform. Minerva could not establish why; the custodian or its sub custodian may not have passed the meeting details to the platform provider.
UniCredit	Ballots were available but were cancelled on the voting platform, with no reason given.

Source: GSI holdings data at 31 December 2024; GSI voting data for 2025.

We voted at every company among the 10 largest holdings of each fund. Between them, the two lists contain 16 companies. In 2025 we voted against management on 115 of the 280 resolutions at these meetings and supported 41 of 59 shareholder proposals.

Weights are for each fund's top 10 holdings at 31 December 2025; a blank means the company was not in that fund's top 10. Votes against management include votes on shareholder proposals where we voted against the board's recommendation. Sources: GSI fund factsheets, 31 December 2025; GSI voting data.

The proportion of portfolio holdings voted should be considered in context. Not all securities held by our funds carry voting rights and, in some markets or circumstances, operational or market specific restrictions may prevent votes from being exercised through our proxy voting provider.

In addition, our systematic investment approach can result in very small positions in individual companies. We therefore consider the materiality of the holding and the potential stewardship benefit alongside the operational and financial cost of exercising the vote. In some circumstances, the cost of voting a small position may be disproportionate to the value of the holding and the potential benefit to investors.

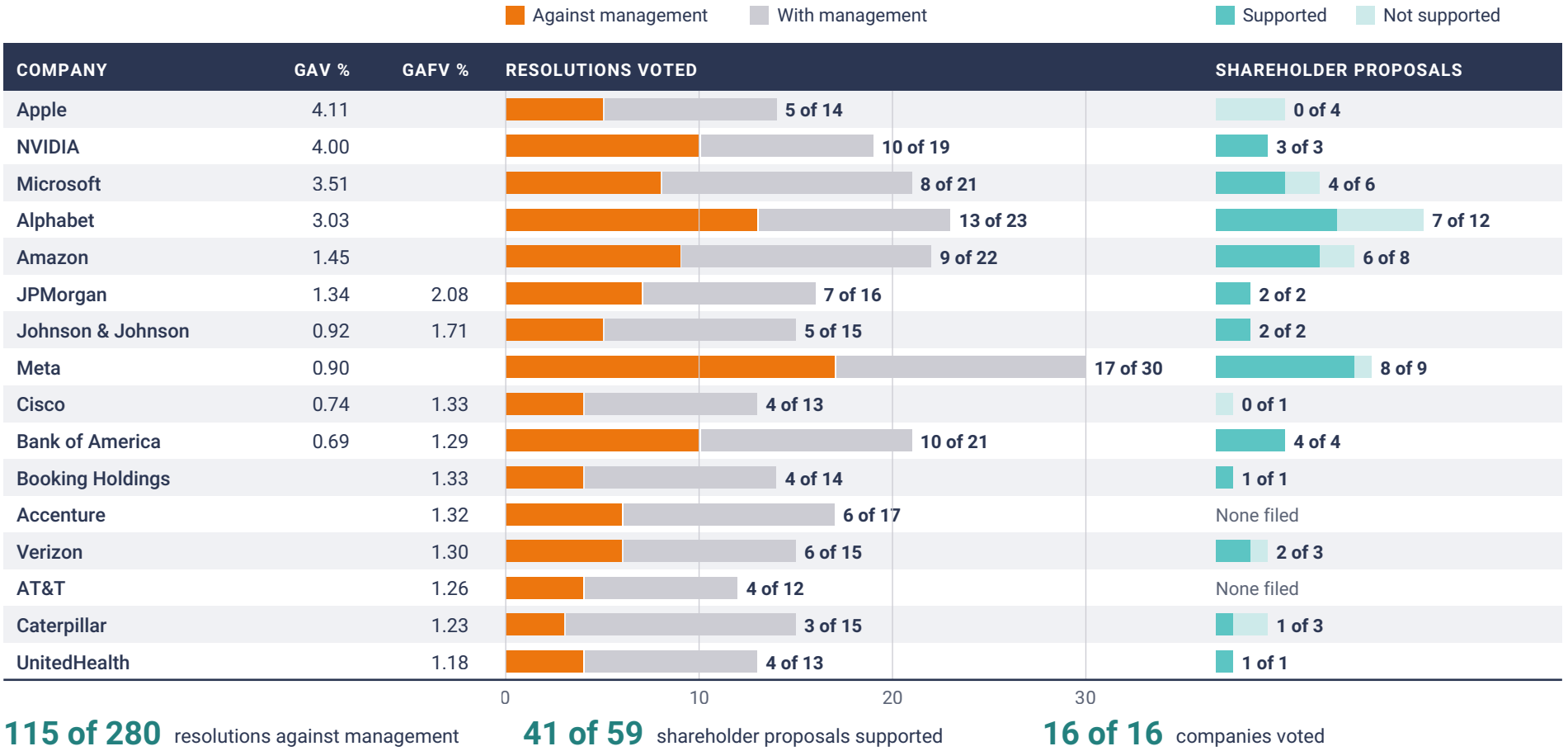
Accordingly, we do not regard the percentage of holdings voted in isolation as a measure of the effectiveness of our stewardship. We consider it alongside the significance of the holdings concerned, the voting rights available, the reasons votes could not or were not exercised, and the broader stewardship activity undertaken on behalf of our investors.

> "GSI complements this with a bold, collaborative ethos. GSI's focus on systemic risk, and long-term value creation brings a fresh perspective to the investment landscape. Together, Minerva and GSI exemplify what modern stewardship should look like: principled, proactive, and collaborative."
>
> Sarah Wilson, Chief Executive, Minerva Analytics

VOTING

How we voted at our largest holdings

Companies among the 10 largest holdings of either fund, 31 December 2025



115 of 280 resolutions against management

41 of 59 shareholder proposals supported

16 of 16 companies voted

Blank weight: not in that fund's top 10. Proposals not supported include requests to end or scale back diversity, equity and inclusion programmes. Source: GSI voting data.

Where we opposed management and why

Boards: We voted against management on 19.12% of board resolutions, and votes against directors made up 45.74% of our votes against management proposals. The most common reasons were insufficient independence on the board and its key committees, combined chair and chief executive roles, and directors holding too many roles.

Board responsiveness: We voted against Paul Walsh, chair of McDonald's corporate responsibility committee, because the board had not sufficiently addressed a 2023 shareholder proposal on lobbying disclosure that received majority support.

Executive pay: Remuneration attracted our highest dissent: we opposed 77.55% of remuneration resolutions, including 246 management proposals at 175 companies. The main reasons were incomplete disclosure of performance conditions for long term incentives, a weak link between incentive measures and reported performance indicators, accelerated vesting on termination, share awards without performance conditions and performance periods that were too short.

Auditors: We opposed 59.85% of audit and reporting resolutions, against average dissent of 3.09%. This included 131 auditor reappointments, more than 85% of them in North America, where audit firm rotation is not mandatory. In 129 cases our concern was excessive tenure or no recent tender; in 2 it was the level of non audit fees. We also opposed 5 resolutions on auditor remuneration because of limited transparency on non audit services.

Political activity: We opposed management on 41.67% of the 12 resolutions on political donations and lobbying, against average dissent of 8.27%.

VOTING

What we voted against, and why

Boards

45.74%

of votes against management proposals were against directors

19.12% of board resolutions opposed

57 of 148 discharge resolutions opposed

Insufficient independence
Combined chair and chief executive
Too many roles

Executive pay

77.55%

of remuneration resolutions opposed

246 items at 175 companies

Incomplete incentive disclosure
Weak link to performance
Awards without performance conditions

Auditors

131

auditor reappointments opposed

129 excessive tenure or no tender

2 non audit fees

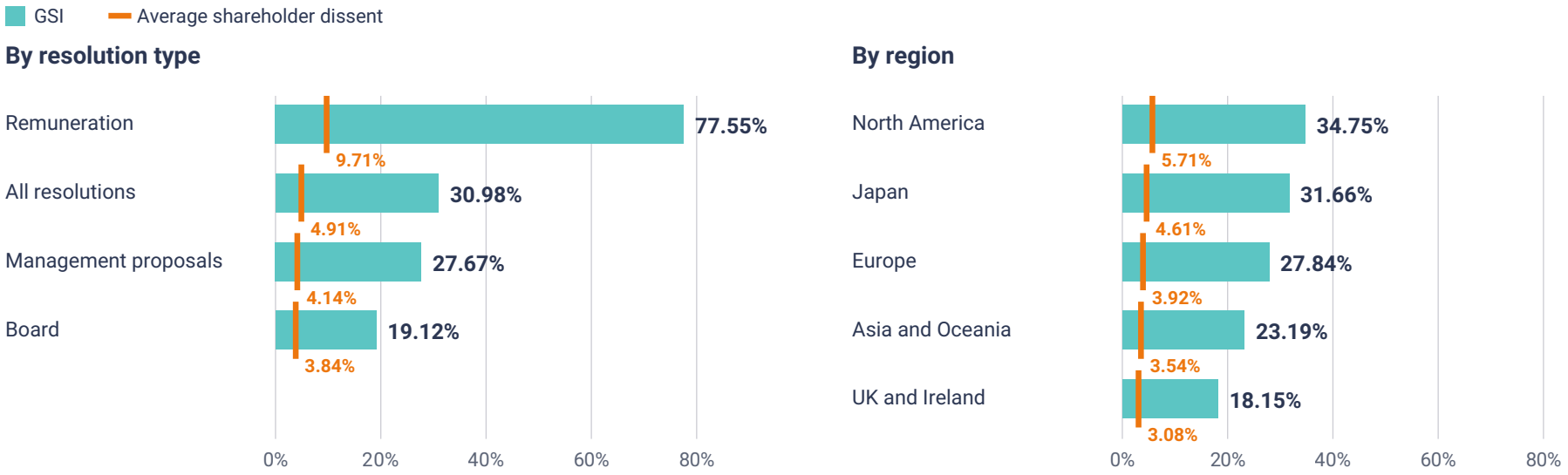
Over 85% in North America, with no mandatory rotation

Source: GSI voting data; Minerva Analytics.

VOTING

Where we opposed management in 2025

GSI votes against management, against average shareholder dissent



Dissent includes abstentions and withheld votes where management recommended a vote in favour. Source: GSI voting data; Minerva Analytics, GSI 2025 Annual Voting Report.

Our dissent was highest in North America, at 34.75% against average dissent of 5.71%, and lowest in the UK and Ireland, at 18.15% against 3.08%. North America accounted for 126 of our 202 meetings, in line with its weight in our portfolios. Dissent there is higher because the United States and Canada have no national corporate governance code, pay design and quantum differ, and more shareholder proposals are filed.

Significant votes

The 10 management resolutions we opposed that received the highest dissent in 2025

Company	Resolution	GSI vote	Dissent	Outcome	Main concern
Netflix	Re-elect Jay Hoag as director	Against	78.51%	Defeated	Attendance and number of external roles; the board rejected his resignation
Thermo Fisher Scientific	Remuneration report	Against	64.88%	Defeated	One off awards to the chief executive of $6.3m and $60.0m
TotalEnergies	Elect Laurent Mignon as director	Against	46.41%	Passed	Number of external listed roles
Pfizer	Remuneration report	Against	45.63%	Passed	Use of discretion to modify outstanding long term incentive awards
eBay	Equity incentive award plan	Against	45.44%	Passed	Dilution and design of long term incentive awards
Stellantis	Remuneration report	Against	42.61%	Passed	Material increase to the chief executive's long term incentive opportunity
CVS Health	Remuneration report	Against	41.03%	Passed	One off awards, including a $12.0m promotion award and $9.0m severance payment
CME Group	Re-elect Phyllis Lockett as director	Against	40.93%	Passed	Accountability for governance, including a multi class share structure
Truist Financial	Remuneration report	Against	40.88%	Passed	One off awards and limited transparency on the annual bonus
Carrefour	Remuneration of Alexandre Bompard	Against	40.69%	Passed	Alignment of pay with operational and financial performance

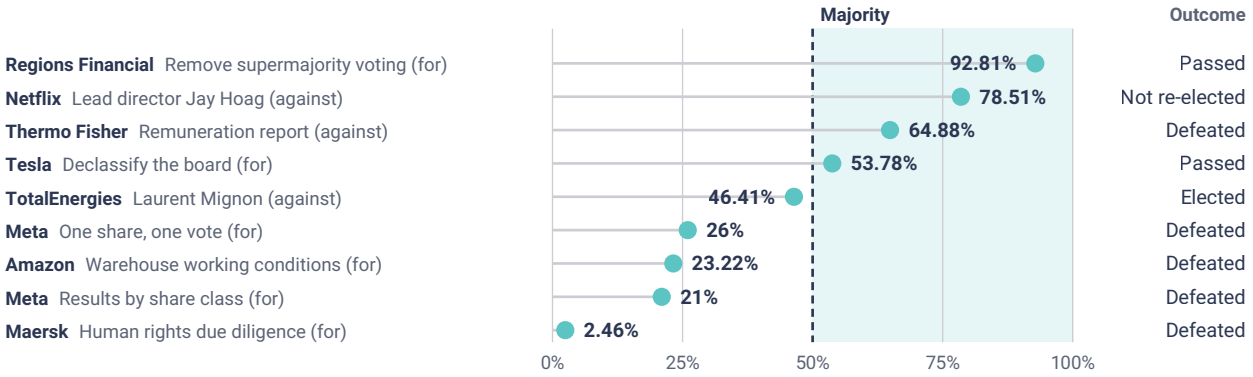
Dissent is the share of votes cast against management, including abstentions. Source: Minerva Analytics, GSI 2025 Annual Voting Report.

We report as significant those votes against management that drew the highest dissent from other shareholders, and votes at companies we engaged with. The table lists the 10 management resolutions we opposed that received the highest dissent in 2025.

Netflix. We voted against the re-election of lead director Jay Hoag because of concerns about his attendance and number of external roles. 78.51% of votes were cast against him and he was not re-elected; the board rejected his resignation and he continues to serve.

SIGNIFICANT VOTES

How far other shareholders agreed with us



Against votes show the share cast against. Meta figures approximate. Source: GSI; Minerva Analytics.

Shareholder proposals

We voted on 267 shareholder proposals and supported 182 of them. Our policy is to support proposals that seek better practice and disclosure on material governance, environmental and social issues, where the case is well made and the request is not overly prescriptive.

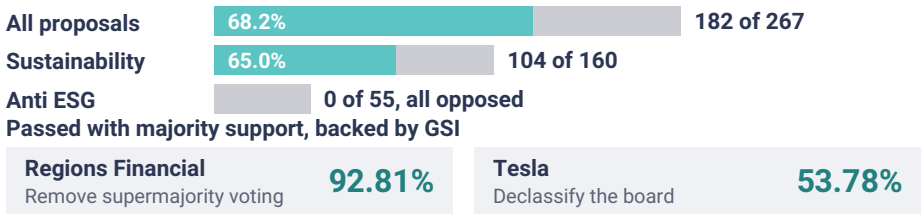
Governance proposals gained the most support across the market. We supported both proposals that passed with majority support: removing supermajority voting provisions at Regions Financial (92.81% support) and declassifying the board at Tesla (53.78%).

Of 160 sustainability proposals, we supported 104 (65.0%), including requests for a racial equity audit at Bank of Nova Scotia, disclosure of the energy supply ratio at Canadian Imperial Bank of Commerce and Bank of Montreal, and human rights due diligence at Gilead Sciences and Microsoft. None of these passed.

We opposed all 55 anti ESG proposals (see Principle 2). These made up 20.60% of the shareholder proposals we voted on. Excluding them, we supported 182 of the remaining 212 proposals (85.8%), while the average support they received from all shareholders was 16.17%.

VOTING

Shareholder proposals we supported



Supported share shown in teal. Source: GSI voting data; Minerva Analytics.

Climate votes

We voted against the climate transition plans put to shareholders at Rio Tinto and Canadian National Railway. Rio Tinto operates in an environmentally sensitive sector but had no Scope 3 emissions reduction target, had not shown that its targets are science based, for example through the Science Based Targets initiative, and had not committed to aligning its capital expenditure with the Paris Agreement. Canadian National Railway had not set absolute short-term Scope 1 and 2 targets, committed to aligning its capital expenditure with the Paris Agreement, set out its expectations for the climate advocacy of its trade associations, or committed to a defined just transition framework.

We voted against a shareholder proposal at Shell asking the company to disclose how its LNG demand forecasts, capital expenditure and production targets align with its climate goals (21.69% support). The template referred this proposal to us, and we followed Minerva's recommendation to vote against it because it was a special resolution that would have become binding on the company, much of the information requested was already public and Shell had undertaken to publish a summary of its existing LNG disclosures. On reflection, we would not vote against a proposal of this kind again. We discussed the vote with Minerva, and it fed into our review of how we vote where companies scale back their climate commitments, which is now part of our 2026 voting guidelines (see Principle 6).

We also voted against a proposal at Starbucks that appeared to concern emissions reduction but was filed by the National Center for Public Policy Research, an anti ESG organisation, and sought to cast doubt on the company's climate commitments. It received 1.2% support.

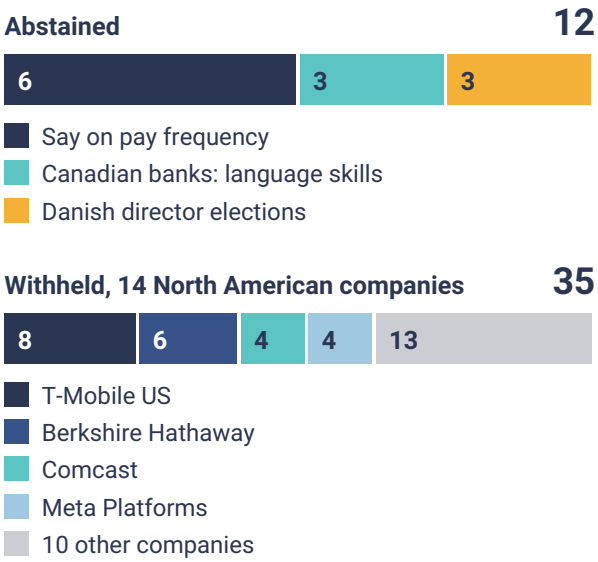
Abstentions and withheld votes

We prefer to vote For or Against. We abstained on 12 resolutions, including 6 votes on the frequency of say on pay votes, where the format requires abstaining on the options we do not support, and 3 proposals at Canadian banks on disclosure of employees' language skills. The other 3 were director elections at Maersk and Novo Nordisk. In Denmark the only options on director elections are For and Abstain, so an abstention is the equivalent of a vote against. Our concern in each case was independence. Marc Engel at Maersk and Henrik Poulsen at Novo Nordisk sat on key board committees that were not sufficiently independent, and Lars Sørensen was elected chair of Novo Nordisk without being independent and with no lead independent director appointed.

We withheld votes on 35 resolutions at 14 North American companies, where withholding is the only way to register dissent. These are listed in the graphic.

VOTING

Abstentions and withheld votes



Source: GSI voting data.

Conflicts of interest

No voting decisions were escalated because of a conflict of interest in 2025.

Transparency

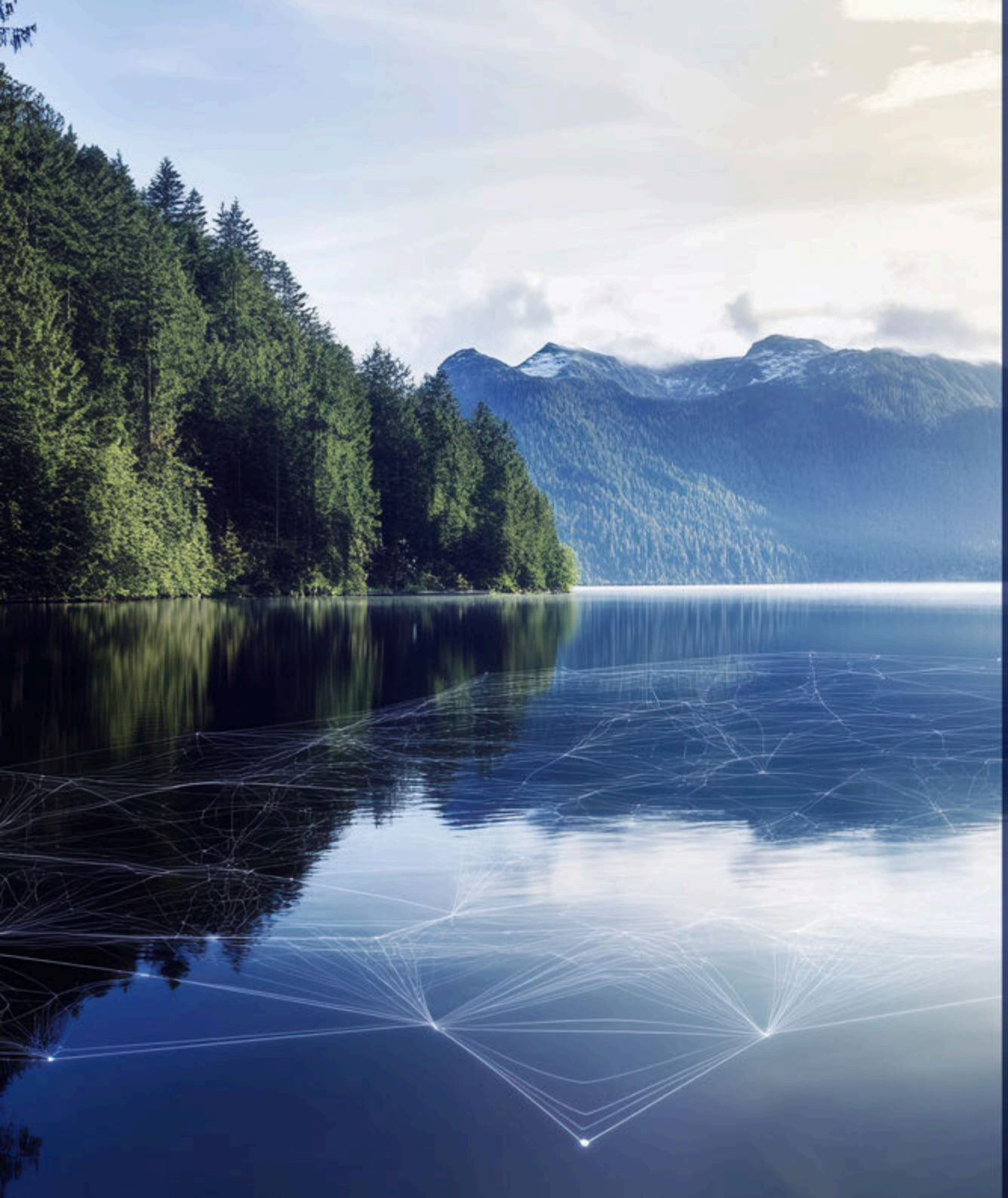
Our voting records for 2025 are published at gsillp.com/voting-records. We publish our full voting records twice a year and an Annual Voting Report, produced with Minerva, which for 2025 was published in April 2026. Our website is being relaunched in November 2026.

Outcome

Our 2025 voting review confirmed that almost all votes followed our voting template, while identifying gaps in ballot availability and the recording of individual voting decisions. We identified why 9 companies on the Target Voting List had not been voted and agreed additional checks with Minerva to improve coverage. We also identified the need to record the rationale when we depart from the voting template.

Since the period end

Our 2026 voting guidelines strengthen board accountability where shareholder proposals are excluded or disregarded without adequate justification, and where board refreshment is insufficient. We also updated our approach to climate transition plans following our review of voting at companies that had scaled back their climate commitments.



PRINCIPLE 5

Selection and oversight of managers

OUTSIDE THE SCOPE OF PRINCIPLE 5

GSI manages its funds directly and does not appoint external investment managers. Vident Investment Advisory acts as trading sub adviser and executes trades that GSI approves; it has no discretion over security selection or voting. Our oversight of Vident is reported under Principle 6.



PRINCIPLE 6

Monitoring service providers

Our reviews confirmed that votes executed through Minerva largely followed our customised template, while identifying gaps in ballot availability. We also completed a year long review of our index provider. Using external providers does not mean delegating stewardship: investment and voting decisions remain with GSI.

Our framework for overseeing providers, covering due diligence, service levels and annual review, is described in Section B of our Policy and Context Disclosure.

SERVICE PROVIDERS

How we monitored our service providers in 2025

PROVIDER	HOW WE MONITORED	OUTCOME
Minerva Analytics Proxy voting	Monthly vote audits; annual review, 3 December 2025	✓ 3,324 of 3,325 votes in line with template; 4 actions agreed for 2026
Sustainalytics ESG data	Data validated before use; met UK head of sales, November 2025	✓ Dedicated contact now in place
Index provider Universe and comparison index	Year long review of the Solactive index	✓ MSCI World IMI and MSCI World IMI Value from 1 January 2026
GemCap (Ascender) and CACEIS Management company; administration	Dublin visit, 30 September to 1 October 2025	✓ Clearer understanding of GemCap's processes and responsibilities; stronger links across its team
Vident Trading sub adviser	Best execution tracked daily; GSI approves every trade list before execution	No issues required escalation
Cosegic Compliance consultancy	Quarterly compliance testing of our processes and procedures	No issues required escalation

Source: GSI. GemCap renamed Ascender Fund Partners on 9 February 2026.

Proxy voting: Minerva Analytics

Minerva provides our customised voting template, research and vote execution. We check its work through monthly vote audit reports and an annual review of the proxy season.

In 2025, 3,324 of our 3,325 votes were cast in line with the template at the voting deadline. The exception, at Iberdrola, was our own decision to depart from the template's suggestion (see Principle 4), which shows that the template informs our decisions but does not make them. Minerva's records show that no reason was added when this vote was confirmed. In future we will make every effort to record the reason whenever we depart from the template.

Our 2024 review found that some meetings held early in the year were missed before the annual update of the Target Voting List. We addressed this by carrying forward companies from the previous year's list whose meetings took place in January or February. In 2025, we voted at all 10 meetings held during those months. We retained this approach for the 2026 list.

Minerva produced the framework for the 2025 Annual Voting Report, published in April 2026.

Our annual review meeting with Minerva took place on 3 December 2025, attended by Kate Hudson, Stewardship Lead and Andrew Cain, Managing Partner. Minerva presented its review of our 2025 voting, including how each policy change had affected our votes (see Principle 2). We reviewed coverage of the Target Voting List, reporting, and policy, and agreed the following actions and reporting arrangements:

- **Ballot availability and list updates:** Some companies on our Target Voting List could not be voted because they were not covered by the platform used to execute our votes, including Roche. Some meetings had also taken place before Minerva received the list. Minerva will check each list on receipt, identify companies that cannot be voted and flag meetings already held. Where necessary, we will agree replacements to maintain a list of 200 companies. We will send the list by the end of January with verified ISINs and resend it in full after each rebalance, which is likely to be quarterly.
- **Withdrawn resolutions:** When a shareholder resolution is withdrawn, the platform records an automatic abstention. These will be removed from our reporting, so that reported abstentions reflect only our own decisions.
- **Climate policy:** We agreed to flag companies that have scaled back their climate commitments when they put a climate plan to shareholders. This came from our disappointment with the outcome at Shell in 2024, when the company scaled back its 2030 carbon intensity target and removed its 2035 goal, yet its revised plan passed with 78% support. In February 2026 Minerva confirmed that the change had been added to the Say on Climate guideline, in section 5.7 of our 2026 voting guidelines.
- **Reporting:** Minerva will provide a detailed annual report each year and a shorter half yearly report within two months of each half year end, both covering voting outcomes and notable results.

PROXY VOTING

Minerva review, 3 December 2025: actions agreed

1	**Target Voting List** Lists checked on receipt; any company that cannot be voted is replaced	From 2026
2	**Withdrawn resolutions** Automatic abstentions removed from reporting	Agreed
3	**Climate policy** Flag companies that scale back climate commitments	In 2026 guidelines
4	**Reporting** Annual report plus a half yearly report	Agreed

STILL OPEN
Quarterly service indicators not yet reported

Source: GSI; Minerva Analytics.

At the same meeting, Minerva presented its ESG norms screening and controversial products screening services. We considered these alongside our existing screening provider, Sustainalytics, and decided not to change provider.

In December 2025 Minerva told us that, after changes to its internal systems, it could not locate the quarterly vote files it had sent us. We supplied our copies. We also asked Minerva to show the reporting period on every page of its data files, not only in the file name, to reduce the risk of errors when the data is read. Minerva agreed to make the change.

Since the period end, in January 2026, we asked Minerva to identify the companies on our 2025 list with meetings in January and early February, so that they stayed on the list until we refreshed it after the first rebalance of 2026. Minerva identified 6 companies, including Apple, Visa, and Siemens.

Minerva did not report quarterly service indicators to us in 2025. When we asked for them, it agreed to look at providing them.

ESG data: Sustainalytics

Sustainalytics ESG Risk Ratings are a core input to company weights, while product involvement and UN Global Compact data inform our exclusions. The investment team validates the data before use through comparisons across providers, trend analysis, and reasonableness checks.

We also judge where provider data is not reliable enough to be used. For example, there is no consistent dataset on animal testing: providers use widely different definitions, so a yes or no screen would capture companies with no material connection to the activity. We therefore do not apply an animal testing screen and focus on screens that are material and measurable.

In 2025 we were not satisfied with the support we received from Sustainalytics. Our account manager left in July, and queries went to a shared group account rather than a named contact. We raised this with Sustainalytics and met its UK head of sales in person on 11 November 2025. Sustainalytics had restructured its service model, and we now have a dedicated contact for queries, and it is much improved in 2026. Our Co Chief Investment Officer remains GSI's lead on how the ratings are used in our portfolios.

On 21 October 2025, after a large client asked about the EU ESG Ratings Regulation, we asked Sustainalytics to confirm its plans for authorisation under the new regime, how it separates its rating and consulting activities,

and how its disclosures will meet ESMA's requirements. Sustainalytics replied on 27 October that it is reviewing its operational and compliance framework, will reflect the requirements in its plans for 2026, and is focused on the independence of its methodologies and on managing conflicts of interest. It did not confirm whether it will seek authorisation.

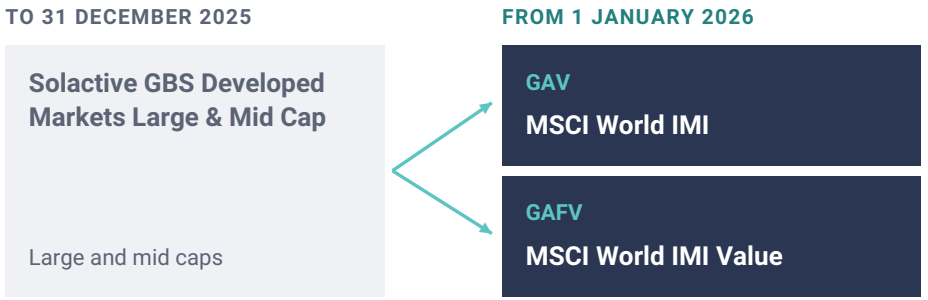
Changing our index provider

In 2025, our review of index providers found that the MSCI World IMI better reflects our holdings, including smaller companies. We selected it as the investment universe for both funds and GAV's performance comparator. For GAFV, we selected the MSCI World IMI Value as its performance comparator to reflect its stronger value tilt.

The changes took effect on 1 January 2026. We reported against both the existing and proposed comparators during the transition and published a question and answer note explaining the changes to clients, including confirmation that our investment process remained unchanged.

INDEX PROVIDER

A wider universe from 1 January 2026



- Large, mid and small companies in 23 developed markets
- Investment process unchanged

Source: GSI.

Both funds invest from the MSCI World IMI universe. Performance comparators: MSCI World IMI for GAV; MSCI World IMI Value for GAFV.

Fund management company and administration

Gemini Capital Management (Ireland) Limited, trading as GemCap, was the management company of our funds throughout 2025. Clients, platforms and data providers rely on accurate fund data, so it matters to our stewardship reporting. On 30 September and 1 October 2025, our Stewardship Lead and Compliance Manager visited GemCap and CACEIS in Dublin. The visit followed up 2 data issues found in 2024: versioning errors in fund documents after the CACEIS merger, and a data feed error in Morningstar's performance figures. We reviewed how data is validated and errors corrected, including GemCap's oversight of CACEIS and its transfer agency systems, and the data feeds to Morningstar and FE fundinfo.

The visit gave us a clearer understanding of GemCap's processes and responsibilities, and of the controls that apply to our fund data. It also strengthened our working relationship with the wider GemCap team.

On 9 February 2026, Gemini Capital Management changed its name to Ascender Fund Partners (Ireland) Limited. Its role and its relationship with GSI did not change.

> "Ascender Fund Partners provides independent oversight of GSI's sub-funds, including their approach to sustainable investment. GSI engages with that oversight openly and constructively, responding promptly to our questions and challenge and demonstrating a long-standing commitment to stewardship embedded in its systematic and factor-based process. We are pleased to continue this partnership on our UCITS platform."
>
> Stuart Alexander, Chief Commercial Officer, Ascender Fund Partners

Outcome

Our oversight led to practical changes. We voted at all 10 meetings held in January and February 2025, closing the early season gap identified in 2024. The index review led to the adoption of MSCI indices from January 2026, and Sustainalytics put a dedicated contact in place for data queries. We agreed corrective actions following our visit to GemCap and CACEIS and will review their implementation during 2026.

Important information

This document is issued by Global Systematic Investors LLP in connection with its reporting under the UK Stewardship Code 2026. It is provided for information only and does not constitute an offer, invitation or recommendation to buy or sell units or shares in any investment fund.

GSI Funds are regulated investment vehicles incorporated in the Republic of Ireland and are therefore outside the scope of the UK's Sustainability Disclosure Requirements (SDR) and are not seeking an SDR label. The Funds do not claim compliance with the SDR requirements.

This document should be read in conjunction with the Funds' Prospectus, key investor information document (KIID) or offering memorandum and can be viewed at www.gsillp.com and at www.ascenderfundpartners.com.

GSI does not provide investment advice. Potential investors should seek independent advice regarding the suitability of the Funds for their investment needs. Investors should be aware that past performance is not indicative of future performance. Returns can be volatile, reflecting rises and falls in the value of underlying investments. Investors may not get back the full amount initially invested.

The contents of this document are based on sources of information believed to be reliable. GSI has taken reasonable care to ensure the information stated is accurate as of the date of the material unless stated otherwise. However, GSI makes no representation, guarantee or warranty that it is wholly accurate or complete.

Any performance information shown in this document is for general information purposes only. Any reliance you place on this information is strictly at your own risk. In no event will Global Systematic Investors be liable for any loss or damage, including, without limitation, indirect or consequential loss or damage arising out of or in connection with the use of this information.

The GSI Global Aware Value Fund and the GSI Global Aware Focused Value Fund are Funds of GemCap Investment Funds (Ireland) plc, an umbrella type, open ended investment company with variable capital, incorporated on 1 June 2010 under the laws of Ireland with limited liability and segregated liability between Funds.

GemCap Investment Funds (Ireland) plc is authorised by the Central Bank of Ireland pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 (S.I. No. 352 of 2011) (the "UCITS Regulations"), as amended. Ascender Fund Partners (Ireland) Limited, trading as Ascender Fund Partners, is a limited liability company incorporated under the registered number 579677 under Irish law, pursuant to the Companies Act 2014, which is regulated by the Central Bank of Ireland. Its office is at Suites 22-26 Morrison Chambers, 32 Nassau Street, Dublin 2, D02 X598. The registered office of GemCap Investment Funds (Ireland) plc is at 7th Floor, Block A, One Park Place, Hatch Street, Dublin 2. Ascender Fund Partners acts as both a management company and global distributor to GemCap Investment Funds (Ireland) plc.

Global Systematic Investors LLP is registered as a limited liability partnership in England and Wales with the number OC370686. Its registered office is at 75 King William Street, London, EC4N 7BE. Authorised and regulated in the United Kingdom by the Financial Conduct Authority (FRN 572537).



Global Systematic Investors LLP

75 King William Street, London EC4N 7BE

Tel. 020 7717 5578

www.gsillp.com

Systematic factor investing. Sustainably.