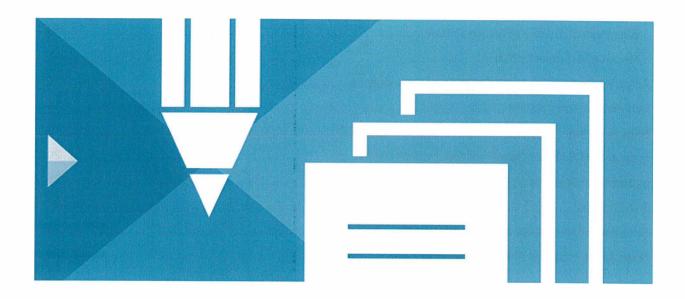
# **CAPITA**



# **BSS Group Pension Scheme**

Scheme Registration Number: 10154188

Trustee's Annual Report and Financial Statements For the 16 months ended 30 September 2018

CONFIDENTIAL

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# Trustee and Advisers

Principal Employer:

Travis Perkins plc

Trustee:

BSS GPS Trustee Limited (from 1 August 2017)

Directors during the Period

(formerly Trustees):

S. Girvin - Independent Director

J. Baker - Member Nominated Director

D. Saunderson - Employer Nominated Trustee (resigned 28 September

2018)

N. Bartley (appointed 30 September 2018)

W.S. Gibson - Member Nominated Director (resigned 30 November

2018)

S.R. Hopson – Employer Nominated Director (resigned19 October 2018)

N.Rose (appointed 19 October 2018)

Actuary:

C. Rice, Capita Employee Solutions (Consulting) (appointed 20 June

2018)

L. Whitby, Capita Employee Solutions (Consulting) (appointed

7 December 2017, resigned 22 June 2018)

D. Jarman, Capita Employee Solutions (Consulting) (resigned

7 December 2017)

**Independent Auditors:** 

Haslehursts Limited (resigned 29 October 2018)

Deloitte LLP (appointed 4 December 2018)

**Investment Managers:** 

Baillie Gifford & Co

BlackRock Investment Management (UK) Ltd. (to July 2017)

Insight Investment Management (Global) Limited

Standard Life Aberdeen

Legal & General Investment Management

M & G Investments

Royal London Asset Management

**AVC Providers:** 

The Prudential Assurance Company Limited

Equitable Life Assurance Society

Bankers:

HSBC Bank plc (to 24 August 2017)

NatWest (from 24 March 2017)

Solicitors:

Gowling WLG (UK) LLP

Administrator:

Capita Employee Solutions

Mercer Limited

Secretary to the Trustee:

**Investment Consultants:** 

A. Mills, Capital Cranfield Pension Trustees Limited

# Trustee's Report

The Trustee of the BSS Group Pension Scheme ("the Scheme") is pleased to present their Report together with the Financial Statements for the period ended 30 September 2018. These have been prepared for a 16 month period to bring the year end into line with the date of the Actuarial valuation.

# Scheme Management

### The Scheme

The Scheme is governed by a Definitive Trust Deed and Rules, the current version of which was executed on 3 September 1996, and various supplemental deeds of amendment which have been executed. The Scheme was contracted out of the State Second Pension under a certificate issued by the Contributions Agency on behalf of the Secretary of State for Social Security. The Scheme was closed to new members from 1 March 2002 and closed to future accrual from 31 August 2018.

During 2017 the Trustee began an exercise to consolidate the Trust Deed and Rules of the Scheme. This exercise is ongoing and, following the closure of the Scheme to future accrual on 31 August 2018, it is anticipated that the new consolidated rules will be executed in 2019.

### The Trustee

The Trustee is required to act in accordance with the Scheme's Trust Deed and Rules within the framework of pensions and trust law. It is responsible for safeguarding the assets of the Scheme and for taking reasonable steps to prevent fraud and other irregularities.

The Occupational Pension Schemes (Member-Nominated Trustees and Directors) Regulations 2006 came into force on 6 April 2006 and prescribe the composition of trustee boards. Under the regulations, it is a requirement that at least one-third of the Scheme's Trustee Directors are nominated by the membership. As a result of the resignation of W.S.Gibson on 30 November 2018, a vacancy exists for a new Member-Nominated Director (MND). A nomination and selection exercise is underway and will be completed in quarter two 2019.

With the exception of the MNDs, the principal employer, Travis Perkins plc, is responsible for the appointment and removal of the Trustee Directors who can choose to retire from office at any time. The Trustee Directors in office during the period of this report, and their advisers, are shown on page 2. During the period eight meetings of the Trustee were held to consider matters relating to the Scheme.

With effect from 1 August 2017 the Trustees moved to a corporate structure, the BSS GPS Trustee Limited. A deed of Appointment and Removal of Trustees and Amendment was executed with effect from 1 August 2017 and documentation filed with Companies House. All the former Trustees became Directors of the Trustee Company.

BSS Group Pension Scheme

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# Trustee's Report (continued)

# Scheme Management (continued)

### **Membership Statistics**

	As at 30.09.18	As at 31.05.17
Active members	•	303
Deferred members (i.e. members who have left the Scheme, but are entitled to a pension from normal retirement age)	1,453	1,250
Pensioners and dependents (i.e. members or their dependants who are receiving a pension)	1,004	951
Total membership at the Scheme period-end	2,457	2,504

### **Financial Development**

The financial statements on pages 24 to 41 have been prepared and audited in accordance with regulations made under Sections 41(1) and (6) of the Pensions Act 1995. They show that the net assets of the Scheme increased from £305,277,000 at 31 May 2017 to £316,382,000 at 30 September 2018. This reflected a net increase in assets from dealings with members of £945,000 and a net return on investments of £10,160,000.

Further details of the financial developments of the Scheme may be found in the audited financial statements on pages 24 to 41.

## Scheme Management (continued)

### Changes to the Scheme

### **Contributions and Actuarial Position**

The Scheme Actuary, an independent adviser to the Trustee, looks into the financial position of the Scheme every three years by performing an actuarial valuation. The latest triennial actuarial valuation of the Scheme was carried out as at 30 September 2017 in accordance with the requirements of Part 3 of the Pensions Act 2004. The report of actuarial liabilities is on page 16 of this report.

Legislation requires the Trustee to agree a Statement of Funding Principles setting out how it will achieve the statutory funding objective – that is, for the Scheme to be sufficiently and appropriately funded to at least the level of its "technical provisions" (i.e. its liabilities). In the event of a past service deficit, the Trustee is required to agree a Recovery Plan, this being an amount payable over a fixed term period over which the deficit will be eliminated, taking into consideration the strength of the employer's covenant – that is, the ability of the employer to continue to contribute to the balance of the cost of the Scheme.

For full details see the Schedule of Contributions on page 18 and the Recovery Plan on page 19.

On 31 August 2018 the Scheme was closed to future accrual with all active members becoming deferred members at that date.

# Scheme Management (continued)

### Individual Transfers

In March 2002, the Trustee agreed that no new requests for transfers into the Scheme would be accepted.

Members who leave the Scheme can normally take a transfer value of their benefits under the Scheme to their new employer's scheme or to a suitably approved pension arrangement with an insurance company. The transfer values paid out of the Scheme during the period under review, were calculated and verified in the manner required by the regulations and do not take account of any discretionary post retirement increases the members' pension might have received. Transfer values were paid in full.

### Additional Voluntary Contributions (AVCs)

Members were able to make AVCs in order to secure greater benefits. Members could invest their AVCs in the arrangements established with the AVC providers listed on page 2. AVCs received during the period were paid to Prudential Assurance Company; the Equitable Life Assurance Society AVC scheme is a legacy arrangement which retains AVC investments.

Members' AVCs, which are invested separately from the main fund, secure additional benefits on a money purchase basis. Members participating in these arrangements receive an annual statement confirming the amounts held in their AVC account.

### Change of auditors

On 29 October 2018 Haslehursts Limited resigned as Scheme auditors and were replaced by Deloitte LLP on 4 December 2018. Haslehursts Limited confirmed that there are no circumstances connected with their resignation which they consider significantly affect the interests of the members or prospective members of, or beneficiaries under the Scheme.

### Pension Increases

In accordance with the Scheme rules, pensions were increased on 1 April 2018.

Where a Guaranteed Minimum Pension (GMP) is in payment, these were increased in accordance with statutory requirements (CPI capped at 3%).

Pensions in payment relating to service before and including 31 May 2005 were increased in line with the annual increase in the RPI, subject to a maximum increase of 5%.

Pensions in payment relating to service after 31 May 2005 were increased in line with the annual increase in the RPI, subject to a maximum increase of 2.5%.

In addition there are some members who receive a fixed increase to pensions in payment relating to AVCs.

Deferred members' preserved pensions were increased in accordance with statutory requirements.

### **BSS Group Pension Scheme**

# Trustee's Report (continued)

# Scheme Management (continued)

### **Contact for Further Information**

The Secretary to the Trustee is Andy Mills, who can be contacted at the following address.

Capital Cranfield Trustees

Unit 15

Poplars Court

Lenton Lane

Nottingham

NG7 2RR

Email: travisperkins@cctl.co.uk

All enquiries about this report and the Scheme generally, or about an individual's entitlement to benefit, should be sent to:

The Administrators of the BSS Group Pension Scheme:

Capita Employee Solutions

Radio House

Thanet Way

Whitstable

CT5 9BY

(Telephone 0114 289 3321)

Email: bssgroupmail@capita.co.uk

The Trustee has established an Internal Disputes Resolution Procedure, a copy of which can be obtained from the Secretary to the Trustee.

# Scheme Management (continued)

## Summary of Contributions Paid in the Period

During the period ended 30 September 2018, the contributions paid to the Scheme by the employees and employer were as follows:

	2018 £000
Employer normal contributions	1,125
Employer deficit repair contributions	13,373
Employer secondary funding target contributions	2,093
Employee normal contributions	1,213
Total contributions payable under the Schedules of Contributions	17,804
In addition, further contributions were received:	
Employer additional contributions re expenses	2,223
Employee additional voluntary contributions	6
Total contributions included in the financial statements	20,033

### **Investment Matters**

### Summary of the Scheme's Investment Structure

All investments have been managed during the period under review by the investment managers as follows: Baillie Gifford Life Limited ("Baillie Gifford"), Insight Investment Management (Global) Limited ("Insight"), Legal & General Investment Management ("LGIM"), M&G Investments ("M&G"), Royal London Asset Management ("RLAM") and Aberdeen Standard Investments ("Aberdeen Standard"). AVC providers are detailed in note 14 on page 33. There is a degree of delegation of responsibility for investment decisions with the investment managers.

The Trustee is responsible for determining the Scheme's investment strategy. The Trustee has set the investment strategy for the Scheme after taking appropriate advice. The Trustee has delegated the day-to-day management of investments to professional external investment managers. These managers, which are regulated by the Financial Conduct Authority ("FCA") in the United Kingdom, manage the investments within the restrictions set out in the Statement of Investment Principles ("SIP") and Investment Implementation Policy Document ("IIPD"). Subject to complying with the agreed strategy, which specifies the target proportions of the fund which should be invested in the principal market sectors, the day-to-day management of the asset portfolio of the Scheme, including the full discretion for stock selection, is the responsibility of the investment managers.

The main priority of the Trustee when considering the investment policy for the Scheme is to aim to ensure that the benefits payable to members are met as they fall due.

### **Investment Strategy**

The Trustee is aiming to achieve a funding level of 100% on the Technical Provisions assumptions (as set out in the Scheme's Statement of Funding Principles) and thereafter to maintain 100% funding.

A further objective is for the Scheme's investment managers to meet their performance targets without operating outside their target range of tracking error.

### **Current Strategy**

The target investment strategy of the Scheme is as follows:

- 40.0% in return seeking assets comprising global equities, High Lease to Value ("HLV") property, diversified growth funds and Secured Finance.
- 30.0% in Buy & Maintain Corporate Bonds, which are expected to modestly outperform the Scheme's liabilities over the long term whilst exhibiting some sensitivity to interest rates.
- 30.0% in a liability hedging portfolio designed to hedge a proportion of the movements in the liabilities due to changes in interest rate and inflation expectations.

The move to the target investment strategy was implemented in phases during the first half of 2017 and was finalised on 30 June 2017, with the full disinvestment from the BlackRock regional equity portfolio and the Baillie Gifford International Fund.

Additionally, the Scheme had previously made a commitment of £14m to the LGIM HLV property fund and drawdown requests were made on 15 December 2017 (c. £7m) and 8 February 2018 (c. £7m). The drawdown requests were funded via disinvestment proceeds from Aberdeen Standard's Global Absolute Return Strategies fund.

## Investment Matters (continued)

### The Myners Review and Code of Best Practice

The Myners principles codify best practice in investment decision-making. While they are voluntary, pension fund Trustees are expected to consider their applicability to their own fund and report on a 'comply or explain' basis how they have used them.

The principles were initially published in 2001 following a Government sponsored review of institutional investment by Paul Myners, which found shortcomings in the expertise and organisation of investment decision-making by pension fund Trustees.

In March 2008 the Government consulted on proposals to update the Myners principles. This led to the publication of a revised set of six principles for Defined Benefit ("DB") Schemes in October 2008, together with the establishment of an Investment Governance Group ("IGG") to oversee the industry-led framework for the application of the principles.

While there are now only six DB principles, in place of the original ten, their scope is largely unchanged. The principles continue to emphasise the essentials of investment governance, notably the importance of effective decision-making, clear investment objectives and a focus on the nature of each Scheme's liabilities. The principles also require that Trustee includes a statement of the Scheme's policy on responsible ownership in the Statement of Investment Principles and report periodically to members on the discharge of these responsibilities. The Investment Sub-Committee ("ISC") have reviewed the Myners compliance on the Trustee's behalf and considers that the Scheme's investment policies and their implementation are broadly in keeping with the revised principles for DB Schemes.

### Responsible Investment and Corporate Governance

The Trustee believes that good stewardship and environmental, social and governance ("ESG") issues may have a material impact on investment returns. The Trustee has given the investment managers full discretion when evaluating ESG issues and in exercising rights and stewardship obligations attached to the Scheme's investments.

Similarly, the Scheme's voting rights are exercised by its investment managers in accordance with their own corporate governance policies, and taking account of current best practice including the UK Corporate Governance Code and the UK Stewardship Code. Equity managers who are FCA registered are expected to report to their adherence to the UK Stewardship Code on an annual basis.

# Investment Matters (continued)

### Deployment of Investments

The deployment of the Scheme's invested assets is shown in the table below.

Manager	Fund	30 September 2018 (%)	31 May 2017 (%)
	UK Equity Fund	(1) (1) (1) (1) (1) (1) (1) (1) (1) (1)	1.7 <sup>1</sup>
	European (ex UK) Equity Fund		1.2 <sup>1</sup>
	Japanese Equity Fund		0.6 <sup>1</sup>
BlackRock	Pacific Rim (ex Japan) Equity Fund		0.6 <sup>1</sup>
	Canadian Equity Fund		0.1 <sup>1</sup>
	US Equity Fund		1.11
	International Fund		2.71
Baillie Gifford  Long Term Global Growth		7.2	5.7
	Segregated Liability Hedging	29.6	23.9 <sup>2</sup>
Insight	Secured Finance Fund	3.1	3.2
	Broad Opportunities Fund	5.3	9.1
	Segregated Buy & Maintain Credit	14.7	10.3 <sup>2</sup>
	Global Equity (RAFI - Hedged)	5.7	4.8
LGIM	HLV Property	4.4	-
	Secured Property Income Fund	4.3	4.2
M&G	Illiquid Credit Opportunities Fund II	6.0	6.4
Aberdeen Standard	Global Absolute Return Strategies	5.0	10.0 <sup>3</sup>
RLAM	Segregated Buy & Maintain Credit	14.7	14.4
Total Scheme		100.0	100.0

### Review of Investment Performance

For periods to 30 September 2018, the Scheme's estimated total investment returns are set out in the table below. All returns are gross of investment management fees.

	16 months to 30 September 2018 (% p.a.)	3 Years to 30 September 2018 (% p.a.)
Scheme's Total Investments	3.3	11.9
Benchmark	n/a	n/a

Source: Estimated by Mercer, based on data from the Scheme's investment managers. Benchmark performances are not available due to the change in the Scheme's investment strategy in the above periods.

With the exception of the secured finance and HLV property mandates, the Trustee regards all investments as readily marketable. Further detail is provided below:

- The Baillie Gifford Long Term Global Growth Fund and Aberdeen Standard Global Absolute Return Strategies Fund are daily priced and traded;
- The LGIM Global Equity (RAFI) Fund is weekly priced and traded;
- The M&G Secured Property Income Fund is monthly priced and traded.

Source: investment managers. Figures may not sum due to rounding.

<sup>1</sup> Allowance has been made for the disinvestments that took place on 31 May 2017.

<sup>2</sup> Allowance has been made for the investments that took place on 5 June 2017.

<sup>3</sup> Includes £14m that had been allocated for investment in the LGIM LPI Income Property Fund.

## Investment Matters (continued)

### **Review of Investment Performance (continued)**

- The M&G Illiquid Credit Opportunities Fund II is quarterly priced and traded. Redemptions from the Fund are restricted until three years after the date of initial investment. Redemptions from the Insight Secured Finance Fund can be instructed on a quarterly basis, subject to a three month notice period (otherwise, the Fund is monthly priced);
- The Buy & Maintain Corporate Bond portfolios managed by Insight and RLAM are comprised of daily priced and traded securities and the Trustee is able to disinvest from these portfolios on a daily basis by giving the respective investment managers appropriate notice to do so;
- The Insight segregated Broad Opportunities Fund portfolio holds daily priced and traded units of the Broad Opportunities Fund;
- The segregated liability hedging portfolio managed by Insight is comprised of physical holdings of fixed interest and index-linked gilts, futures, interest rate derivatives, repurchase agreements and liquidity funds. All of the securities are daily priced and traded.

### **Custodial Arrangements**

The Trustee is responsible for ensuring the Scheme's assets continue to be securely held. The Trustee reviews the custodial arrangements from time to time and the Scheme auditor is authorised to make whatever investigations it deems are necessary as part of the annual audit procedure.

The Trustee has appointed Bank of New York Mellon ("BNYM") as the Scheme's global custodian for the Scheme's segregated arrangements. The custodian is responsible for the safekeeping, monitoring and reconciliation of documentation relating to the ownership of listed investments (except for assets held in pooled funds). Investments are held in the name of the custodian's nominee company, in line with common practice for pension scheme investments.

For the Scheme's pooled fund investments, the Trustee has no direct ownership of the underlying pooled funds or the underlying assets of the pooled funds. The policies, proposal forms, prospectuses and related principles of operation, set out the terms on which the assets are managed. The safekeeping of the assets within the pooled funds is performed on behalf of the respective investment managers by custodian banks specifically appointed to undertake this function and whose appointment is reviewed at regular intervals by the manager. The custodians as at the period-end are shown in the table overleaf:

# Investment Matters (continued)

Manager	Mandate	Pooled / Segregated	Custodian
Baillie Gifford	Long Term Global Growth	Pooled	BNYM
Insight	Broad Opportunities Fund	Segregated	BNYM 1
	Buy & Maintain Credit	Segregated	BNYM
	Liability Hedging	Segregated	BNYM
	Secured Finance	Segregated	BNYM 1
LGIM	Global Equity (RAFI)	Pooled	HSBC / Citibank NA <sup>2</sup>
	HLV Property	Pooled	HSBC
Aberdeen Standard	Global Absolute Return Strategies	Pooled	Citibank NA, Securities and Fund Services
M&G	Illiquid Credit Opportunities Fund II	Pooled	State Street Custodial Services (Ireland) Ltd
	Secured Property Income Fund	Pooled	Kleinwort Benson (Guernsey) Limited
RLAM	Buy & Maintain Credit	Segregated	BNYM

custodian, BNYM.

<sup>2</sup>HSBC are LGIM's appointed custodian for UK assets and Citibank are the appointed custodian for overseas assets.

### **Employer Related Investments**

Under the Pensions Act 1995 particular types of investment are classed as "employer-related investments" ("ERI"). Under laws governing ERI not more than 5% of the current value of Scheme assets may be invested in ERI (subject to certain specific exceptions). In addition, some ERI is absolutely prohibited, including an employer related loan or guarantee. In September 2010 the prohibition of ERI was extended to cover pooled funds. It should be noted that this prohibition does not cover pooled funds held in life wrappers, i.e. funds which are packaged in an insurance policy.

The Trustee reviews the Scheme's allocation to ERI on an on-going basis and is satisfied that the proportion of the Scheme's assets in ERI did not exceed 5% of the market value of the Scheme's assets as at 30 September 2018, and the Scheme therefore complies with legislative requirements. This will continue to be monitored annually. Furthermore, the Trustee has agreed with the relevant investment managers with whom segregated mandates are held to restrict ERI to zero.

As at 30 September 2018 the Scheme held an indirect investment in Travis Perkins PLC through the FTSE 3000 All World Equity Index fund pooled investment vehicle held with Legal & General. However with a market value of £2,018 this indirect investment represented less than 0.0006% of the total investment portfolio.

### Investment risk disclosures

Investments risk disclosures are shown in note 16 on pages 35 - 39.

Source: investment managers and the Scheme's custodian.

State Street Custodial Services (Ireland) Ltd and Northern Trust are Insight's appointed custodian for the pooled Broad Opportunities and Secured Finance funds, respectively. The Scheme's units in the pooled funds are held in a segregated account at the Scheme's appointed

## **Compliance Matters**

The Pension Tracing Service helps individuals who have lost touch with their previous pension schemes to trace their pension rights. The Pension Tracing Service can be contacted at:

The Pension Tracing Service The Pension Service 9 Mail Handling Site A Wolverhampton WV98 1LU

(Telephone 0800 731 0193)

The Pensions Advisory Service (TPAS) was established to assist members of pension schemes in clarifying their expectations and rights with present or past pension schemes. TPAS can be contacted at:

The Pensions Advisory Service 11 Belgrave Road London SW1V 1RB

(Telephone 0800 011 3797)

The Pensions Ombudsman exists to investigate and determine any complaint or dispute of fact or law in relation to an occupational pension scheme. The Ombudsman can be contacted at:

The Pensions Ombudsman 1<sup>st</sup> Floor 10 South Colonnade Canary Wharf London E14 4PU

(Telephone 0800 917 4487)

The Pensions Regulator (TPR) is charged with improving scheme governance, protecting members' interests and overseeing the Pension Protection Fund. TPR can intervene in the running of schemes where trustees, employers or their professional advisers are not carrying out their duties correctly. TPR can be contacted at:

The Pensions Regulator Napier House Trafalgar Place Brighton BN1 4DW

(Telephone 0345 600 7060)

The Pension Protection Fund was established to provide compensation to members of eligible defined benefit pension schemes, when there is a qualifying insolvency event in relation to the employer and where there are insufficient assets in the pension scheme to cover Pension Protection Fund levels of compensation.

The Pension Protection Fund is a statutory fund run by the Board of the Pension Protection Fund, a statutory corporation established under the provisions of the Pensions Act 2004. The Pension Protection Fund became operational on 6 April 2005.

# Statement of Trustee's Responsibilities

The financial statements, which are prepared in accordance with UK Generally Accepted Accounting Practice, including the Financial Reporting Standard applicable in the UK (FRS 102), are the responsibility of the Trustee. Pension scheme regulations require, and the Trustee is responsible for ensuring, that those financial statements:

- show a true and fair view of the financial transactions of the Scheme during the period and of the amount and disposition at the period end of its assets and liabilities, other than liabilities to pay pensions and benefits after the end of the period; and
- contain the information specified in the Regulation 3A of The Occupational Pension Schemes (Requirement to obtain Audited Accounts and a Statement from the Auditor) Regulations 1996, including a statement whether the financial statements have been prepared in accordance with the relevant financial reporting framework applicable to occupational pension schemes.

In discharging the above responsibilities, the Trustee is responsible for selecting suitable accounting policies, to be applied consistently, making any estimates and judgments on a prudent and reasonable basis, and for the preparing of the financial statements on a going concern basis unless it is inappropriate to presume that the Scheme will not be wound up.

The Trustee is also responsible for making available certain other information about the Scheme in the form of an Annual Report.

The Trustee also has a general responsibility for ensuring that adequate accounting records are kept and for taking such steps as are reasonably open to it to safeguard the assets of the Scheme and to prevent and detect fraud and other irregularities, including the maintenance of an appropriate system of internal control.

# Trustee's Responsibilities in Respect of Contributions

The Trustee is responsible under pensions legislation for preparing, maintaining and from time to time reviewing and if necessary revising a schedule of contributions showing the rates of contributions payable towards the Scheme by or on behalf of the employer and the active members of the Scheme and the dates on or before which such contributions are to be paid.

The Trustee is also responsible for adopting risk-based processes to monitor whether contributions are made to the Scheme by the employer in accordance with the schedule of contributions. Where breaches of the schedule occur, the Trustee is required by the Pensions Acts 1995 and 2004 to consider making reports to The Pensions Regulator and the members.

Signed on behalf of the Trustee by:

**Trustee Director** 

Firector 21/3/19Date:

**Trustee Director** 

Nichr

# Report of Actuarial Liabilities (forming part of the Trustee's Report)

Under Section 222 of the Pensions Act 2004, every scheme is subject to the Statutory Funding Objective, which is to have sufficient and appropriate assets to cover its technical provisions. The technical provisions represent the present value of the benefits members are entitled to based on pensionable service to the valuation date, assessed using the assumptions agreed between the Trustee and the employer and set out in the Statement of Funding Principles, which is available to Scheme members on request.

The most recent full actuarial valuation of the Scheme was carried out as at 30 September 2017. This showed that on that date:

The value of the Technical Provisions was:

£343 million

The value of the assets was:

£304 million

The method and significant actuarial assumptions used to determine the Technical Provisions are as follows (all assumptions adopted are set out in the Appendix to the Statement of Funding Principles):

#### Method

The actuarial method to be used in the calculation of the Technical Provisions is the Projected Unit Method.

### **Significant Actuarial Assumptions**

**Discount Rate**: based on the appropriate spot gilt yield taken from the Bank of England gilt curve applied to the expected cash flow in each future year.

An addition of 1.20% pa is applied to the yield curve until 30 September 2025. Thereafter, an addition of 0.50% pa is applied. This addition is based on a prudent expectation of future investment returns, net of investment manager expenses, from the Scheme's long term investment strategy.

**Future Retail Price Inflation**: based on the appropriate implied RPI inflation rate taken from the Bank of England's implied RPI inflation curve, applied to the expected cash flow in each future year. Until 30 September 2025 a deduction of 0.1% pa is applied to the implied RPI inflation rate. Thereafter, no deduction is applied.

Future Consumer Price Inflation: the assumption for future retail price inflation less 1.00% per annum.

**Pension Increases**: derived from the future retail and consumer price inflation rates, using the Black-Scholes model with a volatility assumption of 1.75% per annum, allowing for the relevant caps and floors on pension increases according to the provisions in the Scheme's rules.

**Salary Increases**: no assumption has been used for salary increases as all members are assumed to leave at the valuation date due to closure to future benefit accrual.

**Mortality**: for the periods before and after retirement, 100% of the S2PMA base table for males and 90% of the S2PFA base table for females with future mortality improvements based on the core CMI 2016 projections with a long term rate of 1.5% per annum.

# Actuary's Certification of the Schedule of Contributions

## Certification of the Schedule of Contributions

## Adequacy of rates of contributions

 I certify that, in my opinion, the rates of contributions shown in this Schedule of Contributions are such that the Statutory Funding Objective could have been expected on 30 September 2017 to be met by the end of the period for which the Schedule is to be in force.

### Adherence to Statement of Funding Principles

I hereby certify that, in my opinion, this Schedule of Contributions is consistent with the Statement of Funding Principles dated 19 December 2018.

The certification of the adequacy of the rates of contributions for the purpose of securing that the Statutory Funding Objective can be expected to be met is not a certification of their adequacy for the purpose of securing the Scheme's liabilities by the purchase of annuities, if the Scheme were to be wound up.

Signature:	C. Nie
Name:	Christopher Rice
Date:	24 December 2018
Name of employer:	Capita Employee Solutions
Address:	Prudential Buildings, 11-19 Wine Street, Bristol, BS1 2PH
Qualification:	Fellow of the Institute and Faculty of Actuaries

# Schedule of Contributions

This Schedule of Contributions has been prepared by BSS GPS Trustee Limited (the "Trustee") of the BSS Group Pension Scheme (the "Scheme") after obtaining the advice of the Scheme Actuary on the scheme funding assessment as at 30 September 2017. This Schedule of Contributions replaces the previous Schedule of Contributions dated 16 December 2016 and it will be subject to review at future scheme funding assessments. The Trustee and Travis Perkins plc (the "Employer") hereby agree that the following contributions will be paid to the Scheme.

### Period covered by this Schedule of Contributions

This Schedule of Contributions applies from the date it is certified by the Scheme Actuary until 24.1.1.2.1.2.023....

### Contributions payable by the Employer

In order to eliminate the funding deficit as at 30 September 2017, the Employer will pay Recovery Plan contributions in each month from 1 October 2017 until 30 September 2021. The Recovery Plan contributions will be £11,600,000 per annum over the period 1 October 2017 to 31 December 2018, £10,030,000 per annum over the period 1 January 2019 to 30 September 2020 and £5,500,000 per annum over the period 1 October 2020 to 30 September 2021.

The Employer will pay contributions to cover the management and administration expenses incurred by the Scheme. The amount to be paid in each calendar year will be agreed between the Trustee and Employer by 30 November of the preceding year based on an expectation of the expenses that will be incurred by the Scheme in the next calendar year including a provision for regular expenses as well as special projects. The agreed amount for the calendar year 2019 is £572,000. In the event that the Trustee and Employer do not agree to an alternative amount, the annual contribution payable will be £413,000.

The annual contribution will be paid in advance in 12 equal monthly instalments over the calendar year to which it relates, with each monthly contribution paid by the 19th day of the relevant month at the latest. It is anticipated that this will cover (but is not limited to) routine costs of advice and services for actuarial, administration, consultancy, covenant, investment consultancy, legal, secretarial and trustee.

In addition the Trustee and the Employer will monitor the level of expenses on a quarterly basis to ensure good value for money is being obtained. If the agreed provision following each quarterly review is not expected to cover actual costs then the Employer will make an agreed contribution in respect of that difference.

The Employer will meet the Pension Protection Fund levy directly.

The Employer may also pay any additional contributions from time to time that it so chooses.

Date of this Schedule of Contributions 19 DEEMAGE 2019

Signed on behalf of the Trustee:	Signed on behalf of the Employer:
Nichku	Olle Williams
Name: NICK Rose	Name: ALAW WILLIAWS
	Position: DIRECTOR
Date: 19/12/16	Date: 14/12/18

# Recovery Plan

This Recovery Plan has been prepared by BSS GPS Trustee Limited (the "Trustee") of the BSS Group Pension Scheme (the "Scheme") after obtaining the advice of the Scheme Actuary. The scheme funding assessment as at 30 September 2017 has revealed a funding deficit (i.e. the Technical Provisions minus the value of the assets) of £38,664,000.

## Steps to be taken to ensure that the Statutory Funding Objective is met

To eliminate this funding deficit, the Trustee and Travis Perkins pic (the "Employer") agree that the following contributions will be paid to the Scheme by the Employer:

- Payments of £11,600,000 per annum payable monthly from 1 October 2017 until 31 December 2018;
- Payments of £10,030,000 per annum payable monthly from 1 January 2019 until 30 September 2020; and
- Payments of £5,500,000 per annum payable monthly from 1 October 2020 until 30 September 2021.

### Period in which the Statutory Funding Objective should be met

The funding deficit is expected to be eliminated 4 years after the valuation date, which is by 30 September 2021. This expectation is based on the following assumptions:

### Progress towards meeting the Statutory Funding Objective

It is expected that 50% of the above additional contributions will be paid by 1 year 9 months after the valuation date, which is by 30 June 2019.

Date of this Recovery Plan 19 DECEMBER 2018

Signed on behalf of the Trustee:	Signed on behalf of the Employer:
Name: NICK RosE	Name: ALAN WILLIAM
	Position: DIRECTOR
Date: 19/14/18	Date: 19/12/18

# Independent Auditor's Statement about Contributions to the Trustee of the BSS Group Pension Scheme

We have examined the Summary of Contributions to the BSS Group Pension Scheme for the period ended 30 September 2018 which is set out on page 8.

### Opinion

In our opinion contributions for the Scheme period ended 30 September 2018 as reported in the summary of contributions and payable under the Schedules of Contributions have in all material respects been paid at least in accordance with the Schedules of Contributions certified by the Scheme actuary on 16 December 2016.

### Scope of work on statement about contributions

Our examination involves obtaining evidence sufficient to give reasonable assurance that contributions reported in the attached summary of contributions have in all material respects been paid at least in accordance with the Schedule of Contributions. This includes an examination, on a test basis, of evidence relevant to the amounts of contributions payable to the Scheme and the timing of those payments under the Schedule of Contributions.

### Respective responsibilities of Trustee and the auditor

As explained more fully in the Statement of Trustee's Responsibilities, the Scheme's Trustee is responsible for preparing, and from time to time reviewing and if necessary revising, a Schedule of contributions and for monitoring whether contributions are made to the Scheme by the employer in accordance with the Schedule of Contributions.

It is our responsibility to provide a statement about contributions paid under the Schedules of Contributions and to report our opinion to you.

### Use of our report

This statement is made solely to the Trustee, as a body, in accordance with Regulation 4 of the Occupational Pension Schemes (Requirement to obtain Audited Accounts and a Statement from the Auditor) Regulations 1996 made under the Pensions Act 1995. Our work has been undertaken so that we might state to the Trustee those matters we are required to state to them in an auditor's statement about contributions and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Trustee as a body for our work, for this statement, or for the opinion we have formed.

### Deloitte LLP

Statutory Auditor
Birmingham, United Kingdom
Date

# Independent Auditor's Report to the Trustee of the BSS Group Pension Scheme

### Opinion

In our opinion the accounts:

- show a true and fair view of the financial transactions of the Scheme during the period ended 30 September 2018, and of the amount and disposition at that date of its assets and liabilities, other than the liabilities to pay pensions and benefits after the end of the period; and
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- Contain the information specified in Regulation 3A of, the Occupational Pension Schemes (Requirement to obtain Audited Accounts and a Statement from the Auditor) Regulations 1996, made under the Pensions Act 1995.

We have audited the accounts of the BSS Group Pension Scheme for the period ended 30 September 2018 which comprise:

- the Fund Account
- the Statement of Net Assets (available for benefits) and
- the related notes.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs(UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the Scheme in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Conclusions relating to going concern

We are required by ISAs (UK) to report in respect of the following matters where:

- the Trustee's use of the going concern basis of accounting in preparation of the financial statements is not appropriate; or
- the Trustee has not disclosed in the financial statements any identified material uncertainties that may
  cast significant doubt about the Scheme's ability to continue to adopt the going concern basis of
  accounting for a period of at least twelve months from the date when the financial statements are
  authorised for issue.

We have nothing to report in respect of these matters.

# Independent Auditor's Report to the Trustee of the BSS Group Pension Scheme (continued)

### Other information

The Trustee is responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in respect of these matters.

### Responsibilities of Trustee

As explained more fully in the statement of Trustee's responsibilities, the Trustee is responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Trustee determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Trustee is responsible for assessing the Scheme's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Trustee either intends to liquidate the Scheme or to cease operations, or has no realistic alternative but to do so.

## Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: <a href="https://www.frc.org.uk/auditorsresponsibilities">www.frc.org.uk/auditorsresponsibilities</a>. This description forms part of our auditor's report.

# Independent Auditor's Report to the Trustee of the BSS Group Pension Scheme (continued)

### Scope of the Audit of the Accounts

An audit involves obtaining evidence about the amounts and disclosures in the accounts sufficient to give reasonable assurance that the accounts are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Scheme's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the Trustee; and the overall presentation of the accounts. In addition, we read all the financial and non-financial information in the Trustee's Annual Report to identify material inconsistencies with the audited financial statements, and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

### Use of our report

This report is made solely to the Trustee, as a body in accordance with the Pensions Act 1995 and regulations made thereunder. Our audit work has been undertaken so that we might state to the Trustee those matters we are required to state to it in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the pension Scheme and the pension Scheme's Trustee as a body, for our audit work, for this report, or for the opinions we have formed.

Deloitte LLP Statutory Auditor Birmingham

Date:

# **Fund Account**

# For the 16 months ended 30 September 2018

		16 months ended 30 September 2018 £000	Year ended 31 May 2017 (as restated) £000
Contributions and benefits			
Employer contributions		18,814	12,601
Employee contributions		1,219	1,057
Total contributions	4	20,033	13,658
Benefits paid or payable	5	(10,226)	(8,239)
Payment to and on account of leavers	6	(6,926)	(3,614)
Administration expenses	7	(1,936)	(1)
		(19,088)	(11,854)
Net additions from dealings with Members		945	1,804
Returns on investments			
Investment income	8	6,238	1,242
Change in market value of investments	9	4,513	56,379
Investment management expenses	10	(591)	(141)
Net returns on investments		10,160	57,480
Net increase in the fund during the period		11,105	59,284
Net assets of the Scheme at start of the period (as originally reported)		300,769	241,485
Change in market value of investments adjustment at start of period	20	4,508	4,508
Restated net assets of the Scheme at the start of the period		305,277	245,993
Net assets of the Scheme at end of the period restated	,	316,382	305,277

The accompanying notes on pages 26 to 41 form an integral part of these financial statements.

# Statement of Net Assets available for Benefits As at 30 September 2018

1	Note	30 September 2018 £000	31 May 2017
			(as restated) £000
Investment assets:			
Bonds	9	356,831	124,994
Pooled investment vehicles	12	129,536	149,358
Cash equivalent funds	9	1,975	9,034
AVC investments	14	336	333
Cash	9	1,607	8,308
Derivatives	13	3,030	24
Investment debtor		1,742	24,369
		495,057	316,420
Investment liabilities:			
Derivatives	13	(136)	(320)
Repurchase agreements	9	(178,309)	(10,438)
Investment creditor	9	(1,306)	(5,474)
		(179,751)	(16,232)
Total net investments		315,306	300,188
Current assets	17	1,609	5,165
Current liabilities	18	(533)	(76)
Net assets of the Scheme at end of period		316,382	305,277

The financial statements summarise the transactions of the Scheme and deal with the net assets at the disposal of the Trustee. They do not take account of obligations to pay pensions and benefits which fall due after the end of the period. The actuarial position of the Scheme, which takes into account such obligations, is dealt with in the Report of Actuarial Liabilities on page 16 of the Annual Report and these financial statements should be read in conjunction with this report.

The notes on pages 26 to 41 form an integral part of these financial statements.

These financial statements were approved by the Trustee on 21/3

Signed on behalf of the Trustee:

**Trustee Director** 

# Notes to the Financial Statements

### 1. General Information

The Scheme is governed by a Definitive Trust Deed and Rules, the current version of which was executed on 3 September 1996, and various supplemental deeds of amendment which have been executed.

The Scheme is a registered pension scheme under the Chapter 2, Part 4 of the Finance Act 2004. This means that contributions by employers and employees are normally eligible for tax relief and income and capital gains earned by the Scheme receive preferential tax treatment.

The Scheme was closed to new members from 1 March 2002. On 31 August 2018 the Scheme was closed to future accrual with all active members becoming deferred members at that date.

### 2. Basis of Preparation

The financial statements have been prepared in accordance with the Occupational Pension Schemes (Requirement to obtain Audited Accounts and a Statement from the Auditor) Regulations 1996, Financial Reporting Standard 102 – The Financial Reporting Standard applicable in the UK and Republic of Ireland and the Amendments to FRS 102 – Fair Value Hierarchy Disclosures (March 2016) issued by the Financial Reporting Council and with guidance set out in the Statement of Recommended Practice (Revised November 2014).

### 3. Accounting Policies

The principal accounting policies of the Scheme are as follows:

### Contributions

Employer's and employees' contributions are accounted for on an accruals basis at rates agreed between the Trustee and the employer based on the Schedule of Contributions agreed with the employer and certified by the Actuary. Members AVCs are accounted for in the same way.

### **Benefits Payable**

Benefits payable are accounted for as they fall due. They include all valid claims notified to the Trustee during the period.

### **Transfer Values**

Transfer values relating to early leavers are included at values determined by the Actuary advising the Trustee. Transfers are accounted for when the receiving scheme has accepted the liability and the amount can be determined with reasonable certainty.

### **Investment Income**

Income from cash and short term deposits is accounted for on an accruals basis.

Income from pooled investment vehicles is accounted for when declared by the fund manager.

Receipts from annuity policies are accounted for as investment income on an accruals basis.

Income from bonds is accounted for on an accruals basis and includes interest bought and sold on investment purchases and sales.

### 3. Accounting Policies

### Investments

Investments include all cash held by investment managers and available for investment.

- Investments are included at market value or fair value where there is no market.
- The majority of listed investments are stated at the bid price or the last traded price, depending on the convention of the stock exchange on which they are quoted, at the date of the net asset statement.
- Bonds are valued by valuation techniques that use observable market data.
- Pooled investment vehicles are valued at bid price for funds with bid/offer spreads, or single
  price where there are no bid/offer spreads, as provided by the investment manager. If none
  of these are available, they are valued at the NAV price.
- Accrued interest is excluded from the market value of fixed income securities and is included in investment income receivable.
- Over the counter (OTC) derivatives are stated at market value using pricing models and relevant market data as at the period-end date.
- Forward foreign exchange (Forward FX) the gain or loss that would arise from closing out the contracts at the reporting date by entering into an equal and opposite contract at that date.
- Repurchase agreements the Scheme recognises and values the securities that are delivered out as collateral and includes them in the financial statements. The cash received is recognised as an asset and the obligation to pay it back is recognised as a payable amount.
- Pooled investment vehicles are valued at the closing bid price if both bid and offer prices are published, or, if single priced, at the single closing price. Interests in unquoted pooled investment vehicles which are valued using net asset values provided by the pooled investment manager are normally reported at the net asset value as determined by the pooled investment manager who uses fair value principles to value the underlying investments of the pooled arrangement.
- AVC investments are included at the value given by the AVC provider.
- Under FRS 102, annulty policies are reported at the value of the related obligation to pay future benefits funded by the annuity policy. The Trustee has determined that there are no material annuity policies held in the name of the Trustee.

### **Presentation Currency**

The Scheme's functional and presentation currency is pounds Sterling. Monetary items denominated in foreign currency are translated into sterling using the closing exchange rates at the period end. Foreign currency transactions are recorded in Sterling at the spot exchange rate at the date of the transaction.

### 4. Contributions

	16 months ended 30 September 2018 £000	Year ended 31 May 2017 £000
Employer contributions	2000	2000
Normal	1,125	1,001
Deficit funding	13,373	10,030
Employer secondary funding target contributions	2,093	1,570
Employer additional contributions re expenses	2,223	-
Employee contributions	18,814	12,601
Normal	1,213	1,053
Additional voluntary contributions	6	4
	1,219	1,057
	20,033	13,658

In accordance with the Schedule of Contributions certified on 16 December 2016., deficit funding together with secondary funding contributions paid for the period ended 30 September 2018 were £11,600,000 per annum and were payable in monthly instalments until 31 December 2018. Per the Schedule of Contributions certified on 19 December 2018, payments of £10,030,000 per annum are payable from 1 January 2019 to 30 September 2020, and £5,500,000 per annum from 1 October 2020 to 30 September 2021.

Employee and employer normal contributions include contributions in respect of salary sacrifice arrangements made available to certain members by the employer. Normal contributions ceased on 31 August 2018.

### 5. Benefits Paid or Payable

	16 months ended 30 September 2018	Year ended 31 May 2017
	£000	£000
Pensions	7,893	7,018
Commutations of pensions and lump sum retirement benefits	2,150	1,158
Purchase of annuities	-	6
Lump sum death benefits	168	31
Lump Sum AVC benefits	15	26
	10,226	8,239

6.	Payments To and on Account of Leavers	16 months ended 30 September 2018 £000	Year ended 31 May 2017 £000
	Individual transfers out to other schemes	6,926	3,614
7.	Administration Expenses		
		16 months ended 30 September 2018 £000	Year ended 31 May 2017 £000
	Auditor's remuneration	25	-
	Consultancy and actuarial	485	-
	Administration services	298	-
	PPF Levy	1,086	-
	Trustee fees	42	-
	Bank charges	-	1
		1,936	1

From 2017 administration expenses were paid by the Scheme. An agreement dated 16 December 2016 stated that following each quarter end after 1 January 2017, up to and including the quarter ending 31 December 2018, the employer would pay additional contributions equalling 120% of the expenses or levies paid by the Scheme. All costs of administration, except those noted here are borne by the employer.

### 8. Investment income

	16 months ended 30 September 2018	Year ended 31 May 2017
	£000	£000
Income from pooled investment vehicles	959	489
Annuity income	46	132
Rebate of investment manager fees	(18)	348
Income from bonds	7,687	344
Interest Payable – Swaps & Repurchase agreements	(1,050)	-
Foreign exchange profit / (loss)	(1,386)	(71)
	6,238	1,242

### 9. Reconciliation of Investments

The change in market value of the investments during the period comprises all increases and decreases in the market value of investments held at any time during the period, including profits and losses realised on sales of investments during the period. Indirect transaction costs are incurred through the bid-offer spread on investments held within pooled investment vehicles.

	Value at 1 June 2017 (as restated) £000	Purchases at cost and derivative payments £000	Sales proceeds and derivative receipts £000	Change in market value £000	Value at 30 September 2018 £000
Bonds	124,994	259,688	(19,073)	(8,778)	356,831
Pooled investment vehicles	149,358	36,768	(66,012)	9,422	129,536
Cash equivalent funds *	9,034	102,584	(109,643)	-	1,975
Derivatives	(296)	585,374	(586,030)	3,846	2,894
AVC investments	333	6	(26)	23	336
	283,423	984,420	(780,784)	4,513	491,572
Cash deposits	8,308			-	1,607
Repurchase agreements	(10,438)			-	(178,309)
Investment debtor	24,369			-	1,742
Investment creditor	(5,474)			-	(1,306)
	300,188		_	4,513	315,306

<sup>\*</sup> In the prior year financial statements, cash equivalent funds were included within pooled investment vehicles.

For details of prior year adjustments, see note 20.

The following investments were valued in excess of 5% of the net assets of the Scheme at 30 September 2018:

	£000	% of assets
Baillie Gifford – Long Term Global Growth Fund	22,786	7.2
Standard Life Global Absolute Return Strategies	15,710	5.0
Insight Broad Opportunities Fund	16,837	5.3
Legal & General FTSE RAFI Hedged Fund	18,027	5.7
M&G - Illiquid Credit Opportunities Fund	18,927	6.0

### 10. Investment Management Expenses

Investment management expenses	16 months ended 30 September 2018 £000	Year ended 31 May 2017 £000
Administration, management and custody	477	141
Commission paid	8	-
Investment consultancy	106	
,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	591	141

### 11. Taxation

The Scheme is a registered Pension Scheme under Chapter 2 of Part 4 of the Finance Act 2004 and is therefore exempt from income tax and capital gains tax.

### 12. Pooled Investment Vehicles

The Scheme's investments in pooled investment vehicles at the period end comprised:

	30 September 2018 £000	31 May 2017 (as restated) £000
Equity	54,586	53,593
Bonds	9,847	9,351
Property	13,629	12,261
Illiquid credit	18,927	18,579
Diversified growth	32,547	55,574
	129,536	149,358

### 13. Derivative Contracts

### Objectives and policies

The Trustee has authorised the use of derivatives by its investment managers as part of its investment strategy for the pension scheme.

The main objectives for the use of key classes of derivatives and the policies followed during the period are summarised as follows:

Forward foreign exchange – in order to maintain appropriate diversification of investments within the portfolio and take advantage of overseas investment returns a proportion of the underlying investment portfolio is invested overseas. To balance the risk of investing in foreign currencies whilst having an obligation to settle benefits in sterling, a currency hedging programme, using forward foreign exchange contracts, has been put in place to reduce the currency exposure of these overseas investors to the targeted level.

Exchange traded futures – contracts in short term gilts are purchased with an underlying economic value broadly equivalent to those assets that the Trustee does not wish to be held out of the market.

Swaps - the Trustee's aim is to match as far as possible the Liability Driven Investment (LDI) portfolio of the Scheme's long term liabilities, in particular in relation to their sensitivities to interest rate movements. The Trustee has entered into OTC interest rate swaps during the period that extend the duration of the fixed income portfolio to better match the long term liabilities of the Scheme.

# 13. Derivative Contracts (continued)

Derivatives	30 September 2018 Assets	30 September 2018 Liabilities	31 May 2017 Assets (as restated)	31 May 2017 Liabilities (as restated)
	£000	£000	£000	£000
Futures	944	-	5	(317)
Forward FX contracts	298	(98)	19	(3)
Swaps	1,788	(38)	-	-
	3,030	(136)	24	(320)

The Scheme had open futures contracts at the period end as follows:

Contract	Expiration	Economic exposure	Asset value at period end £000	Liability value at period end £000
UK LONG GILT - exchange traded B&M)	Dec 2018	(363)	4	-
UK LONG GILT - exchange traded (LDI)	Dec 2018	(72,201)	863	
US 10YR NOTE - exchange traded (B&M)	Dec 2018	(820)	20	-
USA LONG BOND - exchange traded (B&M)	Dec 2018	(323)	16	-
USA ULTRA TREASURY BOND - exchange traded (B&M)	Dec 2018	(710)	41	-
Total 2018			944	M
Total 2017 (as restated)			5	(317)

The Scheme had open forward foreign exchange contracts at the period end as follows:

						Net Asset	Net Liability
	Settlement					Value at	Value at
0 = = 4 = = = 4		_		_		Period end	Period end
Contract	date	Currency	Bought	Currency	Sold	£000	£000
Forward OTC	5 Oct 18	GBP	8,641,616	USD	11,377,000	-	(82)
Forward OTC	5 Oct 18	USD	204,000	GBP	154,349	2	· ·
Forward OTC	5 Oct 18	GBP	112,690	USD	148,000	-	(1)
Forward OTC	5 Oct 18	USD	341,000	GBP	259,567	2	-
Forward OTC	12 Oct 18	GBP	8,663,885	EUR	9,708,000	14	-
Forward OTC	12 Oct 18	EUR	484,000	GBP	435,364	-	(4)
Forward OTC	18 Oct 18	GBP	176,305	USD	235,000	-	(1)
Forward OTC	18 Oct 18	GBP	97,368	EUR	110,000	-	(3)
Forward OTC	19 Oct 18	GBP	8,166,439	USD	10,617,000	31	· ·
Forward OTC	24 Oct 18	GBP	372,256	EUR	413,000	4	_
Forward OTC	24 Oct 18	EUR	401,000	GBP	359,115	-	(2)
Forward OTC	30 Oct 18	GBP	874,741	USD	1,125,000	13	-
Forward OTC	9 Nov 18	GBP	14,581,267	USD	18,744,000	232	-
Forward OTC	21 Nov 18	GBP	613,036	USD	808,000	-	(5)
TOTAL	2018				_	298	(98)
TOTAL	2017	(as restated)			<u></u>	19	(3)

### 13. Derivative Contracts (continued)

On close out or expiry of the futures contracts the variation margin balances held in respect of unrealised gains or losses are recognised as cash receipts or payments in the investment reconciliation table, depending on whether there is a gain or loss.

The Scheme held open interest rate swaps contracts at the period end as follows:

	Expiration date	No. of contracts	Notional Amount	Asset value at period end £000	Liability value at period end £000
Contract					(4)
OTC IRSW	Less than 1 year	1	700,000 EUR	-	(1)
OTC IRSW	Less than 1 year	1	1,000,000 USD	8	-
OTC IRSW	1-5 years	3	3,500,000 EUR	-	(11)
OTC IRSW	1-5 years	2	900,000 GBP	17	-
OTC IRSW	1-5 years	4	13,100,000 USD	376	-
OTC IRSW	5-15 years	6	4,845,000 EUR	-	(26)
OTC IRSW	5-15 years	4	2,800,000 GBP	78	
OTC IRSW	5-15 years	8	16,225,000 USD	727	*
OTC IRSW	15+ years	1	300,000 GBP	11	•
OTC IRSW	15+ years	9	7,350,000 USD	571	
Total 2018				1,788	(38)
			<del></del> -		
Total 2017 (as resta	ated)		<u>-</u>	-	-

### 14. AVC Investments

The Trustee holds assets invested separately from the main fund in the form of individual insurance policies securing additional benefits on a money purchase basis for those members electing to pay additional voluntary contributions. Members participating in this arrangement each receive an annual statement confirming the amounts held to their account and the movements in the period.

The aggregate amounts of AVC investments at the period end were as follows:

	30 September 2018 £000	31 May 2017 (as restated) £000
Equitable Life Assurance Company	59	57
The Prudential Assurance Company Limited	277	276
	336	333

### 15. Fair Value Determination

The fair value of financial instruments has been estimated using the following fair value hierarchy:

Level 1 The unadjusted quoted price in an active market for identical assets or liabilities

that the entity can access at the measurement date.

Level 2 Inputs other than quoted prices included within Level 1 that are observable (ie developed using market data) for the asset or liability, either directly or indirectly.

Level 3 Inputs are unobservable (ie for which market data is unavailable) for the asset or liability.

The Scheme's investment assets and liabilities have been fair valued using the above hierarchy levels as follows:

As at 30 September 2018  Excluding repurchase agreements	Level (1) £000	Level (2) £000	Level (3) £000	Total £000
Bonds	-	356,831	•	356,831
Pooled investment vehicles	-	96,980	32,556	129,536
Cash equivalent funds	-	1,975	-	1,975
Derivatives	2,694	200	•	2,894
AVC investments	-	177	159	336
Cash	1,607		-	1,607
Other investment balances	436	-	-	436
	4,737	456,163	32,715	493,615
As at 31 May 2017 (as restated)  Excluding repurchase agreements	Level (1) £000	Level (2) £000	Level (3) £000	Total £000
Bonds	-	124,994	<del>-</del>	124,994
Pooled investment vehicles		118,518	30,840	149,358
Cash equivalent funds	· -	9,034		9,034
Derivatives	(312)	16	-	(296)
AVC investments	-	173	160	333
Cash	8,308	-	-	8,308
Other investment balances	3,564	•	-	3,564
	11,560	252,735	31,000	295,295

### 16. Investment Risk Disclosures

FRS 102 requires the disclosure of information in relation to certain investment risks to which the Scheme is exposed at the end of the reporting period. These risks are set out by FRS 102 as follows:

Credit risk: this is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation.

Market risk: this is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk, each of which is further detailed as follows:

- Currency risk: this is the risk that the fair value or future cash flows of a financial asset will fluctuate because of changes in foreign exchange rates.
- Interest rate risk: this is the risk that the fair value or future cash flows of a financial asset will fluctuate because of changes in market interest rates.
- Other price risk: this is the risk that the fair value or future cash flows of a financial asset will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market.

The Scheme has exposure to the above risks because of the investments it makes to implement its investment strategy. The Trustee reviews the investment risks to which the Scheme is exposed on a regular basis taking into account the Scheme's strategic investment objectives. The investment objectives are implemented through the investment management agreements in place with the Scheme's investment managers and monitored by the Trustee by regular reviews of the investment portfolios. The investment objectives and processes in place to monitor and manage risks of the Scheme are further detailed in the Statement of Investment Principles ("SIP") and the Investment Policy Implementation Document ("IPID").

Further information on the Trustee's approach to risk management, credit and market risk is set out below. This does not include the AVC investments as these are not considered significant in relation to the overall investments of the Scheme.

### **Investment Strategy**

The Trustee is aiming to achieve a funding level of 100% on the Technical Provisions assumptions (as set out in the Scheme's Statement of Funding Principles) and thereafter to maintain 100% funding.

A further objective is for the Scheme's investment managers to meet their performance targets.

The target investment strategy of the Scheme is as follows:

- 40.0% in return seeking assets comprising global equities, high lease to value ("HLV") property, diversified growth funds and secured finance.
- 30.0% in buy & maintain corporate bonds, which are expected to modestly outperform the Scheme's liabilities over the long term whilst exhibiting some sensitivity to interest rates.
- 30.0% in a liability hedging portfolio designed to hedge a proportion of the movements in the Scheme's liabilities due to changes in interest rate and inflation expectations.

### 16. Investment Risk Disclosures (continued)

The actual allocations will vary from the above due to market price movements and intervals between rebalancing the portfolio.

### 1) Market Risk

### (i) Currency Risk

The Scheme is subject to direct currency risk where assets denominated in overseas currencies are held in segregated mandates denominated in overseas currencies. The Trustee has opted to hedge all of the overseas currency exposure in the segregated mandates back to Sterling; direct currency exposure at the period-end was 0.0% (2017: 0.0%).

Indirect currency risk arises from the Scheme's investment in Sterling priced pooled investment vehicles which hold underlying investments denominated in foreign currencies. The Scheme is subject to indirect currency risk through its investment in the global equity fund managed by Baillie Gifford, which may hold underlying investments denominated in an unhedged foreign currency. However, in order to reduce currency risk within the equity portfolio as a whole (to a level with which the Trustee is comfortable), the Scheme invests in the currency hedged version of the Legal and General ("L&G") Global Equity (RAFI 3000) Fund. To mitigate risk arising from any one currency, the Trustee has constructed a global equity portfolio that has exposure to a number of global currencies. At period end, 7.2% of the Scheme assets (2017: 8.0%) were invested with Baillie Gifford and hence subject to indirect currency risk from their allocations to overseas developed and emerging market currencies.

The Scheme also invests in two diversified growth funds, which consist of underlying investments across a range of asset classes and regions (and therefore foreign currencies), which further exposes the Scheme to indirect currency risk. The two funds are Sterling priced; however the managers may use underlying currency exposures as part of their respective investment strategies.

### (ii) Interest Rate Risk

The Scheme is subject to direct interest rate risk because some of the Scheme's investments are held in government bonds, repurchase agreements, interest rate and bond derivatives and cash in segregated investments.

The Trustee has set a benchmark for total investment in liability hedging assets of 30.0% of the total investment portfolio, as part of its liability driven investment ("LDI") strategy. Under this strategy, if interest rates fall, all else being equal, the value of these investments should rise to help match the increase in the value placed on the liabilities arising from a fall in the discount rate (which is derived from market interest rates). Similarly, if interest rates rise, all else being equal, these investments should fall in value, as should the value placed on the liabilities because of an increase in the discount rate.

At the period end, the liability hedging portfolio, managed by Insight Investment Management (Global) Limited ("Insight") represented c.29.6% of the total investment portfolio (2017: 24.0%). This variance from the target asset allocation is deemed to be within an acceptable range and will vary depending on normal market movements. As at period end 2018, the hedge ratio of the Scheme's fixed and inflation-linked liabilities on the Trustee's liability hedging basis (gilts +0.75% p.a.) was c.67.0% (2017: c.18.4%), in line with the target of 67.0%. The level of hedging has been increased over the period through a series of market based hedging triggers. The interest rate sensitivity within the Royal London Asset Management ("RLAM") buy & maintain credit portfolio is taken into account by Insight in the liability hedging arrangements. The interest rate sensitivity within the Insight buy & maintain credit portfolio is hedged out and so does not contribute to liability hedging.

## 16. Investment Risk Disclosures (continued)

### (ii) Interest rate risk

The Scheme also has further indirect exposure to interest rate risk through investments in diversified growth and secured finance funds. In the case of the diversified growth funds, the interest rate exposure that these funds introduce is taken by the respective investment managers as part of their investment strategies to add value. The interest rate sensitivity within the secured finance mandates is limited as the underlying investments are predominantly floating rate in nature. Any interest rate sensitivity from these two asset classes is therefore not allowed for in Insight's liability hedging arrangements.

### (iii) Other Price Risk

Other price risk arises principally in relation to the Scheme's return seeking assets, which include equity funds, diversified growth funds, HLV property and secured finance through underlying investments in pooled investment vehicles.

The Scheme has set a target asset allocation of 40.0% of investments being held in return seeking investments (although the 10.0% allocation to secured finance is included within this is also a fixed income asset but with growth-like properties and so is discussed further below in the Credit Risk section). The Trustee manages this exposure to overall price movements by constructing a diverse portfolio of investments across various markets and asset classes.

At the period end, the Scheme's return seeking assets represented c.41.1% of total assets (2017: 41.6%). The Scheme is marginally overweight in return seeking assets relative to the benchmark allocation as at 30 September 2018, although this is within a reasonable tolerance range.

### 2) Credit Risk

The Scheme is subject to direct credit risk because the Scheme invests in bonds, over-the-counter ("OTC") derivatives, has cash balances and enters into repurchase agreements through its segregated investments. As at the period end, the Scheme had exposure to c.£284.6m of investment grade bonds, related derivatives and cash (2017: £141.1m) and c.£4.6m of non-investment grade corporate bonds (2017: £0.9m) in segregated vehicles.

The Scheme also invests in pooled investment vehicles which may invest in sovereign government bonds and corporate bonds. The total value of pooled investment vehicles at period end exposed to indirect credit risk amounted to c.£61.4m (2017: c.£57.0m).

Some of the pooled investment arrangements used by the Scheme are structured as unit-linked insurance contracts and Qualifying Investor Alternative Investment Funds ("QIAIFs"). The Scheme is therefore directly exposed to credit risk arising from these pooled investment vehicles and is indirectly exposed to credit risks arising on the underlying investments held by these pooled investment vehicles.

Indirect credit risk also arises in respect of the Scheme's allocation to HLV property, as a high proportion of the value of the underlying investments held within the pooled funds are in relation to rental income whose payment is subject to the solvency of the leaseholders. The investment managers are responsible for controlling this credit risk by monitoring the credit quality of tenants. In addition, the notes below provide more detail on how this risk is managed and mitigated for the different asset classes.

### 16. Investment Risk Disclosures (continued)

### (i) Government bonds

Credit risk arising on government bonds held directly and within pooled funds is mitigated by investing specifically in government bonds whereby the credit risk is deemed minimal. Some of the buy & maintain credit, diversified growth and secured finance funds may invest in government bonds where credit risk is taken as part of the strategy to add value or for liquidity management purposes.

### (ii) Corporate bonds

Credit risk arising on corporate bonds held within the underlying pooled funds (diversified growth and secured finance funds) and those held directly (in the segregated buy & maintain corporate bond mandates managed by Insight and RLAM) is mitigated by the portfolios being mainly invested in corporate bonds which are rated at least investment grade. The Trustee considers financial instruments or counterparties to be of investment grade if they are rated at BBB- or higher by Standard & Poor's or Fitch, or rated at Baa3 or higher by Moody's.

### (iii) Non-Investment Grade Bonds

Credit risk arising on non-investment grade bonds held directly is mitigated through diversification of the underlying securities to minimise the impact of default by any one issuer. Should more than 10% of the Insight buy & maintain credit portfolio be invested in non-investment grade corporate bonds, the manager will discuss further action with the Trustee. The RLAM portfolio has a limit of 15% of the total portfolio being invested in non-investment grade bonds. The pooled diversified growth and secured finance funds may also invest in non-investment grade bonds as part of their strategies to add value.

### (iv) Cash Balances

Credit risk arising on cash held within financial institutions is mitigated by ensuring cash is held with a diversified range of institutions which are at least investment grade credit rated.

### (v) Derivatives

Credit risk arising on derivatives depends on whether the derivative is exchange traded or over the counter ("OTC"). Exchange traded instruments have minimal credit risk as they are arranged via a central counterparty.

OTC derivative contracts are not guaranteed by any regulated exchange and therefore the pooled funds and segregated mandates holding these contracts are subject to risk of failure of the counterparty. The credit risk for OTC derivatives is reduced by collateral arrangements at the discretion of the appointed investment manager.

The ISC, on behalf of the Trustee, have also agreed restrictions with Insight in their investment guidelines set out in the investment manager agreement ("IMA") for the LDI portfolio. These set out limits for transacting with particular counterparties, prevent excessive exposure to an individual counterparty and require a minimum level of credit quality for the approved counterparties.

The information about exposures to and mitigation of credit risks as detailed above applied at both the current and previous period end.

## 16. Investment Risk Disclosures

### (vi) Repurchase agreements

Credit risk on repurchase agreements is mitigated through collateral arrangements at the discretion of the appointed investment manager. The ISC have also set out certain limits with respect to repurchase agreements within Insight's LDI portfolio guidelines.

### Vehicle Structure

The pooled investment arrangements used by the Scheme comprise unit-linked insurance contracts (L&G Global Equity (RAFI) and Sterling Liquidity Fund, Aberdeen Standard GARS and the M&G Secured Property Income Fund), open ended investment companies ("OEICs") (Insight Broad Opportunities Fund and Baillie Gifford Long Term Global Growth) and QIAIFs (M&G Illiquid Credit Opportunities Fund II and Insight Secured Finance). The Scheme's holdings in pooled investment vehicles are not rated by credit rating agencies. The Trustee manages and monitors the credit risk arising from the Scheme's pooled investments by considering the nature of the arrangement, the legal structure, and regulatory environment.

Direct credit risk arising from the pooled investment in the OEIC and the QIAIFs is mitigated by the underlying assets of the pooled arrangement being ring-fenced from the pooled manager and the regulatory environments in which the pooled manager operates. Cash held by the pooled managers' custodians is ring-fenced where possible. Where this is not possible, the credit risk arising is mitigated by the use of regular cash sweeps (typically daily) and investing cash in liquidity funds.

Direct credit risk arising from pooled investment vehicles structured as unit-linked insurance contracts is mitigated by capital requirements and the Prudential Regulatory Authority's regulatory oversight. In the event of default by the insurer, the Scheme may be protected by the Financial Services Compensation Scheme and may be able to make a claim for up to 100% of its policy value, although noting that compensation is not guaranteed. The Trustee carries out due diligence checks on the appointment of new pooled investment managers, and on an ongoing basis monitors any changes to the operating environment of the pooled managers.

The majority of the Scheme's assets are invested in pooled and segregated vehicles. These vehicles may hold units within other pooled arrangements. The Trustee has considered the impact of these arrangements in relation to the Scheme's exposure to failure by the sub-funds or reinsurers who may have different regulatory or insolvency protections compared to the pooled investment made directly by the Scheme.

### 17. Current Assets

		30 September 2018	31 May 2017
	Contributions due from the employer in respect of:	£000	£000
	Employer	135	83
	Employees		79
	Cash balances	1,021	4,466
	Debtors and prepayments	453	537
		1,609	5,165
18.	Current Liabilities		
		30 September 2018	31 May 2017
		£000	£000
	Accrued benefits	74	_
	Administrative expenses	456	73
	Taxation payable	3	3
		533	76

### 19. Related Party Transactions

At 30 September 2018 there was an amount due to Travis Perkins Plc, principal employer, of £nil (2017: £9,787) relating to the payment of BlackRock investment management fees. Certain Trustee Directors were pensioner members of the Scheme in the period and are entitled to benefits in accordance with the normal rules of the Scheme.

### 20. Prior year adjustments

As at 31 May 2016 and 2017, the net assets of the Scheme were understated by £4,507,764 in respect of an investment in the Insight Liquidity Fund which was not accounted for appropriately due to its omission; and that was corrected by restatement of the comparative information in the current year financial statements. As of 31 May 2016, this resulted in the "Net assets of the Scheme" being understated by £4,507,764. As of 31 May 2017, this resulted in the "Net assets of the Scheme" being understated by £4,507,764 and "Due to Broker" line item being overstated by the same amount. In the current year these line items were restated to correct this error.

### 20. Prior year adjustments (continued)

In addition, the presentation of balances from the prior year signed accounts of "Accrued Investment Income", "Due to Broker" and "Due from Broker" amounts have been re-classified as "Investment Debtors" and "Investment Creditors". This has changed from a position of £548,887, £42,043,281 and (£28,590,320) respectively in the prior year accounts which gave a net position of £14,001,848, to a revised position of "Investment Debtors "£24,369,000 and "Investment Creditors" (£5,474,000). These revised amounts better reflect the assets held and give a net position of £18,895,000. The increase of £4,893,152 from prior year is largely due to the adjustment of £4,507,764 as stated further above and the change, in accordance with the SORP to reflect "Bonds" within investment balances at their clean price and reflect the accrued income as an "Investment Debtor". The relevant accounting policy can be seen as part of Note 3.

### 21. Self investment

As at 30 September 2018 the Scheme held an indirect investment in Travis Perkins PLC through the FTSE 3000 All World Equity Index fund pooled investment vehicle held with Legal & General. However with a market value of £2,018 this indirect investment represented less than 0.0006% of the total investment portfolio.