

# Target Fund Managers Limited

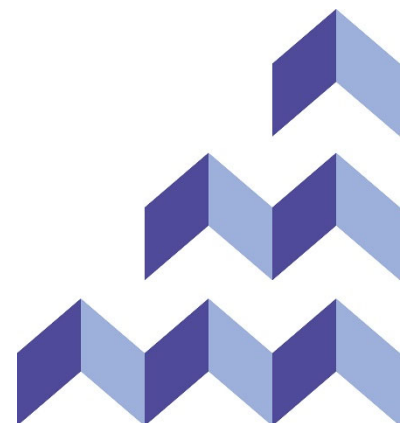
## The UK Stewardship Code

### Statement of Compliance: 31 December 2021

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## Introduction

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Target Fund Managers Limited, along with Target Advisers LLP (collectively “Target” or the “Company”), is a fund manager and investment adviser in healthcare real estate and a specialist in the care home subset of that asset class. Target’s predominant investment strategies are in modern, well-designed, purpose-built care homes for the elderly which are subject to long leases with carefully assessed third party tenant operators. As at 31 December 2021, Target had assets under management of c.£0.9 billion, consisting of investments in 98 care homes, with 31 individual tenant operators.

Target’s purpose since establishment in 2010, through responsible real estate investment, has been to provide and advocate for fit-for-purpose real estate which improves living standards for residents and facilitates quality personal care. This analytical, principled investment approach aims to deliver long-term investor returns and ensure effective stewardship practice and outcomes in the process.

Target’s mission requires it to partner with tenant operators who share its values and ethos and can demonstrate the necessary operational capabilities to effectively care for residents and provide an efficient and rewarding environment for their staff. Target values these partnerships and believes they are fundamental to the long-term success of its investments. All investments are made with diligence, detailed analysis and a genuine passion for doing what is right for all stakeholders.

The tenants operating the care homes Target invests in are typically providing care for residents in their latter years, and often end of life, and so it is essential that this is happening in the right setting. Target follows an ‘engaged landlord’ approach to ensure that the tenants’ operational and financial performance continues to meet an appropriate standard and, within the constraints imposed by a landlord/ tenant relationship, will take action where necessary to ensure effective stewardship of the assets under its management.

The type of properties that are acquired under Target’s investment approach are modern, purpose-built care homes which will provide a high quality of real estate for the operating tenant, and their residents and staff.

The following report sets out how Target’s stated business model and strategy naturally aligns with the requirements of the Stewardship Code; being the responsible allocation, management and oversight of capital to create long-term value for clients and beneficiaries leading to sustainable benefits for the economy, the environment and society.

The Statement of Compliance was approved by the Board of Target Fund Managers Limited on 29 April 2022.

**Kenneth MacKenzie**

**Chief Executive**

**Principle 1: Purpose and Governance**

<p><b>Principle:</b></p>	<p><b>Signatories’ purpose, investment beliefs, strategy, and culture enable stewardship that creates long-term value for clients and beneficiaries leading to sustainable benefits for the economy, the environment and society.</b></p>
<p><b>Context:</b></p>	<p><b>Purpose and investment beliefs</b></p> <p>Target’s purpose is to accelerate the improvement in the physical standards of UK care homes through long-term, responsible investment in modern real estate which delivers clients’ return objectives.</p> <p>Target invests in, and advocates for, modern, well-designed, purpose-built care homes with full en-suite wetroom facilities to be the minimum acceptable standard across the sector. These provide dignity, privacy and choice for residents, are well-equipped for care providers to operate in, and allow for community interaction and pleasant visiting for friends/families of residents as well as most effectively supporting infection control efforts.</p> <p>Real estate of this standard is significantly undersupplied, with 71%<sup>(1)</sup> of the UK’s existing care home bedrooms in need of modernisation to these minimum standards. Demographic trends, with increasing numbers of people over 85 years of age and increasing demand for need-based care, require a significant increase in the future supply of care home real estate and allow Target to invest with confidence for the long-term. Target will aim to partner with others in the industry that share its beliefs, ethos and values.</p> <p>It is Target’s belief that investing in high-quality real estate, combined with careful selection of tenant operators, will not only benefit the underlying residents, communities and care providers; but will ensure effective stewardship of clients’ funds by ensuring that:</p> <ul style="list-style-type: none"> <li>• the real estate acquired is of high-quality and best-in-class within its local market ensuring that, as the overall improvement in the physical standards of real estate in the care sector advocated by Target comes to fruition, the physical assets held remain in demand by both tenant operators and their underlying residents;</li> <li>• the demand for care provision in the physical real estate is supported by local demographics; and</li> <li>• the terms of the lease, and the careful selection of capable tenant operators, ensures the long-term, sustainable nature of the business being operated from each home, thereby providing clients with robust, long-term income or, should it prove necessary, permits the re-tenanting of the property on a timely basis with minimum disruption to residents and without loss of value for clients.</li> </ul> <p>Target’s investment approach is to act as an ‘engaged landlord’, ensuring that it not only understands the physical fabric of the buildings in which it invests, but that it also understands the underlying drivers of the care home operated by the tenant from that property. Target’s interest goes beyond the purely financial, with the firm belief that a home and operator that ensures the wellbeing of residents will ultimately be a successful one. A successful and well-run tenant business will not only benefit the residents and tenant operator, but ultimately support Target’s clients by ensuring well covered rental income streams, thereby also preserving investment yields and capital values.</p>

	<p><b>Culture and Values</b></p> <p>Target aims to ensure that all activities undertaken by the Company, its staff and representatives demonstrate the Company’s eight values of Collaboration, Professionalism, Integrity, Openness, Respect, Care, Humility and Forgiveness.</p> <p>As part of the recruitment process, it is ensured that any new employees share Target’s values, with training and other activities undertaken to ensure that the culture inherent at the Company’s inception in 2010 remains undiluted as the Target team grows in size.</p> <p>Further detail on Target’s structure is provided in principle 2.</p> <p><b>Business Model and Strategy</b></p> <p>Target’s business model is to act as Investment Manager, Asset Manager and/ or Alternative Investment Fund Manager to investment companies and funds. Target’s investment approach is to invest monies for the long-term in order to generate long-term, sustainable income with the potential for capital growth. This matches the requirement of the sector in which it primarily invests, care homes for the elderly, which is a sector that Target believes is in need of long-term capital investment.</p> <p>Effective stewardship of its clients’ monies is essential to the preservation of capital required to meet Target’s long-term investment horizon and to ensure that the assets acquired can continue to generate income on a long-term, sustainable basis.</p> <p>Target’s management fees are based on the level of funds under management and therefore ensuring effective stewardship, which will continue to attract further long-term investment capital to the sector, ensures that the financial interests of both Target and its clients are aligned.</p> <p>The funds managed or advised by Target during the reporting year had independent Boards of Directors. Target’s culture and investment process ensures that detailed and bespoke reports are provided on a regular and timely basis to those Boards to ensure that they are able to appropriately undertake their own stewardship activities and monitoring of Target’s investment approach and performance. As an example, Target’s largest client held quarterly scheduled Board Meetings, and a separate two-day strategy meeting. These meetings were supported by extensive Board papers reporting on the property portfolio, including any systemic or individual risks identified. Detailed investment papers are also provided in relation to each property acquisition, disposal or significant asset management initiative proposed by the Investment Manager.</p> <p>(1) Carterwood - 2021</p>
<p><b>Activity:</b></p>	<p>Target has a long-term investment horizon and has established strict investment criteria within workable investment policies (which are set out in more detail in principle 7).</p> <p>Since Target was established in 2010, it has continued to hire specialist staff, including those with experience of care home management and operation. This ensures that Target has in-house experience of the tenants’ businesses in order to provide better oversight of clients’ properties and to identify and reduce individual property and/or portfolio risks. Target also undertakes research in order to educate itself and ensure that, collectively, it is a specialist in the sector and understands the key drivers of performance of the properties, and tenant operators, in which it invests. Target then ensures that the key drivers identified are inherent within the investment and asset management processes within the business. Target has used the research and due diligence undertaken to date to build a proprietary database of underlying information on UK care homes, local demographics and other important factors in order to drive</p>

	<p>appropriate investment decisions (further information on the investment approach is contained in principle 7 and on the asset management approach in principle 9). This in-house information is supplemented by subscriptions to appropriate external providers such as LaingBuisson, Carterwood and Experian.</p> <p>The sector in which Target invests is complex, and needs detailed monitoring, understanding and input, when appropriate, both to anticipate and manage problems to protect value, and to ensure that the tenant operators are able to provide care for residents in an appropriate setting. The continued investment in employees of Target is set out in more detail in principle 2.</p> <p>In addition to the acquisition of standing assets, Target has brought new long-term capital into the sector through prudent investment in forward funded developments, pre-let to carefully selected tenant operators.</p> <p>The culture established within Target ensures that all employees are committed to the mission, as are partner funds which it manages/advises, leading to investment decisions being taken which are in the long-term interests of client funds, care home properties, tenant operators and their underlying residents.</p> <p>Target has aimed to use its expertise to educate market participants on the appropriateness of its underlying investment strategy by highlighting, through investment reports, presentations and seminars/sector events, the significant undersupply of quality properties in the sector and the requirement for rents to be set at sustainable levels.</p>
<p><b>Outcome:</b></p>	<p>New staff recruited to the business continued to complete the established induction process; which includes regular one-on-one meetings with the four founding members of the business to ensure that they understand the Company’s core values and beliefs, and reflect these accordingly in any actions they undertake on behalf of Target.</p> <p>In an average year, Target will usually consider in excess of 100 introductions for potential property acquisitions. After applying Target’s strict investment criteria, following the investment approach set out in principle 7, and conducting due diligence, Target completed two property acquisitions and committed to three forward fund developments in the year ended 31 December 2021. In addition one of Target’s clients acquired a portfolio of 18 care homes from another fund for which Target acted as Investment Manager. This transaction was undertaken in line with Target’s conflicts policy, with the introduction of an ethical wall and strict demarcation of responsibilities to ensure effective stewardship was maintained on behalf of both clients. Further detail on this matter is included in principle 3.</p> <p>As with most sectors, over the year the largest change likely to disrupt Target’s established purpose, investment beliefs, strategy and culture continued to be the impact of the COVID-19 pandemic, particularly the emergence of the Omicron variant. This was particularly pronounced in the care home sector in which Target’s clients invest.</p> <p>Over the course of the year to 31 December 2021, Target has continued to carefully monitor the performance of its investment portfolio. Whilst it was reported in the prior year that the twice annual physical visits to each care home usually undertaken were not possible during lockdown, these had been replaced with telephone conversations with the care homes and head office staff of each of the tenants. These calls were aimed not only at collating information in relation to the assets held, but also to pass on Target’s experience and market knowledge. During the current year, Target has been able to follow a hybrid approach to asset management, re-introducing careful physical visits at appropriate points in the year, where tenants were comfortable, to support the</p>

ongoing virtual monitoring. During the year ended 31 December 2021, Target undertook a total of 132 physical visits to homes, consisting of 68 in depth six-monthly visits and 64 further scheduled, but shorter and more informal, physical visits. These physical visits were supported by over 100 conversations with operators, or external only inspections, where COVID-19 precautions restricted entry to the home or made such internal visits inappropriate. Subsequent to the end of the reporting year, Target has been able to fully re-introduce its schedule of twice annual physical visits to each care home and it is hoped that this will be able to continue uninterrupted during the current calendar year, whilst always remaining cognisant of COVID-19 risks in care homes. Target believes that the direct observation of both the fabric of the care home properties and the operations being conducted therein that is facilitated by a physical visit significantly enhances the stewardship of the direct property portfolio.

## **EFFECTIVENESS**

### **Portfolio resilience and performance**

Over the year to 31 December 2021, rental collection was in excess of 95%, demonstrating the resilience of the rental income generated by the portfolio's assets. The external property valuations remained largely unchanged, with a slight degree of yield tightening. This revenue and capital performance, in challenging circumstances, continued to evidence the effectiveness of the investment approach adopted.

As at 31 December 2021, the portfolio weighted total returns (based on total assets) across Target's clients were as follows:

	<b>One year</b>	<b>Three years</b>	<b>Five years</b>
Total return (annualised)	10.4%	8.8%	9.8%
MSCI UK Healthcare Annual Property Index (the "MSCI Index")	9.5%	7.7%	8.6%

## **Investment**

### ***Case study: The Manor (acquired during the year)***

The Manor is a luxury care home which is well established as one of the best homes in the region. The impressive real estate houses 74 large bedrooms with full provision of en suite wet-room shower facilities, wide corridors and an intelligently designed layout. Residents and their visiting friends and families benefit from substantial public lounges, a cinema room, hair & beauty salon, activities room and outdoor spaces on all floors resulting in one of the highest space per resident ratios of any home across Target's clients' portfolios.

Since opening in April 2018, the home developed a strong local reputation and filled quickly with occupancy largely comprised of private fee-paying residents. The densely populated area surrounding the home provides a large catchment population with strong demographic demand characteristics. Following the exit of the original operator of The Manor as part of the acquisition, the home was leased to a well-respected family-run group which operates care homes throughout the UK and which has been an existing tenant of Target's clients for some years. Rent was agreed at a level consistent with Target's values of maintainable, affordable rents backing long-term investment, and thorough due diligence on all aspects of the property and its trading was conducted.



### **Asset Management**

Target's belief in being an engaged landlord ensures that it remains fully up-to-date with activities at each of the homes it owns throughout the period of ownership. An example of this approach arose in relation to the re-tenanting of seven of the properties held by Target's clients.

#### ***Case Study 1: Re-tenanting of two properties***

During the year Target completed the re-tenanting of two homes from a national operator which had been experiencing financial challenges prior to the pandemic. Both re-tenantings were achieved on rental terms consistent with the existing lease and Target's investment cases for the assets. Comprehensive refurbishment capex was committed for both assets to improve the standard of the real estate. This case study illustrates both responsible oversight of capital for Target's clients in terms of creating long-term value, as well as delivering improved real estate in which the tenant can provide care to each home's residents.

#### ***Case Study 2: Re-tenanting of five properties***

A further re-tenanting was completed during the year from a large national operator to a family-owned operator on a lengthened lease term with a substantial exit premium received from the outgoing tenant. This premium will be used to both fund capital expenditure on the home, and to fund the rental incentive provided to the new tenant. The impact on residents and staff was minimised during this transition.

On a similar basis, toward the year end, contracts were exchanged to re-tenant four other homes within Target's clients' portfolios which had previously been leased to the same outgoing tenant. The transaction subsequently completed early in the new year. This was a strategic move to lease the properties to a regional operator, whose knowledge of the local markets in which the homes trade is expected to enhance performance and better serve each home's local community. Consistent with prior re-tenantings, the quality of the assets and the rental levels inherent in the leases resulted in attractive commercial arrangements being achieved.

The combination of decisive and pro-active re-tenanting action when required, alongside patience and support when justified for the right operators, reflect Target's approach to creating long-term value for clients and beneficiaries in a responsible manner.



**Principle 2: Purpose and Governance**

**Principle:** Signatories’ governance, resources and incentives support stewardship.

**Context:** The senior management team of Target consists of seven executives (the “Executive Team”) and has responsibility for strategic and operational decision making on behalf of the business and recommendations in relation to the funds it manages. Target is majority-owned by certain members of the Executive Team (and their associated persons).

The Executive Team meets regularly, usually twice a week, particularly due to the working-from-home arrangements which were in place for the majority of the reporting year, and takes a collaborative approach with collective responsibility.



The key members of the Executive Team, along with two non-executive Directors, form the Board of the Company which meets on a quarterly basis. Target intends to appoint an independent non-executive Director to the Board during the current calendar year.

With a total of 30 team members at 31 December 2021, there are regular opportunities for the whole business to engage collectively and share significant developments in the business, the portfolio or the broader environment. The individual functional teams also meet regularly to share information, ideas and knowledge on both the property portfolios held and the wider sector.

The Executive Team/Board is supported by an external Compliance Officer.

Target has established separate ESG, Compliance and Conflicts Committees. Further detail on the Conflicts Committee is set out in more detail in principle 3. These committees include members of the Executive Team, or other senior members of staff, depending on the matters to be discussed. The intention of the committees is to ensure that matters arising are considered on a timely basis, and in depth, prior to each committee reporting directly to the Board.

By including members of the Executive Team, as well as an appropriate cross section of team members from each of the functional teams, in each of these Committees, Target ensures that the activities that they undertake are sufficiently resourced with a wide range



of experience and qualifications. This also ensures that members of the Executive Team have direct oversight of the requirements of each of the Committees, and can ensure that Target as a whole has appropriately resourced its investments in systems, processes and research.

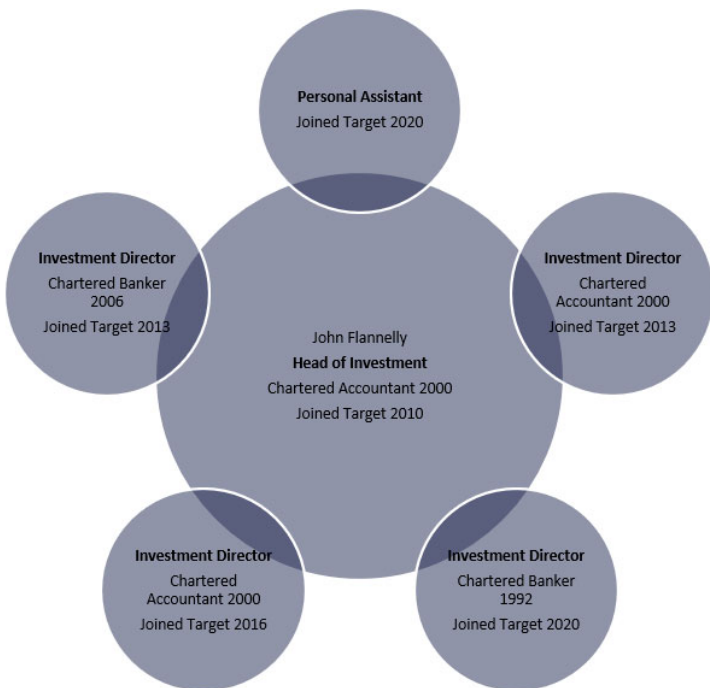
Where appropriate, given Target’s size, external service providers may be used to provide specialist advice or services, such as lawyers, surveyors or consultants. One such example in the year ended 31 December 2021 was the appointment of a sustainability, energy and building services consultancy to enable the provision of BREEAM assessments and to commence the development of an ESG framework, as set out in more detail in principle 7.

**Activity:**

As a niche fund manager, with less than £1 billion of Assets Under Management, the number of clients, properties and tenants allows the Executive Team to hold an in-depth understanding of the portfolio with reporting lines from each of the functions as necessary to provide additional detail.

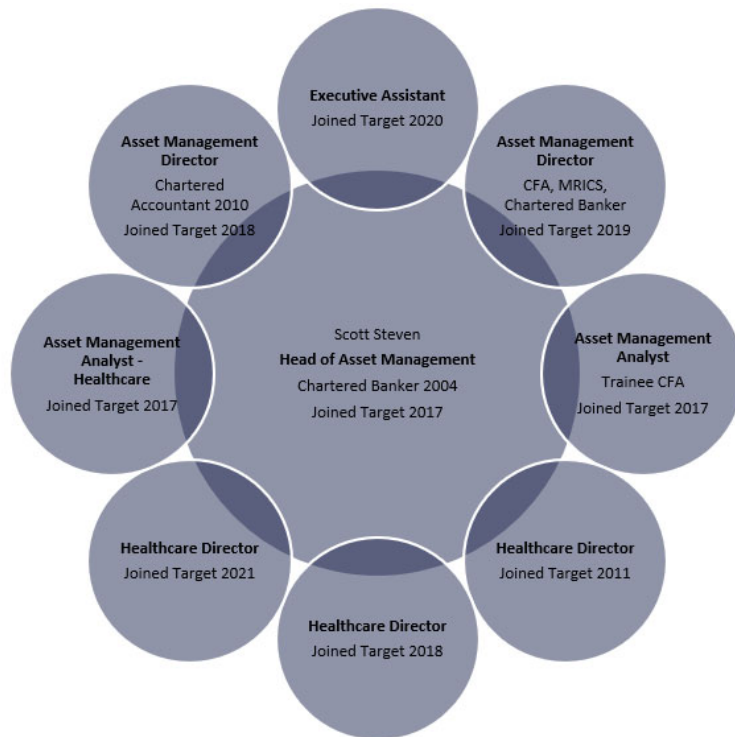
The co-ordination of approach at the Executive Team level ensures that Target’s care ethos and values are both aligned at a high level and reported downwards to the wider team.

**Investment Team:**



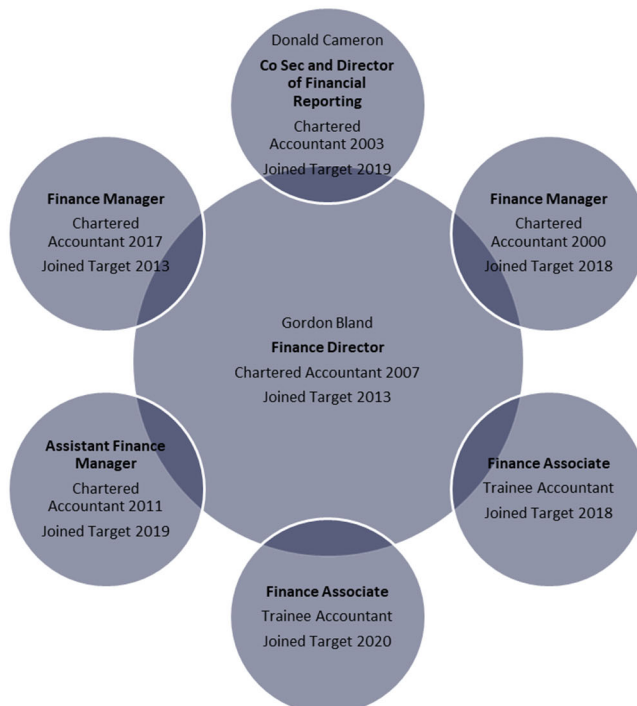
The Investment Team is responsible for all initial investment acquisitions, including the completion of due diligence, and consists of experienced professionals, with a variety of experience, including banking. As necessary, expertise may be shared between the Investment Team and the Asset Management Team depending on the level of activity, the nature of the work being undertaken and the skills and experience required.

**Asset Management Team:**



The Asset Management Team is responsible for the ongoing monitoring of the properties (such as ensuring tenants are meeting their obligations under the fully repairing and insuring leases) and monitoring of the underlying tenants; both in terms of financial performance and care related aspects. The Asset Management Team will be responsible for any changes to properties, or the underlying lease agreements, subsequent to initial acquisition.

**Finance and Company Secretarial:**



	<p><b>Stewardship</b></p> <p>There is not a separate stewardship team, instead stewardship matters are inherent in the investment process (see principle 7) and the asset management process (see principle 9). Ultimately the Executive Team, who discuss and review all significant investment or asset management matters, as appropriate, before any recommendations are made to the Boards of client funds, are responsible for considering stewardship matters.</p> <p>The performance measure of individual employees and their financial remuneration does not specifically incorporate stewardship. However, individual performance will be assessed against the Company’s values and investment approach which, as set out in principle 1, ensure stewardship considerations are inherently addressed.</p>
<p><b>Outcome:</b></p>	<p>It is considered that the chosen governance structures and processes have been effective in supporting stewardship and are appropriate for the current size and nature of Target, the nature of its clients and the structure of its clients’ underlying governance structures. The structure of the Executive Team ensures views from all functions are heard and discussed in significant decision-making. This allows effective stewardship by ensuring that all opposing views and priorities are heard, carefully considered and a fair and balanced conclusion reached. Ultimately, Target aims to balance financial returns with the sensitivity required to ensure that continuity of care is maintained for the end-users of the clients’ homes.</p> <p>It is, however, noted that, as the size of the client portfolio and number of employees required to appropriately manage these portfolios continues to grow, the current flat organisational structure may require to become more hierarchical and therefore the current processes may require to be amended to introduce, formalise and document additional levels of control over time. At present, the structure facilitates the tone and values held by the Executive Team to cascade effectively to individuals within the Company.</p>

**Principle 3: Purpose and Governance**

<b>Principle:</b>	<b>Signatories manage conflicts of interest to put the best interests of clients and beneficiaries first.</b>
<b>Context:</b>	<p>Target has established a Conflicts Committee, which has written terms of reference and is constituted by an independent chair, the Compliance Officer and members of the Executive Team. The members of the Executive Team that are currently full-time members of the Conflicts Committee are the Head of Investment, the Finance Director and the Company Secretary; it is intended that members are rotated over time and that additional members may be invited to attend depending on the matters to be discussed. The Conflicts Committee will report any significant matters directly to the Board.</p> <p>The Conflicts Committee reviews Target’s policies and procedures, as well as ensuring that actual or potential conflicts of interest are being identified and addressed appropriately and in line with the established policy.</p> <p>Target has a written conflicts of interest policy to address actual and potential conflicts of interest and this is considered on a regular basis by the Conflicts Committee. The aim of the Policy is to avoid conflicts of interest and to manage conflicts of interest in a manner that is equitable to the parties involved.</p> <p>A summary of the key terms of the conflicts of interest policy is set out below:</p> <p>Target will comply with applicable laws and will always seek to comply with the principles set out in the handbooks and guidance published by the Financial Conduct Authority in relation to conflicts, including FCA Principle 6: Treating Customers Fairly.</p> <p>In the unlikely event Target’s procedures and controls will not be sufficient to ensure that a potential conflict of interest does not damage a client’s interests, it may be agreed between Target and the client (both acting reasonably) that the client may undertake the matter themselves or appoint a third party to do so.</p> <p>Target will disclose all conflicts of interest (whether actual or potential) to the clients who are affected (or potentially affected) by the conflict. The level of detail disclosed may be constrained where such disclosure would result in a breach of law or regulation by Target. Target will provide such information as may reasonably be requested by the parties affected or potentially affected by the conflict.</p> <p><i>Acquisitions</i></p> <p>Target has in place an allocation policy to ensure that it is able to fairly allocate available investment opportunities between its clients. Target will use reasonable efforts to ensure that each client has the opportunity to participate in potential investment opportunities of which Target is aware that fall within its investment objective and policy. In so doing Target will take into account the available asset opportunities for each of its funds in the light of their stated investment criteria, concentration limits and available capital (or the ability to raise additional capital whether that be equity capital or debt finance within the timescales necessary to complete the acquisition).</p> <p>Target will use reasonable efforts to allocate an investment opportunity to the client whose investment criteria most closely matches the investment opportunity. If the asset is suitable for more than one of Target’s clients, allocations will be made on a rotational basis. Target will, however, have discretion in particular circumstances to allocate an asset or group of assets to a particular Fund outwith the rotational policy, with an Allocation Committee having been established subsequent to the end of the reporting period to oversee all allocation decisions and to ensure that the allocation policy is</p>

	<p>applied fairly to all clients. Following allocation, due diligence will be instructed on behalf of the relevant client and, assuming satisfactory due diligence, the asset will be acquired by that client.</p> <p><i>Disposals</i></p> <p>When a fund decides to sell an asset, it is expected that in almost all sales processes a third-party agent will be appointed to manage an open market process. In a situation whereby Target, acting for another fund, resolves to bid for such asset, it will disclose the potential conflict fully to both the potential bidding fund and the disposing fund.</p> <p><i>Disclosure</i></p> <p>Where there are any conflicts of interest arising between Target and any of the other parties involved in an investment transaction, these are detailed in the investment paper provided to the client. Where there are no such conflicts, this is also explicitly stated.</p> <p><i>Provision of information</i></p> <p>Recognising the requirement to treat customers fairly, where Target is in possession of information that is available to, is to be provided to, or which has been requested by, more than one client (including their respective advisers, service providers, agents, fund manager or investment manager) it shall treat the clients fairly when disclosing such information and will ensure that the same information is provided to the clients at the same time.</p> <p><i>Confidential information &amp; Information Storage</i></p> <p>Target will put in place procedures, reasonably acceptable to the clients concerned, to ensure that confidential, proprietary or commercially sensitive information relating to any client is not shared or made available to other clients or to third parties.</p> <p><i>Fund promotion</i></p> <p>Target shall not promote its clients' funds in any way that may cause confusion between those funds and shall, where possible, seek to avoid situations where a fund is competing for equity at the same time from the same investor.</p> <p><i>Personal Account Dealing</i></p> <p>Target's Compliance Manual, which is updated and circulated regularly to all Team Members, forbids any personal dealing by employees that is against, or may compromise, the interests of its clients. The policy is designed to minimise actual or potential conflicts between employees and investors and clients of the Company, and prevent fraudulent or manipulative practices with respect to dealings in securities held. Failure to comply with this principle is a serious disciplinary matter.</p>
<p><b>Activity:</b></p>	<p>A summary of the ongoing potential or actual conflicts is circulated to the members of the Conflicts Committee at least quarterly, or more frequently should the circumstances of a potential or actual conflict arise or change. The Conflicts Committee meets at least twice a year to consider its terms of reference, ensure the completeness of the conflicts register and the process for ensuring that all conflicts are captured and reported and to review the current position of all reported conflicts.</p> <p>Whilst many of the specific actual or potential conflicts are specific to individual clients and therefore cannot be publicly disclosed without breaching client confidentiality, the Conflicts Committee will consider, for example, circumstances where the same care home operator may be the tenant of properties held by more than one of Target's clients. The Conflicts Committee will ensure that any decision made, or recommendation</p>

	<p>provided, considers the impact on a home-by-home basis and is not making a combined decision that may benefit the performance of one client’s property at the expense of another.</p>
<p><b>Outcome:</b></p>	<p><b>Case Study: Transaction between clients</b></p> <p>During the year ended 31 December 2021, Target completed the acquisition of a portfolio of 18 care homes on behalf of one client, from another Target client. Target ensured that its Conflicts, and Ethical Wall, policies resulted in an appropriate segregation of data and responsibilities between Team Members acting on behalf of each client, to ensure that each client was treated fairly, whilst also retaining access to suitably qualified and experienced personnel and advice throughout the transaction.</p> <p><b>Case Study: Cross-directorship and client interest</b></p> <p>One of the senior employees of Target was, in relation to their role at Target, also a director of a tenant operator that held a lease in a property owned by one of Target’s clients. The tenant operator held a buy back provision in relation to this property which permitted them to acquire the property at the higher of market value or a level that resulted in a pre-determined IRR for the client. The client was fully aware of the buyback provision and the potential conflict at the time of initial acquisition.</p> <p>During the year ended 31 December 2021, the client exercised this buyback provision, with separate teams and segregation of data having been established within Target in the prior year, immediately following the tenant operator having communicated their intention to exercise the option. This ensured that the interests of both the tenant operator and the owner of the property were kept entirely separate, decisions and recommendations were made independently, and client-specific information was not shared.</p>

**Principle 4: Purpose and Governance**

<p><b>Principle:</b></p>	<p><b>Signatories identify and respond to market-wide and systemic risks to promote a well-functioning financial system.</b></p>
<p><b>Activity:</b></p>	<p>The Board and Executive Team are responsible for the Company’s risk matrix which documents risks faced by the Company and the investment universe of its clients in their ability to meet their objectives. The matrix is formally updated by the Board at least annually and is also considered throughout the year at strategic sessions of the Executive Team.</p> <p>The risk universe is considered for completeness, through business discussion against an objectives framework, brainstorming and comparison against other published risk matrices, and each risk is then rated based on likelihood and impact. Risk management and mitigants are considered, and ultimately the Company’s response is documented with actions allocated where relevant.</p> <p>The Board and Executive Team take a prudent and conservative approach to risk assessment and management to reflect the risk appetite of client funds and the sensitive nature of the sector in which Target is investing in, recognising that investments are long-term and that the preservation of capital, sustainability of assets and continued generation of income is fundamental.</p> <p>The investment approach is aligned – quality real estate standards are well-designed to meet the demands of residents and their families, as well as allowing care providers to operate effectively (i.e. to minimise chance of adverse events and to maximise trading performance).</p> <p>The asset management approach is also aligned, with a look through to the sector and its risks, and early-warning to allow Target to manage challenges with tenants to minimise risk to continuation of service.</p> <p>In relation to the wider sector, Target is involved with the BPF Healthcare Committee, Care England and National Care Forum (NCF). It will also liaise and discuss matters of significance to the sector with market regulators, such as the Care Quality Commission (through their Market Oversight team).</p>
<p><b>Outcome:</b></p>	<p>As discussed in more detail in principle 1, Target remains a strong advocate of ensuring that the level of rent for tenants of properties held by its clients, and across the industry generally, are initially set at sustainable levels. This allows tenants to weather the financial consequences arising from unexpected events, whether these be matters specific to an individual care home or endemic to the care home sector as a whole; the COVID-19 pandemic being a recent, and extreme, example of the latter. The sustainability of rental levels, combined with the quality of real estate also advocated by Target, is considered key to the responsible allocation, management and oversight of capital by protecting both tenants and their residents, whilst also facilitating the re-tenanting of properties on behalf of Target’s clients without the loss of long-term value, whilst minimising disruption to the underlying residents, should this ultimately prove necessary.</p> <p>Target has continued to use meetings with investors, analysts and other market participants, as well as attendance at sector forums, to emphasise the benefits of affordable and sustainable rental levels, on good quality real estate, in order to ensure the appropriate allocation of capital and prevent the future market disruption that may occur were rental levels to be set at unsustainable levels across the sector as a whole.</p>



The COVID-19 pandemic has been a good example of the effectiveness of risk management. Pandemic risk was present on risk registers (both for Target and Target's clients) as a low likelihood/medium impact risk for the sector since prior to the start of the COVID-19 pandemic.

Target's investment approach and portfolio management strategies were assessed to be effective mitigants, based on real estate standards and the operational capabilities of tenants in its homes. The sector overall has continued to perform well relative to other property sub-sectors (based on preservation of capital values and the resilient level of rent collection as set out in principle 1).

Target was engaged with the tenants of the clients' properties throughout to understand the challenges they were facing and their needs (in the prior year more than 1,000 telephone contacts were made). This left Target, and its clients, well-positioned to support tenants as required to mitigate the risk of service/business failure which was critical not only to supporting stewardship of the clients' assets, but to minimising disruption for underlying residents of the care homes. This approach was continued into the year under review.

In addition to the stewardship of the clients' assets and underlying tenant operators, Target was in contact with the underlying investors in the clients' funds, releasing additional information to the market as appropriate, to explain what was happening and to understand their investment needs and preferences.

Target shared information with tenants on:

- changing guidance from healthcare authorities (such as in relation to PPE);
- changes to the regulatory oversight approach, which Target heard through contacts in the sector and shared prior to implementation;
- relevant legal webinars from key partners that Target thought may be helpful; and
- commercial trends in the sector from Target's contacts and wider overview.

Target also participated in sector research to assist with an understanding of the impact of COVID-19 across operators and landlords.

One further example of an initiative undertaken was participation in the BPF Healthcare Committee. One of the matters discussed by the Committee, attended by Target's Head of Healthcare, was the White Paper on social care reform published in December 2021.

Principle 5: Purpose and Governance	
<b>Principle:</b>	<b>Signatories review their policies, assure their processes and assess the effectiveness of their activities.</b>
<b>Activity:</b>	<p>The Board will review this Stewardship Report, and the supporting stewardship processes at least annually. Given the size of Target, and the nature of its clients, a review by the Board, and continuous assessment by the Executive Team is considered proportional and no separate Stewardship Committee has been established.</p> <p>Given the structure of Target, and its two main clients during the year under review which each have independent Boards, there is continuous independent oversight of any material investment proposals, asset management initiatives and performance. The standard of reporting prepared, both internally to the Boards of those clients and any external reporting prepared on behalf of those clients for underlying investors in the clients' funds, is also subject to regular review and comment. For clients with a premium listing on the London Stock Exchange, the Board will also formally consider annually the terms of appointment of Target as investment manager, the quality of other services provided and whether the continued appointment of Target is in shareholders' interests as a whole.</p> <p>Target will also be in communication with the underlying investors in the funds it manages; either directly through meetings and presentations or indirectly by feedback received from, for example, the relevant client's broker, Board or other advisers.</p> <p>For those clients for which Target has been appointed as Alternative Investment Fund Manager ('AIFM') under the Alternative Investment Fund Managers Directive, the Alternative Investment Fund ('AIF') will have appointed a depositary. The activities of the depositary will include cash flow monitoring, ownership verification and compliance oversight services and they will report directly on their findings to the Board of the AIF.</p> <p>Target, and its clients, subscribe to various market indices, such as the MSCI Index (as reported in principle 1) which will provide benchmark and portfolio information against which the performance of Target can be monitored and, where appropriate, reported.</p> <p>In order to ensure that Stewardship Reporting is fair, balanced and understandable, all disclosures are prepared by relevantly skilled and experienced team members and are subject to review by the Executive Team and, where appropriate, the Board before publication. In addition, for external reporting on behalf of clients, the client's other external advisers such as legal advisers, brokers and auditors will provide comments and challenge before publication.</p>
<b>Outcome:</b>	<p>During the year ended 31 December 2021, Target has received and acted upon feedback from a number of sources:</p> <ul style="list-style-type: none"> <li>• The bespoke reporting to clients' Boards continues to be improved and amended in order to reflect changing circumstances and client requests. In particular, metrics in relation to COVID-19 continued to be amended as appropriate to reflect the changing circumstances as the pandemic progressed; both internally to clients and, where appropriate, externally to the underlying investors in the clients' funds. In more recent quarters, and expected to continue into the current calendar year, changes to the internal and external reporting have tended to focus on ensuring appropriate coverage of emerging ESG metrics.</li> </ul>

- Standard lease terms used by Target as the initial basis for discussion with any tenant operator are kept under regular review and continued to be amended to incorporate additional information provisions and requirements in relation to ESG principles. This is an area that is evolving rapidly and therefore is expected to continue to change to ensure that Target, and its clients, can meet their stewardship, and reporting, requirements.

Given the stewardship principles followed are inherent to Target's investment and asset management approaches, and with the external independent Boards of each of Target's clients having direct visibility of the processes being followed and the outcomes achieved, it has not been considered necessary to undertake any additional internal or external assurance specifically in relation to stewardship matters. It is anticipated, however, that Target will continue to increase the level of external assurance received over its internal controls as a whole. Further details are expected to be included in this report next year.

<b>Principle 6: Investment Approach</b>	
<b>Principle:</b>	<b>Signatories take account of client and beneficiary needs and communicate the activities and outcomes of their stewardship and investment to them.</b>
<b>Context:</b>	<p>The underlying client base of Target’s clients as at 31 December 2021 can be analysed by client type as follows:</p> <ul style="list-style-type: none"> <li>c. 70% institutional investors</li> <li>c. 25% wealth managers, private clients and family offices</li> <li>c. 5% direct retail</li> </ul> <p>The underlying client base of Target’s clients as at 31 December 2021 can be analysed geographically as follows:</p> <ul style="list-style-type: none"> <li>c. 83% United Kingdom</li> <li>c. 7% USA</li> <li>c. 10% other</li> </ul> <p>The Assets Under Management can be analysed across asset classes and geographies as follows:</p> <ul style="list-style-type: none"> <li>• 100% AUM is UK Care homes and elderly living real estate</li> </ul> <p>Investment in properties and property-related assets is expected to be long-term in nature and therefore the property portfolio is constructed on this basis in order to meet the specified investment objectives and investment policies of Target’s clients.</p>
<b>Activity:</b>	<p>Each of Target’s clients has an investment objective and investment policy in place and the Management Agreement with the client will ensure that each client’s assets are to be managed in alignment with their stewardship and investment policies.</p> <p>Formal reporting, and meetings, will be held with the Board (or equivalent) of each client at least quarterly and the papers for these meetings will detail the performance, or other appropriate metrics, against which the status of the client’s portfolio is measured and assessed. The nature of the reporting will depend on the type of client and will generally consist of:</p> <p><b>Listed companies:</b></p> <ul style="list-style-type: none"> <li>• Quarterly comprehensive and bespoke Board report will be provided to the non-executive directors;</li> <li>• Written recommendations in relation to each material Investment decision will be provided to the non-executive directors;</li> <li>• Full suite of reporting to external shareholders of the client will be prepared and reviewed by the client and their other external advisers; incorporating best practice such as the UK Code of Corporate Governance, the AIC Code and SORP, and EPRA guidance;</li> <li>• AGM will be organised and held; and</li> <li>• Regular shareholder engagement will be undertaken with the underlying investors of the client through management roadshows.</li> </ul>

	<p><b>Private funds</b></p> <ul style="list-style-type: none"> <li>• Quarterly comprehensive and bespoke Board report will be provided to the non-executive directors, or equivalent, where applicable;</li> <li>• Written recommendations in relation to each material Investment decision will be provided to the non-executive directors, or equivalent; and</li> <li>• Investor meetings with comprehensive reporting pack supplied.</li> </ul> <p>All material Investment/Asset Management recommendations will be submitted to the relevant Client’s Board for consideration, where applicable.</p>
<p><b>Outcome:</b></p>	<p>Reporting to Client Boards is based on mutually agreed reporting and feedback mechanisms and there have been no instances in the year ended 31 December 2021 where assets have not been managed in line with clients’ stewardship and investment policies. Feedback will be received from clients, at least annually, in relation to the performance of Target as Investment Manager, which will be used to identify any areas where the needs of the client and/or beneficiaries are not being met.</p> <p>Target will meet regularly with the underlying investors in its clients’ portfolios and, through these discussions, will gain an understanding of the needs and preferences of underlying investors. For listed client(s), further information on the needs and preferences of underlying investors will be received from the clients’ brokers.</p> <p>For Target’s client which is a Real Estate Investment Trust (‘REIT’), which has a premium listing on the London Stock Exchange, investor relations with the underlying investors in the REIT is evolving with the volume of direct shareholder engagement on stewardship and investment matters, including material environmental, social and governance issues, increasing, and reporting will continue to be adapted to provide, where possible, data requested by underlying investors.</p> <p>During the year ended 31 December 2021, Target undertook a project to update and enhance the website for one of its clients in order to disclose information in a more readily accessible format.</p>

**Principle 7: Investment Approach**

<p><b>Principle:</b></p>	<p><b>Signatories systematically integrate stewardship and investment, including material environmental, social and governance issues, and climate change, to fulfil their responsibilities.</b></p>
<p><b>Context:</b></p>	<p>As set out in principle 2 above, Target is structured with an Investment Team (which makes the initial investment appraisal and, if appropriate, investment recommendation) and Asset Management Team (which deals with the ongoing management of the property after acquisition).</p> <p>Whilst both these teams, and their integrated stewardship and material environmental, social and governance principles, are closely aligned, for clarity their approaches are reported separately below:</p> <p><b>Investment appraisal</b></p> <p>As a specialist, long-term investor in the healthcare sector, Target makes investments which:</p> <ul style="list-style-type: none"> <li>• provide a positive social impact by meeting its stringent minimum real estate standards of design and construction;</li> <li>• ensure that rents are set to be sustainable for the long-term permitting tenants to develop long-term businesses that provide continual and sustained levels of care to their residents;</li> <li>• benchmark appropriately in relation to the energy efficiency and sustainability of the real estate; and</li> <li>• are well governed at the portfolio level (stewardship of assets as an engaged landlord) and at fund level (best practice corporate governance, reporting and oversight).</li> </ul> <p>Target takes a commercial and diligent approach to asset selection and ongoing asset ownership, built around the detailed analysis of investment risks and opportunities, an up to date understanding of the sector and market context and drawing upon the specialist experience and expertise of the Executive and Investment Team staff.</p> <p>Investment opportunities are identified and evaluated on their individual merits and on the strength of their contribution to the investment strategy.</p> <p>ESG forms part of this evaluation strategy as it is aligned with Target’s mission of investing in new care homes that set the standard for elderly care and recognising that the success of these investments is linked to the performance of the operator tenant. A considerable part of Target’s due diligence extends to the experience and track record of the tenant, their care ethos and their commitment to responsible business and good industry practice.</p> <p><b>Ongoing Asset Management</b></p> <p>Target’s policies and procedures identify the routine aspects of rent collection, rent reviews, financial and operational performance of the care homes, maintenance along with other typical property management activities.</p> <p>In addition, Target prides itself on its engaged landlord approach through which it seeks to engage in a regular and proactive dialogue with each care home manager and the area and executive management of each operator. As part of this engagement, it undertakes:</p> <ul style="list-style-type: none"> <li>• care home visits (virtual where necessary) to monitor and support tenants, at least once every six months. Target observes and notes care quality, assesses</li> </ul>

	<p>capital expenditure and repair/maintenance requirements, home performance, including regulatory findings with local/regional management;</p> <ul style="list-style-type: none"> <li>• regular calls and meetings with tenant senior management to discuss commercial and strategic trends; and</li> <li>• consideration of the results of regulator quality assessments as part of its overall view of tenant and asset performance.</li> </ul> <p>Through this programme of in-person and virtual visits and dialogue with care home managers, Target aims to have awareness of developments at its homes. As a landlord Target will proactively engage with the operators to understand what action is being taken to rectify a shortcoming, or to offer advice or support, to liaise with head office and monitor proposed changes or improvements.</p> <p>Given the age of the properties which Target has acquired since inception, few have required major refurbishment or upgrades to date. Over time Target expects to see more opportunities to work with tenants on upgrading the homes.</p> <p><b>Exit Decisions</b></p> <p>Properties held will be continually assessed and, where appropriate, an investment or asset management recommendation will be made to the Board, or equivalent, of the relevant client.</p>
<p><b>Activity:</b></p>	<p><b>Investment appraisal</b></p> <p>In keeping with Target’s investment policy for each fund, all property assets are high standard, future proofed, modern purpose-built care homes. The homes have good public spaces and facilities for residents, wide corridors and good lighting throughout and space in all the resident rooms. Nearly every bedroom has an en-suite wet room including shower.</p> <p>Target reviews the plans for any home, including the technology used in the fabric of the building and in its operations, its situation in the local community and the types of care being proposed by the operator.</p> <p>Each asset is assessed on the basis of Target’s forecast Fair Maintainable Trade derived from the number of beds, the expected fees achievable, the occupancy, the operating costs, etc. The rent is set to what Target believes is a long-term sustainable level which is intended to preserve the attractiveness of the asset in the event of needing to re-tenant at any point in the future.</p> <p>This asset specific analysis is then benchmarked against the hundreds of other homes Target has acquired or assessed and Target will often make recommendations for changes based on this experience and, where such changes are a condition of Target’s investment, they will be included in the relevant contractual terms.</p> <p>Due diligence also considers the local authority planning approval, ground investigation reports, flood risk assessments, proposed building materials and methods, plant and other internal equipment. Target will visit any proposed investment and will appoint a surveyor to undertake a detailed review of any standing asset or to monitor the progress of any construction or refurbishment works.</p> <p>Target reviews the operator’s track record – financial, operational, regulatory and also resident/family reviews – and undertakes visits to other homes operated by them to ensure the standards of care meet Target’s ethos.</p> <p>Maintaining strong staffing levels is fundamental to the provision of high-quality care, as well as providing good employment opportunities in what is traditionally a</p>



	<p>predominantly female workforce. Target ensures that its homes budget for appropriate levels of staff during the diligence process as well as considering the visibility and professionalism of staff on every home visit.</p> <p>If the Investment Team wishes to progress an acquisition, it undertakes a “peer review” inviting all team members to a presentation on the potential acquisition, allowing for rigorous challenge in relation to any aspect of the evaluation to date, ensuring consistency of approach.</p> <p>Finally, a written investment appraisal is submitted for approval (in accordance with the relevant fund’s approval process) which has a specific ESG section to highlight the particular considerations of each investment.</p> <p><b>Asset Management</b></p> <p>While Target has no direct relationship with the residents in its care homes, the team members interact with staff and observe residents on any visit which provides an indication of resident well-being. The website <a href="http://www.carehome.co.uk">www.carehome.co.uk</a> is a leading UK care home review website and a forum for comments on care homes. Target monitors this website for reviews (and responses from management) for each of its homes on a weekly basis.</p> <p>Target carries out frequent reviews and benchmarking of its standard form leases to ensure all requirements remain appropriate, including relating to ESG matters.</p> <p>The existing leases contained performance measures such as compliance with the minimum energy performance standards introduced by the Energy Act 2011 brought into force by The Energy Efficiency (Private Rented Property) (England and Wales) Regulations 2015.</p> <p>The latest review led to updates that require new tenants to share details of the environmental performance from their operations (including energy use, utility consumption, waste production, etc) and to co-operate in identifying strategies to improve their environmental performance over time. Through this approach Target intends to influence and collaborate with its tenants over the life of the leases.</p> <p>Target’s leases also include provisions relating to maintaining the standard of the building beyond the typical “FRI” type clauses, including the ability for Target to require minimum annual capital spend if it feels the building has not been maintained to the relevant standards.</p>
<p><b>Outcome:</b></p>	<p><b>Investment Appraisal</b></p> <p>As part of the assessment of each new care home investment, Target considers the following particular features that it has identified as being essential in meeting the standards it expects for the residents:</p> <ul style="list-style-type: none"> <li>• Size of home per registered bed</li> <li>• Number and size of communal or public areas for resident use</li> <li>• En-suite wetroom provision in all rooms</li> <li>• Corridor width</li> <li>• External spaces available for resident use</li> </ul> <p>Whilst always having been part of Target’s standard investment appraisal methodology, due to the staff shortages noted in some areas during the year ended 31 December 2021 additional consideration was given to the availability and cost to the tenant operator of recruiting and retaining suitably qualified personnel in the area local to any</p>

investment proposition. The ongoing impact of the COVID-19 pandemic also influenced consideration of appropriate occupancy and fill-up rate assumptions, particularly in relation to potential forward fund developments.

The modern care homes Target invests in are new or nearly new purpose-built properties and 100% of the EPC ratings across its portfolio (excluding Scotland) are A to C which is above the sector average, with 88% rated B or better, as at 31 December 2021. Where homes are rated C, or lower, Target is commencing the process of ensuring that there is a costed plan in place so that the property will at least comply with the Minimum Energy Performance Standards which were introduced by the Energy Act 2011 (which will require the properties held by Target's clients to have an EPC rating of B or better by 2030).

As operators begin to report on the environmental performance of their operations, both within Target portfolios and the wider market, there will be more data available to compare different building styles and operating approaches which will further feed into Target's investment appraisal process.

During the year ended 31 December 2021, Target commissioned a "BREEAM in use" assessment for a sample of the properties in its largest client's portfolio. The BREEAM process is a recognised benchmark which addresses the following topics:



These "BREEAM in use" assessments have been supplemented by a sustainability and energy audit in relation to the same sample of properties, which considers potential payback and carbon savings for possible retrofit measures to improve the sustainability of the assets. Target is currently expanding the size of this initial sample and, given the similarity in the type of properties held, it is expected that this will provide many findings and recommendations that will be beneficial for the client's portfolio as a whole and therefore an individual assessment may not be required for each existing asset. Subject to the requirements of individual clients, Target intends to instruct BREEAM certificates for each care home post acquisition.

In relation to the systemic risk of climate-change, examples of the specific items that Target considered as part of each investment appraisal during the year were:

- Standard due diligence matters including building surveys, flood risk assessment, environmental surveys, ecology appraisal and arboricultural impact assessment;
- The EPC rating of the property to be acquired, or the anticipated EPC rating for a new forward fund development based on the proposed building specification;

- The use of any renewable energy technologies;
- The fabrication of the building and resultant impact on expected energy demand;
- Electric vehicle charging points; and
- Smart energy meters, mechanical ventilation and rainwater harvesting systems.

Subsequent to the end of the year covered by this report, Target has worked with an external consultant in order to develop a house standard which will help to embed the highest ESG standards across every investment opportunity. Whilst many of the matters detailed in this house standard have been inherent in the investment approach followed since the initial establishment of Target (as detailed above), it is intended that this will help to formalise the framework for evaluating ESG matters regarding proposed acquisitions and to provide a quantitative, as well as qualitative, assessment of how a proposed acquisition will perform against a broad range of ESG criteria. It is also expected to provide clear and actionable criteria to other service providers, such as developers, surveyors and tenants, as to Target's expectations in relation to material ESG matters. Further detail is expected to be provided in this report next year.

#### **Asset Management**

In addition to the home visits it undertakes every six months and its monitoring of any press coverage, regulatory publications and independent reviews, Target receives regular information relating to the operations of the care homes.

Target will request the environmental performance data from the operations in each care home to build a data set allowing comparison of performance by home and by tenant and also reporting of the overall portfolio.

The Asset Management team operates a Red, Amber and Green grading system on each home that takes into account all of the above indicators and that is reported at least quarterly to the Executive Team and the respective governance structures of each client.

#### **Exit Decisions**

In order to maintain oversight of hold/exit decisions, Target undertakes a formal quarterly portfolio review at which each property held by its clients is discussed.

Given the long-term nature of real estate investment, and Target's careful selection of tenants, combined with its investment approach of focusing on quality real estate in appropriate geographic locations and leased at sustainable and affordable rent levels, all of which help enable a re-tenanting of the property should this prove necessary, Target did not determine that any asset sales were required to achieve effective stewardship during the course of the year under review, with the only property sales arising from the exercise of a buy back clause and the portfolio sale, both of which are detailed in the case studies in principle 3. Target's support of the latter portfolio sale helped delivered a successful exit from the sector to one of its clients.

#### **Asset Classes other than Real Estate**

Given the investment policies and structures of Target's clients during the year ended 31 December 2021, being either fully invested or holding revolving credit facilities which are repaid when significant cash balances would otherwise arise, Target has not invested any uncommitted capital in any other asset classes prior to investment in real estate. Where significant cash balances are held, credit risk will be minimised by only placing these funds with a financial institution with a long-term credit rating of BBB or better, and by spreading the risk across a number of counterparties where appropriate.

<b>Principle 8: Investment Approach</b>	
<b>Principle:</b>	<b>Signatories monitor and hold to account managers and/or service providers.</b>
<b>Activity:</b>	<p>Target, in combination with its clients where appropriate, undertake an appraisal at least annually of the significant service providers, including external data and research providers, to both Target and its clients. Given the nature of the work conducted by Target, there are few external providers which provide services directly to Target, with the majority of the appraisals being conducted in relation to services provided directly from external parties to Target's clients.</p> <p>This review consists of a qualitative analysis against certain defined measures such are service levels, communication, understanding of client requirements, technical knowledge, timeliness of response and cost-effectiveness.</p> <p>The outcome of this assessment will be reported to, and discussed with, the non-executive Directors of the relevant client.</p>
<b>Outcome:</b>	<p>There have been no significant matters arising during the year ended 31 December 2021 where service providers have failed to meet Target's expectations; although the costs of certain providers have been benchmarked against alternative providers in order to ensure value for money was being achieved on behalf of Target's clients. No significant matters were noted in relation to service providers arising as a result of COVID-19 or working-from-home related matters.</p> <p>In order to maintain the quality and availability of surveyors used in assessing investment opportunities, asset management and forward fund developments, Target has continued to move from the use of a single surveying firm to the use of multiple firms; establishing a panel of approved surveyors from which an appropriate appointee can be selected for an individual project depending on the surveyor's availability, and the timing and geographic location of the property under consideration.</p>

**Principle 9: Engagement**

<p><b>Principle:</b></p>	<p><b>Signatories engage with issuers to maintain or enhance the value of assets.</b></p>
<p><b>Activity:</b></p>	<p>As set out above, Target invests in direct property assets and does not invest in equities or debt securities, and therefore its investments do not come with voting rights. Therefore, the equivalent of ‘issuers’ in relation to the stewardship of the type of assets in which Target invests is considered to be the tenants of the properties in which it invests.</p> <p>As set out in principles 1 and 7, Target follows an ‘engaged landlord’ approach where it will aim to monitor and, where appropriate, influence the behaviours and actions of tenants both in order to maintain or enhance the value of assets and to achieve the best results for all stakeholders with an aim of generating sustainable benefits for the economy, the environment and society as a whole. This influence may be evidenced either through the exercise of the rights/covenants available under the existing lease agreements, or in the choice of tenants which Target works with in relation to a future development, acquisition or re-tenanting. Target believes that it has a level of engagement with the tenants of its clients’ properties that exceeds the usual landlord/tenant relationship.</p> <p>In order to ensure responsible allocation, management and oversight of the capital invested, Target takes an active approach to on-going monitoring and performance forecasting to ensure that the investment parameters are adhered to. As part of continuing due diligence, Target will monitor aspects such as: market fundamentals, yield movements, rental growth, supply and demand, rent cover, tenant profitability, fee rates, changes in legislation, regulatory reports on assets, portfolio activity, investment activity, performance, corporate actions and valuation. In usual circumstances, Target also undertakes regular site visits, at least every six months, on the properties that its clients own. Due to COVID-19 restrictions, alternative measures have been put in place during the year to ensure that Target has remained actively engaged with tenant operators, although a schedule of regular site visits has now been re-established (as set out in principle 1).</p>
<p><b>Outcome:</b></p>	<p>During the year ended 31 December 2021, Target has primarily engaged with tenants in relation to two matters:</p> <ul style="list-style-type: none"> <li>• The re-tenanting of seven properties relating to two tenants (see principle 1: case study 1 and case study 2), with case study 1 detailing the outcome of an ongoing matter included in this report last year.</li> <li>• The ongoing monitoring and discussion with tenants in relation to the ongoing impact of the COVID-19 pandemic; including matters such as resident occupancy levels, staff availability and the expected impact of the White Paper aimed at addressing sector change and funding.</li> </ul>

<b>Principle 10: Engagement</b>	
<b>Principle:</b>	<b>Signatories, where necessary, participate in collaborative engagement to influence issuers.</b>
<b>Activity:</b>	<p>As an investor in direct property, it is unlikely that there will be joint ownership of any of the underlying assets and therefore collaborative engagement is likely to be limited. The investments do not carry voting rights in relation to the activities of the tenants.</p> <p>However, where a single tenant operator operates multiple homes, with different owners, it is possible that Target may work in collaborative engagement with other landlords, within the constraints of a landlord/ tenant relationship, in order to influence the tenant's behaviour or support the resolution of an issue faced by the tenant.</p>
<b>Outcome:</b>	There has been no significant collaborative engagement in relation to the year ended 31 December 2021.

## Principle 11: Engagement

<b>Principle:</b>	<b>Signatories, where necessary, escalate stewardship activities to influence issuers.</b>
<b>Activity:</b>	<p>As an investor in direct property, it is unlikely that escalation of stewardship activities to influence issuers will be necessary beyond the asset management already detailed under principles 7 and 9. The investments do not carry voting rights in relation to the activities of the tenants.</p> <p>However, Target will aim to ensure that it is always engaging with employees at an appropriate level of the tenant operators; whether this be the care home management, head office personnel or senior employees/directors.</p>
<b>Outcome:</b>	There have been no escalated stewardship activities in the year ended 31 December 2021 outwith the matters disclosed in principle 9.



## Principle 12: Exercising Rights and Responsibilities

<b>Principle:</b>	<b>Signatories actively exercise their rights and responsibilities.</b>
<b>Context:</b>	<p>As an investor in direct property, the investments held do not carry voting rights. The asset management activities in relation to direct property investments are set out in principles 7 and 9. Given the nature of the properties held, which each have a single tenant and a long-term operational lease, property AGM's are not applicable.</p> <p>Although it is acknowledged that it is not directly related to this principle, where Target acts as Company Secretary to a listed company, it will ensure that to the extent possible, best practice recommendations, such as the views of proxy advisory companies or other relevant bodies, such as the pre-emption group, are taken into consideration in any resolutions drafted for its clients.</p> <p>Target, along with the relevant client's Board and other advisers, will look to actively engage with investors in relation to any concerns they raise in relation to the relevant client's activities or proposed resolutions, to the extent they fall within Target's authority to so do.</p>
<b>Activity:</b>	Not applicable for direct property investments.
<b>Outcome:</b>	Not applicable for direct property investments.