

Comshare Retirement and Death Benefits Plan

Statement of Investment Principles

March 2024

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Appendix 1: The Trustee's Investment Strategy

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1. Definitions

AVCs	Additional Voluntary Contributions
ESG	Environmental, Social and Governance
Investment Adviser	<p>The Trustee is advised on investment matters by First Actuarial LLP.</p> <p>First Actuarial LLP is regulated by the Institute and Faculty of Actuaries and is qualified to provide the required advice through knowledge and practical experience of financial matters relating to pension schemes.</p>
Legislation	<p>This statement has been drafted to comply with relevant legislation.</p> <p>In particular, consideration has been given to:</p> <ul style="list-style-type: none">• the Pensions Act 1995;• the Occupational Pensions (Investment) Regulations 2005;• the Pension Protection Fund (Pensionable Service) and Occupational Pension Schemes (Investment and Disclosure) (Amendment and Modification) Regulations 2018; and• the Occupational Pension Schemes (Investment and Disclosure) (Amendment) Regulations 2019.
Plan	Comshare Retirement and Death Benefits Plan
Trustee	The Trustee of the Plan

2. Introduction

This statement is made in accordance with the requirements of legislation. The main body of the document sets out the principles and policies that govern investments made by the Trustee whilst details of the specific investment arrangements in place are provided in the Appendices.

Throughout the statement, wording in blue represents actions that will be taken by the Trustee in the implementation and monitoring of the Plan's investment arrangements.

Investment advice

The Trustee received and considered written investment advice from the Investment Adviser to help with the preparation of this statement.

The Trustee will obtain and consider written advice from the Investment Adviser when reviewing the Plan's investment strategy or when considering the suitability of potential investments. The Trustee expects that such advice will be consistent with any guidance issued by The Pensions Regulator.

Legal advice

The Trustee will seek legal advice relating to investment matters whenever deemed necessary.

Consultation with the sponsoring employer

In preparing this statement, the Trustee consulted with the sponsoring employer.

The Trustee will consult with the sponsoring employer before making any changes to the Plan's investment strategy.

Conflicts of interest

The Trustee is satisfied that the Plan's investment strategy meets its responsibility to invest the assets in the best interests of the members and beneficiaries and, in the case of a potential conflict of interest, in the sole interest of the members and beneficiaries.

3. Investment Beliefs

The investment beliefs stated below have been developed by the Trustee and are reflected in the Plan's investment strategy.

Basic investment principles

The Trustee believes that the following three basic investment principles should be taken into account in the construction of the Plan's investment strategy:

- i) Targeting higher levels of investment return requires increased levels of investment risk which increases the volatility of the funding position.
- ii) Long-term performance of the Plan's assets is attributable primarily to the strategic asset allocation rather than the choice of investment managers.
- iii) Asset diversification helps to reduce risk.

Financially material considerations and the appropriate time horizon

The Trustee believes that the potential impact of any financially material considerations that may affect the Plan's investments should be assessed over the period during which benefits are expected to be paid from the Plan. In the terminology used by legislation, the Trustee considers this period of time to be "the appropriate time horizon of the investments".

ESG

The Trustee believes that the impact of ESG risks and opportunities can be financially material and the Trustee recognises that ESG matters, particularly climate change, should be assessed over the appropriate time horizon.

Use of active management

The Trustee believes that active management has the potential to add value either through offering the prospect of enhanced returns or through the control of volatility.

The Trustee believes that active management may help to mitigate the financial impact of ESG risks.

3. Investment Beliefs (continued)

Stewardship

The Trustee believes that good stewardship can help create, and preserve, value for companies and markets as a whole.

Members' views (non-financial matters)

Legislation defines non-financial matters as meaning the views of the members and beneficiaries including (but not limited to) ESG matters and the present and future quality of life of the members and beneficiaries of the Plan.

The Trustee believes that their duty to members and beneficiaries will be best served by ensuring that all benefits can be paid as they fall due and the Trustee's Investment Objectives are designed to ensure this duty is achieved.

In reaching this conclusion, the Trustee considered whether to take members' views into account when determining a suitable investment strategy and in the selection, retention and realisation of investments. However, the Trustee has determined that it would not be practical to do so. In particular, the Trustee concluded that it is likely that members and beneficiaries would hold a broad range of views, which would be difficult to accommodate.

At least every three years, the Trustee will:

- review the suitability of its investment beliefs; and
- review its policy on whether to take account of members' views within the Plan's investment strategy and in the selection, retention and realisation of investments.

4. Investment Objectives and Investment Strategy

Defined Benefits (DB) Assets

The Trustee's primary investment objectives are:

- to ensure that the assets are sufficient and available to pay members' benefits as and when they fall due;
- to generate an appropriate level of investment returns – to improve the funding position and thereby improve security for members;
- to protect the funding position – limiting the scope for adverse investment experience reducing security for members.

The Trustee's investment approach is designed to strike a balance between the above primary objectives but also considers:

- the nature and timing of benefit payments;
- expected levels of investment return on different asset classes;
- expected levels of investment return variability and, specifically, the expected level of short-term volatility of the funding position;
- the sponsoring employer's ability to withstand additional contribution requirements that may arise from volatility in the funding position; and
- the full range of available investments (within the bounds of practicality).

The Trustee has taken advice from the Investment Adviser to construct a portfolio of investments consistent with these objectives. In doing so, consideration is given to all matters which are believed to be financially material.

Details of the current investment strategy are provided in Appendix 1.

The Trustee will review its investment objectives and the Plan's strategic asset allocation at least every three years.

Defined Contribution (DC) Assets

The Trustee sets an investment strategy that reflects the following primary investment objectives:

- **Offering an appropriate range of investment options** - The range of funds that is offered is intended to offer sufficient investment flexibility for members of all ages.

The range of funds selected by the Trustee is detailed in Appendix 3.

In determining its investment objectives, the Trustee considers the investment requirements of the membership.

It is expected that the investment strategy for an individual member is likely to change over time:

- For younger members the investment priority is likely to be to achieve long-term investment growth.
- As retirement approaches, members are likely to look to reduce investment risk. The way such risk can be controlled will vary depending on whether the member intends to take benefits as an annuity, as cash or via an income drawdown product.

The Trustee offers a range of fund options that can be tailored to the needs of the members e.g., as retirement approaches.

The Trustee will review its investment objectives and the Plan's strategic asset allocation at least every three years.

5. Investment Manager Arrangements

Use of pooled funds

Day-to-day management of the Plan's assets, including the selection, retention and realisation of investments, is delegated to one or more investment managers. When the Trustee requires funds to meet cashflows, one or more of their investment managers will be instructed to make a disinvestment.

Taking into account the size of the Plan's assets, the Trustee has concluded that pooled funds represent the most pragmatic way of implementing the Plan's investment strategy rather than establishing segregated mandates with investment managers.

To ensure safekeeping of the assets, ownership and day-to-day control of the assets is undertaken by custodian organisations which are independent of the sponsoring employer and the investment managers. Where a pooled fund is held, the custodian will typically be appointed by the investment manager.

The assets held by the Plan are invested predominantly on regulated markets, as so defined in legislation. Any investments that do not trade on regulated markets are kept to a prudent level.

[The Trustee will primarily hold pooled funds and will ensure the Plan's assets are predominantly invested on regulated markets.](#)

Use of derivatives

The Trustee may select pooled funds which are permitted to use derivative instruments to reduce risk or for efficient portfolio management. Risk reduction would include mitigating the impact of a potential fall in markets or the implementation of currency hedging whilst efficient portfolio management would include using derivatives as a cost-effective way of gaining access to a market or as a method for generating capital and/or income with an acceptable level of risk.

Leverage

Investments held to match the sensitivity of the Plan's liabilities to changes in interest rates and inflation may be leveraged. The use of such assets can reduce the volatility of the Plan's funding position.

5. Investment Manager Arrangements (continued)

Alignment with the Trustee's investment principles

As the Plan's assets are held in pooled funds, the Trustee has limited influence over the investment managers' investment decisions. In practice, investment managers cannot fully align their strategy and decisions to the (potentially conflicting) policies of all their pooled fund investors in relation to strategy, long-term performance of debt/equity issuers, engagement and portfolio turnover.

It is therefore the Trustee's responsibility to ensure that the approaches adopted by investment managers are consistent with the Trustee's policies before any new appointment, and to monitor and to consider terminating any existing arrangements that appear to be investing contrary to those policies.

The Trustee expects investment managers, where appropriate, to make decisions based on assessments of the longer term financial and non-financial performance of debt/equity issuers, and to engage with issuers to improve their performance. The Trustee assesses this when selecting and monitoring managers.

Duration of Investment Manager Arrangements

Although the Trustee reviews the ongoing suitability of the pooled funds held regularly, the expectation is that pooled funds will normally be held for several years.

AVCs

AVCs are held separately from the Plan's other investments and the AVCs are used to secure benefits on a money purchase basis for members at retirement. From time to time the Trustee reviews the ongoing suitability of the AVC arrangements.

Details of the current AVC arrangements are provided in Appendix 1.

[The Trustee will review the ongoing suitability of the AVC arrangements on a periodic basis.](#)

6. Selection of a Pooled Fund

In assessing the suitability of a pooled fund, the Trustee considers, in conjunction with the Investment Adviser, how the fund would fit within the Plan's investment strategy and how the fund is expected to help the Trustee meet its investment objectives. As part of this consideration, all matters which are deemed to be financially material are taken into account including:

- Whether the investment manager has appropriate knowledge and experience.
- The pooled fund's objective and whether that objective is consistent with the performance that the Trustee expects from that fund.
- The risks associated with the pooled fund.
- Whether the pooled fund's return is expected to exceed inflation over the long-term.
- Past performance – with the emphasis being on assessing long-term performance.
- The assets that will be held within the pooled fund, including whether the asset allocation is expected to change over time, and the extent of any exposure to overseas currencies.
- The pooled fund's fee structure - to ensure that this is reasonable and that it does not provide an incentive for the investment manager to manage the pooled fund in a way that differs from the expectations of the Trustee.
- Where appropriate whether the higher fees associated with active management are justified.
- How frequently underlying investments within the pooled fund are expected to be traded by the investment manager.
- Portfolio turnover costs.
- The investment manager's approach to ESG matters.

6. Selection of a Pooled Fund (continued)

- The investment manager's policy in relation to the exercise of the rights (including voting rights) attaching to the investments held within the pooled fund.
- The investment manager's policy in relation to undertaking engagement activities in respect of the investments held within the pooled fund*.

**This includes engaging with an issuer of debt or equity regarding matters including (but not limited to) performance, strategy, capital structure, management of actual or potential conflicts of interest, risks, and ESG considerations. It also includes engaging on these matters with other investment managers, other holders of debt or equity and persons or groups of persons who have an interest in the issuer of debt or equity.*

At least every three years, the Trustee will review whether the ongoing use of each fund remains consistent with their investment strategy.

The Trustee will ensure any new pooled funds introduced into the investment strategy are appropriate to the circumstances of the Plan.

7. Monitoring

The Trustee reviews the Plan's investments for all matters considered to be financially material (including ESG matters) regularly. This includes reviewing that each fund continues to operate in a manner that is consistent with the factors used by the Trustee to select the fund and that the choice of funds remains appropriate.

When assessing the performance of a fund, the Trustee does not usually place too much emphasis on short-term performance although it will seek to ensure that reasons for short-term performance (whether favourable or unfavourable) are understood.

The Investment Adviser provides regular updates on the investment managers' actions regarding ESG matters and shareholder engagement.

The Investment Adviser regularly meets with the managers of pooled funds on its approved list.

Action when a pooled fund is causing concern

Where concerns about a fund are identified, the Trustee may look to reduce exposure to that fund or disinvest from it entirely. However, such action is expected to be infrequent and, in the first instance, the Trustee would normally expect the Investment Adviser to raise the concerns with the investment manager. Thereafter, the Trustee, in conjunction with the Investment Adviser, would monitor the position to assess whether the situation improves.

The Trustee will regularly assess the ongoing suitability of each pooled fund held for all matters deemed to be financially material (including ESG matters and portfolio turnover costs).

8. Stewardship

The Trustee's policy in relation to the exercise of rights attaching to investments and undertaking engagement activities in respect of investments is that they wish to encourage best practice in terms of stewardship.

However, because the Plan's assets are invested in pooled funds, the Trustee accepts that ongoing engagement with the underlying companies (including the exercise of voting rights) will be determined by the investment managers' own policies on such matters. The Trustee considers policies on engagement and voting in making decisions about retaining and appointing investment managers.

As a result of the use of pooled funds, the Trustee recognises that its ability to directly influence the action of companies is limited. Where the Trustee is unhappy with a manager's engagement and / or voting, then in the first instance it would discuss this with the manager. Should this not resolve the Trustee's concerns, then ultimately the Trustee may choose to disinvest.

The Trustee recognises that members might wish the Trustee to engage with the underlying companies in which the Plan invests with the objective of improving corporate behaviour to benefit the environment and society. However, the Trustee's priority is to select investment managers which are best suited to help meet the Trustee's investment objectives, and ultimately to ensure that members' benefits can be paid as and when they fall due. In making this assessment, the Trustee will receive advice from the Investment Adviser.

The Trustee recognises that investment managers' engagement policies are likely to be focussed on environmental or societal benefits largely to the extent that these are consistent with maximising financial returns and minimising financial risks.

Nevertheless, the Trustee expects that each investment manager should discharge its responsibilities in respect of investee companies in accordance with that investment manager's own corporate governance policies and current best practice, such as the UK Stewardship Code and the UN Principles for Responsible Investment.

The Trustee expects that, where appropriate, each investment manager should take ESG considerations into account when exercising the rights attaching to investments and in taking decisions relating to the selection, retention and realisation of investments.

The Trustee expects that the investment managers selected to manage the Plan's assets should invest for the medium to long term and should engage with issuers of debt or equity with a view to improving performance over this time frame.

The Trustee will review the stewardship policies of the investment managers on an annual basis.

9. Risks

The principal investment risks identified by the Trustee are listed below together with an explanation of how they are mitigated.

Indirect credit risk

The risk that an investment held within a pooled fund will suffer a financial loss because of a third party failing to pay monies that it owes.

Currency risk

The risk that the value of an investment will fall because of adverse movements in currency markets.

Real return risk

The risk that the Plan's assets do not deliver a long-term return in excess of inflation.

ESG risk

The risk that ESG factors will adversely impact the value of the Plan's investments.

Investment manager risk

The risk that an investment manager does not deliver returns in line with expectations.

Mitigation of the above risks

The risks listed above are mitigated by the Trustee monitoring the suitability of the pooled funds used by the Plan.

9. Risks (continued)

Solvency and employer covenant risk

The risk that the Plan's assets fall short of the amount required to pay all benefits and expenses as they fall due and that insufficient assets could be recoverable from the sponsoring employer to meet the shortfall.

Mitigation

The Trustee's funding approach is designed to be prudent and, in determining the funding and investment strategy, the Trustee considers the strength of the covenant of the sponsoring employer.

Self-Investment risk

The risk that the Plan's assets are linked to the sponsoring employer which could mean a reduction in the covenant of the sponsoring employer would simultaneously decrease the value of the Plan's assets.

Mitigation

The Trustee will ensure exposure to employer-related assets does not exceed limits prescribed in legislation.

Direct credit risk

The risk that disruption with an investment manager (such as fraud or insolvency) could adversely impact the value of the Plan's investments.

Mitigation

Any pooled funds held are structured such that the Plan's assets are ringfenced from the assets of the investment manager and other investors.

There are a number of mitigants in relation to fraud, including the investment managers' internal controls.

9. Risks (continued)

Interest rate risk and inflation risk

The risk that movements in interest rates/expectations for future inflation will adversely impact the value of the Plan's investments.

Mitigation

Any assets held which have significant interest rate/inflation exposure will be selected to offset the sensitivity of the Plan's liabilities to interest rate/inflation movements. This approach mitigates interest rate risk and inflation risk.

Market Risk

The risk that the Plan's assets do not deliver a sufficient return, because of falls in investment markets.

Mitigation

The Trustee has an investment approach which is diversified across different asset classes.

Liquidity Risk

The risk that assets cannot be realised for cash when required.

Mitigation

The Trustee will invest the majority of the Plan's investments in funds which can be realised for cash at relatively short notice without incurring high costs. However, the Trustee recognises that the Plan's liabilities are long-term in nature and that a modest allocation to less-liquid investments may be appropriate.

Operational Risk in relation to LDI

The risk that sufficient cash cannot be passed across sufficiently quickly to recapitalise the Plan's LDI investments.

Mitigation

The Trustee has an automatic rebalancing arrangement in place and the manager is instructed to pass across the required cash automatically without the need for further Trustee intervention. The Trustee monitors the amount in the funds that are used in the automatic rebalancing arrangement.

The Trustee will:

- Review the investment risks faced by the Plan at least every three years.
- Ensure the Plan does not hold any direct employer-related assets and that any indirect exposure is expected to be less than 5% of total assets.
- Ensure that the majority of the Plan's investments can be realised for cash at relatively short notice without incurring high costs.

10. Future Amendments

The Trustee will review this statement at least every three years and without delay after any significant change in circumstances or investment strategy.

The Trustee will consult with the sponsoring employer before amending this statement.

The Trustee will obtain and consider written advice from the Investment Adviser before amending this statement.

The principles set out in this Statement have been agreed by the Trustee:

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Signed: Signed by the Trustee of the Plan

Date: 23 October 2024

For and on behalf of the Trustee of the Comshare Retirement and Death Benefits Plan

Appendix 1: The Trustee’s Investment Strategy

Strategic Asset Allocation

In determining the strategic asset allocation, the Trustee views the investments as falling into two broad categories:

- 1. **Growth Assets** – Assets that are expected to deliver long-term returns in excess of liability growth. The use of Growth Assets is expected to deliver a level of investment returns deemed appropriate by the Trustee given the risk involved.
- 2. **Liability Matching Assets** – Assets that are expected to react to changes in market conditions in a similar way to the liabilities. The use of Liability Matching Assets is expected to protect the funding position of the Plan.

In addition, the Trustee may hold cash. Cash will normally be held in the Trustee bank account if it is to be used to make payments due in the short-term, whereas cash that is to be held for more than a few weeks will normally be held in a cash fund.

At the time of agreeing the investment strategy, the split of the Plan’s assets between Growth and Liability Matching Assets was 52% Growth and 48% Liability Matching. This split is not regularly rebalanced and will fluctuate over time as market conditions change. There is also an immaterial cash holding with BlackRock.

The strategic allocation for the Growth Assets is as follows:

Asset Class	Strategic Allocation of the <i>Growth</i> Assets
Equities	19%
Diversified Growth Funds	23%
Diversified Credit Funds	58%
Total Growth Assets	100%

Appendix 1: The Trustee’s Investment Strategy (Continued)

The strategic allocation for the Liability Matching Assets is as follows:

Asset Class	Strategic Allocation of the <i>Liability Matching Assets</i>
Corporate Bonds	31%
LDI	69%
<i>Total Liability Matching Assets</i>	100%

The Liability Matching Portfolio is currently designed to approximately match the full sensitivity of the Statutory Funding Objective funded liabilities to changes in gilt yields and inflation.

The allocation of the Growth and Matching Assets is not automatically rebalanced but will be monitored and rebalanced at the discretion of the Trustee. The strategic split by fund is in the Plan’s Investment Implementation Policy.

Additional Voluntary Contributions

The Plan’s AVC arrangements are held with Prudential.

Appendix 2: Fund Details – DC Section

Investment Strategy Implementation

The Trustee has appointed LGIM (the manager) to manage the assets of the DC Section. The Trustee will review the manager and the options available to members from time to time.

Default Lifestyle Strategy

The DC Section of the Plan implemented a ‘lifestyling’ arrangement on 1 October 2018.

Under this arrangement, when a member is five years away from retirement, the allocations of their assets will be de-risked for the majority of members. This is to be implemented in phases, occurring on 1 October of each year. Typically when members reach retirement, 25% of assets are invested in cash and 75% of assets are invested in the Legal & General Retirement Income Multi Asset Fund (LGIM RIMA).

It should be noted that the Trustee also decided to make special arrangements for a limited number of members following consideration of investment advice e.g. due to the existence of With Profit holdings and following consideration of the particular features of that type of fund.

Fund Objectives and Fees

These details are included in the Plan’s Investment Implementation Policy.