

Mouchel Staff Pension Scheme

(Money Purchase Section)

Statement of Investment Principles

September 2020

Version Update

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1 Introduction

This document constitutes the Statement of Investment Principles (the “**SIP**”) required under Section 35 (as amended) of the Pensions Act 1995 for the Mouchel Staff Pension Scheme - Money Purchase Section (“the **Scheme**”). The Scheme comprises both Final Salary and Money Purchase sections. This SIP covers Money Purchase Section only.

It describes the investment policy being pursued for the Scheme by the Trustee of the Scheme (“the **Trustee**”) and is in compliance with the Government’s voluntary code of conduct for Institutional Investment in the UK (“the 2001 Myners Principles” and subsequent revisions). This SIP also reflects the requirements of Occupational Pension Schemes (Investment) Regulations 2005 and 2015, and the Code of Practice in relation to governance of DC pension schemes issued by the Pensions Regulator in July 2016.

The Trustee confirms that, before preparing this SIP, it has consulted with Kier Highways Limited (the “**Employer**”) and taken appropriate advice from its advisors. The Investment Advisor is River and Mercantile Investments Limited and the Legal Advisor is Hogan Lovells, collectively termed “the **Advisors**”.

The Trustee believes its advisors to be qualified by their ability and practical experience of financial and legal matters respectively and to have appropriate knowledge, and experience of the management of the investment arrangements that the Scheme requires. The Trustee also confirms that it will consult with the Employer and take advice from the relevant advisors as part of any review of this SIP.

The Trustee is responsible for the strategic decisions regarding the investment of the Scheme’s assets and arranging Scheme administration. Where they are required to make an investment decision, the Trustee always receives advice from the relevant advisors first and it believes that this ensures it is appropriately familiar with the issues concerned.

In accordance with the Financial Services & Markets Act 2000, the Trustee sets general investment policy, but have delegated the day-to-day investment of the Scheme’s assets to professional fund managers (the “**Investment Managers**”) in accordance with Section 34(2) of the Pensions Act 1995. The Managers are authorised under the Financial Services & Markets Act 2000, provide the expertise necessary to manage the investments of the Scheme competently and will comply with the requirements of Section 36 of the Pensions Act 1995.

1.1 Declaration

The Trustee acknowledges that it is their responsibility, with guidance from their advisors, to ensure the assets of the Scheme are invested in accordance with these Principles.

Signed Mike Jaffe Date 28 September 2020

For and on behalf of the Trustee of the Mouchel Staff Pension Scheme.

2 Governance

The Trustee is responsible for the governance and investment of the Scheme's assets. It considers that the governance structure set out in this SIP is appropriate for the Scheme, as it allows the Trustee to make the important decisions on investment policy, while delegating the day-to-day aspects to the Investment Managers or the relevant advisors as appropriate. The responsibilities of each of the parties involved in the Scheme's governance are detailed in **Appendix A**.

The Trustee maintains a Statement of Investment Arrangements ("SIA") which sets out the specifics of investment implementation and further information on the default strategy and self-select funds offered by the Scheme. This document is referred to later in this SIP.

3 Investment Objectives

The Trustee recognises that members have differing investment needs and that these may change during the course of members' working lives. It also recognises that members have different attitudes to risk.

The Trustee believes that members should make their own investment decisions based on their individual circumstances.

The Trustee's Scheme objectives are:

- To provide a pension plan designed to deliver valuable benefits into retirement.
- To help members manage the risks they face as far as possible.
- To provide members with a range of investment options to enable them to tailor investment strategy to their needs.

In aiming to meet these Scheme objectives, the Trustee has specified a number of investment objectives:

- i. To provide an appropriate range of investment options, reflecting the membership profile and the variety of ways that members can draw their benefits in retirement; and
- ii. to provide a default investment strategy that the Trustee believes to be reasonable for those members that do not wish to make their own investment decisions. The objective of the default strategy is to generate returns significantly above inflation whilst members are some distance from retirement, but then to switch automatically and gradually to lower risk investments as members near retirement.

4 Default Strategy

The default strategy is designed to be in the best interests of the majority of the Scheme's members, based on the demographics of the membership. The default option targets 100% cash withdrawal at retirement, since the Trustee believes that most members will wish to take their benefits in this form. Therefore in the initial growth phase the default option is invested to target a return significantly above inflation, and then in the 10 years before retirement, it switches gradually into cash, with the asset allocation at retirement being designed to be appropriate for members taking cash at withdrawal.

At this time the Trustee is undertaking an investment strategy review which aims to assess whether the current investment solutions remain suitable for the Money Purchase Section of the Scheme. Once completed, the outcome of this assessment will be reflected in next year's governance statement and an updated SIP if relevant.

4.1 Aims and Objectives of the default strategy

The Trustee's aims and objectives in relation to the default strategy are to support members' investment needs where members either choose the default option or do not choose any option. Broader aims and objectives in relation to the default strategy are set out in Section 3, titled "Investment Objectives".

4.2 Trustee's policies in relation to the default strategy

i. The kinds of investment to be held

ii. The balance between different kinds of investments

The kinds of investments held within the default strategy and the balance between them are designed to be adequately diversified and suitable. Sections 5.3, 'Diversification' and 5.5, 'Suitability and Review' set out further details.

iii. Risks (including the ways in which risks are to be measured and managed)

Risks applicable to the Scheme as a whole are shown in Section 9, titled "Risks". All of the risks shown, including how they are measured and managed, are relevant to the default strategy.

iv. Expected return on investments

The Trustee's policy on expected return is considered in Section 5.2 "Performance Objectives", which covers both the default strategy and the investment strategy as a whole.

v. Environmental, Social and Governance ("ESG") considerations

The extent to which the Trustee considers ESG issues within the default strategy is shown in Section 10 "Other Risks".

vi. Realisation of investments

Funds used within the default strategy are unitised, pooled funds which are dealt daily.

vii. Financially and non-financially material investment considerations

The extent to which the Trustee considers financially and non-financially material considerations, including, but not limited to, social, environmental or ethical issues is shown in Section 10, 'Other Risks'.

viii. Corporate governance and stewardship policy

The Trustee's policy in respect of these considerations is shown in Section 10, titled 'Other Risks'.

ix. Exercise of rights (including voting rights) attaching to the investments

The extent to which the Trustee considers the exercise of rights within the default strategies is shown in the Section 10, titled 'Other Risks'

4.3 Best interests of members and beneficiaries

In designing the default strategy, the Trustee has considered members' changing risk and return requirements over time and member outcomes, including the choices members might make upon reaching retirement.

The Trustee is currently reviewing the Scheme's investment options and their suitability to the membership. Once the assessment has been completed, any changes to the Scheme will be reflected in next year's governance statement and an updated SIP.

5 Investment Strategy

Having due regard for the objectives and the members of the Scheme, a number of investment options have been made available. Members can choose to invest their contributions in one or more of these investment options, or may rely on the default strategy, as detailed in the SIA.

The Trustee will ensure that each member's investments are invested in accordance with the fund options selected by the member, or in the absence of an investment choice, the default strategy.

5.1 Investment Options

The investment options comprise the default strategy and self-directed self-select options.

Details of the investment options are set out in the SIA.

5.2 Performance Objectives

The Trustee considered the expected returns of the investment strategy (including the default) in constructing benchmarks to assess performance against. The objectives of the funds available within the investment options are set out in the SIA.

5.3 Diversification

The choice of investment options for members is designed to ensure that members are able to choose investments that are adequately diversified and suitable for their profile and attitude to risk. The Trustee monitors the investment options regularly to ensure it is comfortable with the choice of funds offered to members.

5.4 Active and Passive Management

The Trustee takes advice from the Advisors on the choice of whether to offer active and/or passive fund options, which is in part determined by the range of Investment Managers offered by the Platform Manager.

5.5 Suitability and Review

The suitability and range of investment options, including the default strategy, will be reviewed regularly. Members are responsible for choosing which of the self-select funds is most appropriate based on their own individual circumstances, or otherwise relying on the default strategy for the investment of their own and the Employer's contributions.

The Trustee will review, in conjunction with the Investment Advisors, any investment option offered to members that either underperforms its benchmark over a significant timeframe or carries a level of risk which may be thought to be unreasonable in the context of the Money Purchase Section's investment objectives.

6 Strategy Implementation

6.1 Investment Platform

The Trustee has entered into an insurance policy with Aegon UK Plc (“Aegon”) in order to offer funds to members of the Scheme via Aegon’s investment only platform. Aegon is responsible for unitising and pricing the funds, and for all other transactions.

6.2 Investment Managers

The investment managers’ primary role is the day to day investment management of the Scheme’s investments. The managers are authorised under the Financial Services and Markets Act 2000 to carry out such activities.

6.3 Administrator

Administration is carried out by XPS Administration Limited.

6.4 Fund Options

The range of funds offered to members has been chosen to give members a diversified range of investments from which they can select according to their individual circumstances. The funds available to members are detailed in the SIA.

6.5 Investment of Contributions

A member’s contributions will be invested in line with their selected choice of funds. Where a member has not made an active selection, their contributions will be invested in the default strategy, which is detailed in the SIA.

6.6 Transitions

The Trustee, in conjunction with its advisors, will look to mitigate the potential risks and costs to members as a result of any investment transitions to the best of their ability.

7 Monitoring

7.1 Managers

The Trustee, or its advisors on behalf of the Trustee, will monitor the performance of the Investment Managers against their own benchmarks or the Trustee's specified benchmarks.

The Trustee will regularly review the activities of the Investment Managers to satisfy themselves that each Investment Manager continues to carry out its work competently and has the appropriate knowledge and experience to manage the Scheme's assets.

As part of this review, the Trustee will consider whether or not each Investment Manager is carrying out its function competently. The Trustee will evaluate the Investment Manager based on, amongst other things:

- The default strategy and self-select funds' performance versus their respective benchmarks or Trustee specified benchmarks.
- The level of risk within the portfolios given the specified risk tolerances.
- Whether it has regard to the suitability of each investment and each category of investment.
- Whether it has been exercising their powers of investment with a view to giving effect to the principles contained in this SIP, so far as is reasonably practical.

If the Trustee is not satisfied with an Investment Manager they will ask the Investment Manager to take steps to rectify the situation. If the Investment Manager still does not meet the Trustee's requirements, the Trustee will remove the Investment Manager.

7.2 Advisors

The Trustee will monitor the advice given by their advisors on a regular basis.

7.3 Statement of Investment Principles, Statement of Investment Arrangements

The Trustee will review this SIP and the SIA at least triennially, or as soon as is practical following any changes to the investment strategy and modify it with consultation from the relevant advisors and the Employer if deemed appropriate. There will be no obligation to change this SIP and the SIA, any Investment Manager, Platform Manager or advisor as part of such a review (although strategy changes will be reflected in this SIP, if appropriate).

7.4 Trustee's Recordkeeping

The Trustee maintain a record of all investment related decisions that have been taken, together with the rationale in each case.

8 Fees

8.1 Charges

The Trustee recognises that the provision of investment management and advisory services to the Scheme results in a range of charges to be met, directly or indirectly, by deduction from the Scheme's assets.

The Trustee has agreed Terms of Business with the Scheme's investment advisors, under which work undertaken is charged for by an agreed fixed fee or on a "time-cost" basis.

The investment managers receive fees calculated by reference to the market values of assets under management, and also in some cases a performance related fee. The fee rates are believed to be consistent with the managers' general terms for institutional clients and are considered by the Trustee to be reasonable when compared with those of other similar providers.

The fee structure used in each case has been selected with regard to existing custom and practice, and the Trustee's view as to the most appropriate arrangements for the Scheme. However, the Trustee will consider revising any given structure when it is considered appropriate to do so.

Details on the charges are set out in the SIA.

8.2 Value for Members

The Trustee reviews, as far as possible based on the data available, all sources of fees levied on members' accounts (including management charges, additional expenses and platform charges as appropriate) to ensure value for members is present. The Trustee considers, among other items, the absolute level of charges, the competitiveness of applicable charges relative to the marketplace and the levels of service provided by each of the advisors and Managers.

The Trustee also reviews, as far as is reasonable and practical, transaction costs paid by members to assess the extent to which these represent good value for money.

The Trustee's conclusions in respect of value for members are documented in the Scheme's annual report and accounts.

9 Risks

The Trustee recognises a number of key risks to themselves and to the Scheme's members:

- i. **Value for Members Risk** – the risk that the Scheme fails to offer good value for members. This is addressed through ongoing monitoring and annual 'Value for Members' reviews.
- ii. **Inflation Risk** – the risk that the purchasing power of members' investment accounts is not maintained. To try to manage this risk, the Trustee has offered a range of funds reflecting asset classes expected to provide long term returns in excess of price inflation.
- iii. **Pension Purchase Risk** – the risk that the value of pension benefits that can be obtained by a given defined contribution amount is not maintained. This risk cannot easily be mitigated as it depends on the form(s) and timing of a member's retirement income decision and market conditions as retirement approaches. However, the Trustee has offered a range of funds to reflect different retirement income decisions.
- iv. **Capital Risk** – the risk that the value of any element used to provide a cash sum at retirement is not maintained. To try to mitigate this risk, the default strategy de-risks into cash starting three years from retirement.
- v. **Active Manager Risk** – the risk that the active investments underlying the Scheme's investment options underperform due to the underlying Investment Manager underperformance. The Trustee mitigates this risk by monitoring the investment managers on a regular basis. Prior to appointing an active investment manager, the Trustee receives written advice from its Investment Advisor, and will typically undertake an investment manager selection exercise.
- vi. **Platform Risk** – the assets are currently held by the Platform Manager. This risk relates to potential losses that could arise if the Platform Manager ran into financial difficulties. The Trustee considered the choice of platform at the implementation phase of the current strategy, to ensure it was comfortable with the choice of Platform Manager. The Trustee continues to monitor the Platform Manager to ensure it remains comfortable.
- vii. **Communication Risk** – the risk that communication to members is misleading or unclear and leads to inappropriate decisions being made. This is addressed through the Trustee receiving advice from their advisors and regular monitoring and updates, where appropriate, of member communications.
- viii. **Inappropriate Member Decision** – the risk that members make inappropriate decisions regarding their investments. This is addressed where possible through communication to members and the recommendation that members seek independent financial advice. The Trustee has also offered a default strategy with a "lifestyling element" designed to phase members into lower risk investments as they approach retirement.
- ix. **Organisational Risk** – the risk of inadequate internal processes leading to problems for the Scheme. This is addressed through a regular monitoring of the Investment Managers and advisors.
- x. **Liquidity Risk** – the risk that members are not able to realise the value of their funds when required. The Trustee has addressed this risk by only offering funds which are considered liquid.
- xi. **ESG Risk** - the risk of adverse performance due to ESG related factors including climate change. This is addressed by ESG assessment at the point of investment with the Underlying Managers where applicable, or by requesting information on the ESG policies, adopted by the Underlying Managers.

The importance of each risk varies with time. Inflation is important throughout the whole period to retirement whereas pension conversion risk and capital risk become more significant as retirement approaches, depending on how the member chooses to access their pension saving at retirement.

The Trustee has provided a default strategy that aims to address the above risks through a member's life. The Trustee may vary the underlying asset allocation and Investment Managers within this strategy from time to time in response to changing market conditions and manager developments.

The Trustee also provides members with a range of self-select investment options into which they may direct their contributions so as to allow each member to determine the appropriate mix of investments based on their own attitude to risk, term to retirement and investment objective.

In addition to the risks noted above, the Trustee also recognises the options they have selected are subject to underperformance risk. This is addressed through providing options with appropriate diversification and through regular monitoring of the active managers' performance, processes and capabilities with respect to their mandate.

The Trustee recognises that an efficient process for identifying, evaluating, managing and monitoring risks needs to be in place for the Scheme. The Trustee will identify and assess the impact of any risk, what controls can be put in place to manage the risk and review both the individual risks and the effectiveness of the risk management process as a whole.

The Trustee will keep these risks and how they are managed under regular review.

10 Other Risks

10.1 Corporate Governance and Stewardship Policy

As part of the appointment of the Investment Managers to the Scheme, the Trustee has accepted the terms of pooled investment vehicles, setting out the scope of each pooled fund vehicle's activities, their charging basis and other relevant matters. The Trustee periodically reviews the overall value-for-money of using the Investment Advisor (as specified in the Scheme's Investment Consultant objectives) and Investment Managers.

The Scheme's investments are made via pooled investment funds via the Platform Manager, in which the Scheme's investments are pooled with those of other investors. As such, direct control of the process of engaging with the companies that issue the underlying securities, whether for corporate governance purposes or other financially material considerations, is delegated to the Investment Managers.

The Trustee has delegated responsibility for monitoring and voting on decisions relating to its Underlying Manager holdings to the Platform Manager, which implements its fund voting policy.

The Trustee and Investment Advisor undertake regular reviews of the Investment Managers. These reviews incorporate benchmarking of performance and fees as well as performance reviews (including understanding key drivers of performance). The Trustee and Investment Advisor review the governance structures of the Investment Managers, as well as assessing whether their fees, expenses and any other charges are in line with industry peers at inception and from time to time whilst invested.

Where it can be determined, the Trustee and Investment Advisor assess whether the Investment Managers' remuneration arrangements are aligned with the Trustee's objectives. The Trustee expects the Investment Managers':

- to align their investment strategy and decisions with the Trustee's investment policies, such as its return target and any restrictions detailed in the Trustee's policy documentation with the Platform Manager.
- to assess and make decisions based on the medium- to long-term financial and non-financial performance of an issuer of debt or equity, and to engage with the issuers to improve this medium- to long-term performance. The success of such engagement will contribute to the Scheme's performance, which is reflected and measured relative to the Trustee's long-term performance objectives.

The Trustee acknowledges the inherent potential for conflicts of interest which exist as part of ongoing investment management business activities. Where investment managers are regulated, they are likely to be subject to such requirements to manage conflicts of interest as are applicable in their jurisdiction of incorporation or operations. The Trustee and Investment Advisor monitor this as part of ongoing review. As an FCA regulated firm, the Investment Advisor is required to prevent or manage conflicts of interest. The Investment Advisor's Conflicts of Interest policy is available publicly here:

https://riverandmercantile.com/Asp/uploadedFiles/file/Corporate_Governance/RMG_Conflicts_of_Interest_Policy.pdf

The Trustee oversees the transaction costs, including turnover costs (where available) incurred by the Investment Managers as part of its ongoing monitoring process and evaluates such costs to determine if they are in line with peer groups and the Investment Advisor's expectations. Where there are material

deviations the Trustee and Investment Advisor engage with Investment Managers to understand the rationale for such deviations and take appropriate action.

10.2 Financially material investment considerations

These considerations which include the above “Risks” can affect the long-term financial performance of investments and can (but do not have to) include environmental, social and governance factors (otherwise known as ESG) where relevant. The Trustee delegates the consideration of financially material factors to the Platform provider, who consider these factors for funds that are available to beneficiaries through the default arrangement and as self-select funds, when making funds available on its investment platform. All references to ESG relate to financial factors only. All references to ESG also include climate change.

ESG factors and stewardship are considered in the context of long term performance, by the Trustee (in conjunction with its advisors) as part of the manager selection criteria. This review occurs before funds are approved for investment. For invested funds, the Trustee requests the platform provider monitors ongoing compliance with ESG and other factors, like stewardship, as a part of overall engagement.

The Trustee is in the process of drafting the first policy in line with provisions of section 3 of Regulation 2 of The Occupation Pension Schemes (Investment) Regulations 2005, specifically section (3)(d) inserted by The Occupation Pension Schemes (Investment and Disclosure) (Amendment) Regulations 2019, and this will be in place by 1 October 2020.

10.3 Non-financial matters

The Trustee does not at present take into account non-financial matters (such as members’ ethical considerations, social and environmental impact matters or future quality of life considerations for members and beneficiaries) when making investment decisions as part of the default arrangement, as there is no likely common view on any ethical matters which members are likely to hold.

The Trustee is in the process of drafting the first policy in line with provisions of section 3 of Regulation 2 of The Occupation Pension Schemes (Investment) Regulations 2005, specifically section (3)(d) inserted by The Occupation Pension Schemes (investment and Disclosure) (Amendment) Regulations 2019, and this will be in place by 1 October 2020.

10.4 Security of Assets

The Trustee is aware of the importance of the safe custody and security of members’ funds. The Scheme’s assets are held via an investment policy with Aegon. The Financial Services Compensation Scheme (“FSCS”) would provide cover to the Scheme in the event of insolvency of Aegon. Aegon, who also has contractual agreements in place with underlying managers and would seek compensation as a result of insolvency of underlying managers and other related parties. Appropriate due diligence is done on the financial strength, custody and administration agreements of the underlying investment managers and

Aegon before an appointment is made and this is reviewed regularly by the Advisors in conjunction with the Trustee.

Appendix A - Responsibilities

Trustee

The main investment related responsibilities of the Trustee include:

- i. Reviewing, at least triennially (or following significant changes to the investment strategy), the content of this SIP and modifying it if deemed appropriate.
- ii. Reviewing, at least triennially (or following significant changes to the investment strategy), the content of the SIA and modifying it if deemed appropriate.
- iii. Reviewing the investment policy for the Scheme in terms of providing a range of funds from which members may choose to invest (see the SIA).
- iv. Assessing the quality of the performance and process of the Investment Managers by means of regular reviews of the investment results and other information, through meetings and written reports.
- v. Monitoring compliance of the investment arrangements with the SIP on an ongoing basis.
- vi. Appointing and dismissing Platform Managers and Investment Managers.
- vii. Assessing the performance of its advisors.
- viii. Consulting with the Employer when reviewing investment policy issues.
- ix. Providing any appointed organisations/individuals with a copy of the SIP or the SIA, where appropriate.

Investment Advisor

The Investment Advisor will be responsible for, amongst other things:

- i. Participating with the Trustee in reviews of the SIP.
- ii. Informing the Trustee of any material breaches of this SIP, internal operating procedures or changes in the knowledge and experience of those involved in managing the Scheme's investment options.
- iii. Advising the Trustee of any changes in respect of the Scheme's Investment Managers that could affect the interests of the Scheme.
- iv. Advising the Trustee of any changes in the investment environment that could either present opportunities or threats to the Scheme.
- v. Undertaking reviews of the Scheme's investment arrangements including reviews of the Scheme's structure, current Investment Managers, and selection of new Investment Managers as appropriate.

Platform Manager

The main responsibilities of the Platform Manager are:

- i. At its discretion, but within the guidelines agreed with the Trustee, selecting and undertaking transactions in specific investments within each fund.
- ii. Providing the Trustee (via the Investment Manager) with sufficient information each quarter to facilitate the review of its activities, including:

- Performance and rationale behind past and future strategy for fund options offered to members.
 - A full valuation of the assets.
 - A transaction report.
- iii. Informing the Trustee immediately of:
- Any serious breach of internal operating procedures.
 - Any material change in the knowledge and experience of those involved in managing the Scheme's AVC and RAP investment options.

Legal Advisor

The Legal Advisor will be responsible for, amongst other things:

- i. Acting on Trustee instructions to ensure legal compliance including those in respect of investment matters.