



IOWA PUBLIC EMPLOYEES' RETIREMENT SYSTEM

Gregory S. Samorajski, CFA
Chief Executive Officer

Kim Reynolds
Governor

Adam Gregg
Lt. Governor

September 30, 2020

Honorable W. Charles Smithson,
Secretary of the Senate
Honorable Meghan Nelson,
Chief Clerk of the House
General Assembly of the State of Iowa
Des Moines, IA 50319

Dear Mr. Smithson and Ms. Nelson:

Enclosed is the Iowa Public Employees' Retirement System's report for the fiscal year ended June 30, 2020, on divestment activities related to companies doing business in the Sudan. This annual report is required by Iowa Code section 12F.5.

The report describes IPERS' implementation of the Sudan divestment program and provides information on IPERS divestment activities and costs. The report also includes a list of prohibited companies as of June 30, 2020.

Sincerely,

Gregory S. Samorajski
Chief Executive Officer

Enclosure

**IOWA PUBLIC EMPLOYEES' RETIREMENT SYSTEM
ANNUAL REPORT
ON SUDAN DIVESTMENT
For the Fiscal Year Ended June 30, 2020**

Iowa Code chapter 12F requires the Iowa Public Employees' Retirement System (IPERS) to scrutinize companies with business operations in the Sudan, and under certain circumstances, to restrict its purchases of, and/or divest of, holdings of any company determined to have active business operations in the Sudan. Chapter 12F specifies certain procedures to be followed in engaging companies doing business in the Sudan, and requires IPERS to annually report to the General Assembly on its activities concerning the Sudan divestment law.

Implementation

IPERS developed a list of scrutinized companies using the research and findings of ISS-Ethix (ISS) in fiscal year 2020. IPERS considers companies characterized by the ISS as "Scrutinized" to be companies with active business operations in the Sudan.

IPERS sends a letter to each company with active business operations asking them to discontinue their operations in the Sudan. Companies are given the opportunity to provide evidence that contradicts ISS' findings. The letter also notifies the company that IPERS will prohibit further investment and divest of its holdings in the company's securities if the company does not meet the requirements of the law. If the company does not respond, or fails to provide convincing evidence within the time period established by law, then IPERS places the company on its prohibited companies list. The prohibited companies list is updated quarterly, and is provided to the public on IPERS' web site at www.ipers.org.

IPERS' investment managers are prohibited from purchasing securities issued by companies on the prohibited companies list. Investment managers that have any existing direct holdings¹ of a prohibited company must sell (divest) the position within 18 months of the date the company was first notified. An investment manager has the discretion to decide when to sell its holdings within the 18-month period.

Chapter 12F requires IPERS to engage only those scrutinized companies in which it has direct holdings. However, IPERS has opted to send letters to all scrutinized companies, and will place a scrutinized company on the prohibited companies list if warranted, regardless of whether or not IPERS has any direct holdings in the company. This is done because IPERS prefers to engage a company and determine whether it is a prohibited company

¹ It is important to note that chapter 12F makes a distinction between direct holdings and indirect holdings. *Direct holdings* are securities directly owned and held in IPERS' name. *Indirect holdings* refer to situations where IPERS may indirectly own an interest in a security because of its ownership of shares in a commingled investment vehicle, such as a mutual fund. The General Assembly recognized that it may not be possible to efficiently divest of prohibited companies held in a commingled fund, and exempted indirect holdings from many provisions of chapter 12F. IPERS is required to analyze the prudence of moving its indirect holdings to Sudan-free commingled funds if such an option exists. See section on Indirect Holdings.

before an investment manager purchases any securities of such company. The investment manager wants to know if a company is prohibited before buying it - not afterwards.

Chapter 12F also requires IPERS to contact companies that have inactive business operations in the Sudan. However, the purpose of such letter is to encourage them to keep their business activities inactive until the genocide stops in the Sudan. IPERS uses information from ISS to determine which companies have inactive business operations in the Sudan.

Fiscal Year 2020 Engagement Activity

The following chart summarizes the numbers of companies contacted by IPERS in fiscal year 2020 pursuant to chapter 12F.

| Time Period | Number |
|--------------------|---------------|
| Sept. 30, 2019 | 0 |
| Dec. 31, 2019 | 3 |
| Mar. 31, 2020 | 1 |
| June 30, 2020 | 0 |

In total, letters were sent to four companies under scrutiny for active business operations. No responses were received to these letters in fiscal year 2020. IPERS updates and publishes its prohibited companies list on a quarterly basis. During fiscal year 2020, five companies were added to the prohibited companies list, and one company was removed. The companies were removed because ISS no longer considered them to be “Scrutinized”. IPERS’ prohibited companies list as of June 30, 2020 is included as Appendix A to this report.

In addition, IPERS staff sent annual reminder letters to the twenty-seven companies that are on IPERS prohibited list on August 14, 2020, encouraging them to transform their active Sudan operations into inactive operations. Chapter 12F requires this annual communication with each company on the prohibited companies list. Additionally, we received a response from one company to the annual letters that were sent in 2019. This response did not provide new information that required reconsideration.

Fiscal Year 2020 Divestment Activity

IPERS had direct holdings of BYD Co prior to the company becoming prohibited on February 14, 2020. On May 4, 2020 one of IPERS’ investment managers purchased another 19,000 shares of BYD Co. It quickly realized its error and sold its entire position of BYD Co. On July 8, 2020 the manager reimbursed IPERS \$142.47 for the loss it incurred on the trade error.

Indirect Holdings

As noted earlier, chapter 12F makes a distinction between direct and indirect holdings. IPERS held twelve indirect holdings in the stock of companies listed on the prohibited companies list on June 30, 2020. They were valued at \$50,701,298.10. IPERS indirectly held one bond of companies listed on the prohibited companies list at June 30, 2020 worth \$ 199,659.81. In total, IPERS had \$50,900,957.91 worth of indirect holdings as of June 30, 2020, which comprised approximately 0.15% of the total IPERS fund. While indirect holdings are generally exempt from most of the provisions of the law, IPERS is required to evaluate the potential costs associated with moving its indirect investments to funds that will comply with chapter 12F, if it is prudent to do so. Based on potential trading costs & fees, IPERS does not believe it is prudent to take such action given the relatively small indirect exposures to prohibited companies.

Fiscal Year 2020 Program Costs

The cost to implement the Sudan monitoring and divestment program has been very low so far. IPERS incurred third party costs of \$1,667.00 for research services in fiscal year 2020, and did not incur any staff overtime costs to implement the program.

For More Information

See IPERS' Web site at <https://www.ipers.org/about-us/investments/sudan-investment-restrictions> for quarterly updates throughout the year. We can be reached by e-mail at investments@ipers.org or by telephone at 515-281-0030.

Exhibit A

Iowa Public Employees' Retirement System's Sudan Prohibited Companies List

May 15, 2020

Divestment Date *

| | |
|--|-------------------|
| » Anton Oilfield Services Group | |
| » Arabian Pipes Co | |
| » Asec Company for Mining | |
| » Baker Hughes | August 13, 2020 |
| » BYD Co | May 15, 2021 |
| » China Energy Engineering Corporation Limited | August 13, 2020 |
| » China Petroleum & Chemical Corp | |
| » China Yangtze Power Co | August 13, 2020 |
| » Dongfeng Motor Group Co. Ltd. (DFL) | |
| » Dubai Investments | |
| » El Sewedy Electric Company | |
| » Energy House Holding Company K.S.C.C. | |
| » General Electric Co. | November 15, 2020 |
| » Gtl Otkrytoe Aktsionernoe Obshchest | |
| » Harbin Electric Company Ltd. | |
| » Hyundai Motor | May 15, 2021 |
| » Indian Oil Corporation Ltd. (IOCL) | |
| » Kuwait Finance House | |
| » Managem | |
| » Nissan Motor Co. Ltd. | May 15, 2021 |
| » Oil and Natural Gas Corporation Ltd. (ONGC) | |
| » Oil India Ltd. | |
| » Orca Gold Inc. | |
| » PetroChina Co. Ltd. | |
| » Qalaa Holdings | |
| » Shanghai Electric Group Co. | August 14, 2021 |
| » Siemens AG | |

» Denotes wholly- or majority-owned subsidiaries, parent companies, or affiliates of companies that have the most problematic operations in Sudan.

* Denotes deadline for divesting of security.