

LEONARDO ELECTRONICS PENSION SCHEME

Report and Financial Statements for the year ended 5 April 2018

Scheme Registration No: 10273555



Queen's Quay, 33-35 Queen Square, Bristol BS1 4LU

XPS Administration is a trading name of PS Administration Limited
Registered in England and Wales No. 09428346. Registered Office: 11 Strand, London WC2N 5HR
Part of XPS Pensions Group

TABLE OF CONTENTS

Chair's Introduction	2
Trustee and Advisers	3
Trustee's Report	5
Investment Report	11
Report on Actuarial Liabilities	17
Actuary's Certificate of Schedule of Contributions	19
Governance Statement for the Defined Contribution Section	20
Statement of Trustee's Responsibilities	24
Independent Auditor's Report	25
Fund Account	27
Statement of Net Assets (Available for benefits)	28
Notes to the Financial Statements	29
Independent Auditor's Statement about Contributions	44
Summary of Contributions paid in the year	45

LEONARDO ELECTRONICS PENSION SCHEME

CHAIR'S INTRODUCTION

YEAR ENDED 5 APRIL 2018

I am pleased to present the Report and Financial Statements for the Leonardo Electronics Pension Scheme (the "Scheme") for the year ended 5 April 2018.

During the year, the Trustee and Company reviewed and agreed the actuarial valuation as at 5 April 2017. There has been an improvement in the funding position related to past service benefits with a surplus of £192m and a funding ratio of 126% (compared to £79m and 118% three years ago). There has also been a further significant increase in the cost of providing pensions for the future service of employees. However, given the strong overall funding position and the strength of the covenant support from the Company, there will be no changes to employee or Company contributions and member benefits will continue on the current basis. The consequence is that the surplus, in addition to providing security for the pensions promised, is partly allocated to support the future service benefits if the contributions paid ultimately prove to be insufficient.

Since the valuation date the investment world has been more challenging, particularly in the first quarter of 2018, and the total portfolio fell in value by -1.7% over the year. Within this our on risk assets grew by 2.7% but this was behind the target rate we assume. Also our hedging portfolio did not track the liabilities quite as efficiently as in the past, principally due to one-off technical effects associated with updating the strategy for the new valuation basis. Looking forward we have structured our strategy with a strong focus on risk control, particularly for the next 12 months or so given the number of uncertainties associated with the market environment.

Another significant project during the year has been the transition to a new administrator, XPS Administration (formerly known as PS Administration Limited). This was completed on 1 February 2018 and the experience and initial feedback from members is positive. The one outstanding aspect of the new service is online access to pension illustrations and modelling and this is planned to be delivered towards the end of this year.

I am grateful to all the Trustee Directors and our advisers for their significant contribution to the management of the Scheme and I look forward to working with them over the coming year.

Bernard Walsh

Chair

Leonardo Electronics Pension Scheme (Trustee) Ltd

Date: 9 October 2018

LEONARDO ELECTRONICS PENSION SCHEME

TRUSTEE AND THEIR ADVISERS

Trustee :	Leonardo Electronics Pension Scheme (Trustee) Ltd	
Trustee Directors :	Bernard Walsh * (Chair) James Cull ** Martin Flavell * Martin Johnson ** Lynda McVay * Craig Porter * Stuart Rushworth ** Scott Wallace ** * Company Nominated ** Member Nominated	
Secretary to the Trustee :	Rachael Skuse	
Scheme Address :	Leonardo Electronics Pension Scheme Sigma House Christopher Martin Road Basildon Essex SS14 3EL	
Principal Employer :	Leonardo MW Ltd (02426132) Sigma House Christopher Martin Road Basildon Essex SS14 3EL	
Actuary :	Danny Vassiliades XPS Pensions (formerly Punter Southall Ltd) 1 Colmore Row Birmingham B3 2BJ	
Auditor :	RSM UK Audit LLP 25 Farringdon Street London EC4A 4AB	
Legal Advisers :	Borges Salmon LLP One Glass Wharf Bristol BS2 0ZX	
Bankers :	Barclays Bank plc	(From February 2018)
	Bank of Scotland plc	(Until March 2018)
Covenant Adviser :	Ernst & Young LLP	
Investment Managers :	River and Mercantile Investments Limited T/A River and Mercantile Solutions (formerly P-Solve Investments Ltd)	
Custodian :	KAS Bank NV	

LEONARDO ELECTRONICS PENSION SCHEME

AVC Providers :

Old Mutual Wealth Life Assurance Limited

Consultants & Administrators :

XPS Administration (formerly PS Administration Limited)
Queen's Quay
33-35 Queen Square
Bristol BS1 4LU (Appointed 1 February 2018)

Aon Hewitt
PO Box 196
Huddersfield HD8 1EG (Resigned 1 February 2018)

Investment Advisers :

River and Mercantile Investments Limited T/A River and
Mercantile Solutions (formerly P-Solve Asset Solutions)

TRUSTEE'S REPORT FOR THE YEAR ENDED 5 APRIL 2018

The Trustee presents to the members its annual report and financial statements for the year ended 5 April 2018.

Scheme Information

The Scheme was established by a trust deed dated 24 March 2005 to provide pension and life assurance benefits to specified employees of the Principal Employer, Leonardo MW Ltd.

The Scheme has four different sections, each with a different historic benefit structure. The design of the Scheme was driven initially by a need to replicate a number of schemes run by BAE Systems plc. From 6 April 2016, the benefits provided by each section of the Scheme remain defined benefit in nature; however there has been some harmonisation between sections and a move from a final salary structure to a career salary structure. The 100+ Section of the Scheme provides both defined benefit and money purchase benefits to members.

The Scheme was closed to new entrants on 27 April 2009.

The Trustee of the Scheme is Leonardo Electronics Pension Scheme (Trustee) Ltd.

The Trustee Board is made up of eight Trustee Directors, consisting of four Trustee Directors nominated by the Principal Employer (one of which is the Chair of the Trustee Board) and four nominated by the membership.

The Member Nominated Directors are selected by the Pensions Consultative Committee from the members on the committee. Elections took place in October 2016, with two Member Nominated Directors being appointed for a period of six years. There is a staggered appointment process designed to maintain continuity within the Trustee board. The next election will take place in October 2019. Once the Trustee Directors have been selected, they are appointed as Directors of Leonardo Electronics Pension Scheme (Trustee) Ltd.

During the year, the Trustee Directors met frequently to deal with various matters relating to the management of the Scheme including monitoring funding and investing the Scheme assets. The Trustee Directors have the responsibility for ensuring that the Scheme is properly run in accordance with its governing documents and in the best interests of the members.

The investment sub-committee and administration sub-committee also met regularly during the year in advance of each full Trustee meeting.

In addition, there is a Joint DC Investment Committee, which is a joint committee for the Leonardo Electronics Pension Scheme, Leonardo FuturePlanner and the Leonardo Helicopters Pension Scheme. The purpose of the DC Committee is to review the AVC and 100+ Retirement Account Plan investment strategy of the Leonardo Electronics Pension Scheme (together with the investment strategy of Leonardo FuturePlanner and the defined contribution elements of the Leonardo Helicopters Pension Scheme).

LEONARDO ELECTRONICS PENSION SCHEME

In total there were 6 Trustee meetings and 14 sub-committee meetings during the year, with Trustee Director attendances at 95% for the year (2017: 95%).

The Trustee produces an annual business plan, and a long-term strategic plan which sets out the objectives of the Trustee. Progress against the business plans are monitored by the Trustee at each quarterly meeting.

Trustee Knowledge

There is a requirement on the Trustee Directors to have knowledge and understanding of the law relating to pensions and the principles relating to the funding of the Scheme and the investment of the Scheme's assets. The Trustee Directors are also required to be conversant with the Scheme's documents. To fulfil these requirements the Trustee has adopted a training policy and attends regular training sessions.

Risk management

The Trustee Directors have put in place steps to monitor areas of potential risk to the Scheme. They regularly monitor, amongst other aspects of the Scheme, investments, the funding of the Scheme and the administration of the Scheme. The Scheme's risk register is reviewed on a quarterly basis by the Trustee and updated as necessary.

The Trustee has adopted an integrated risk management plan, which looks at the financial covenant, investment and funding risks faced by the Scheme on an integrated basis.

Employer's Covenant

The Principal Employer of the Scheme is Leonardo MW Ltd.

The Trustee Directors recognise that the ability of the Principal Employer to meet its ongoing contribution requirement is important to the funding of the Scheme and hence the security of members' benefits. As a way of increasing the security of the Scheme, the Trustee has entered into an agreement with the Leonardo Group's parent company, Leonardo SpA, in which Leonardo confirms it will provide support for the Scheme. Leonardo has agreed that it will be responsible for the liabilities of the Principal Employer (and former participating employers) and has undertaken to pay any outstanding Scheme contributions and pay any Scheme deficit if the Scheme were to wind up with insufficient assets.

The Trustee regularly monitors the financial status of the Principal Employer and has engaged Ernst & Young LLP to carry out regular 6-monthly independent reviews of the financial strength of the employers, or more frequently if the Trustee considers this appropriate.

As part of the 5 April 2017 actuarial valuation, an additional detailed review of the employer covenant was commissioned, with Ernst & Young LLP reporting on a range of areas including cash resources, profitability and credit strength of the Principal Employer and its ultimate parent company. Overall, the employer covenant was rated as strong which assisted the Trustee in its discussions with the Company on the appropriate assumptions and contribution rates to set as part of the actuarial valuation. The actuarial valuation is discussed in further detail on pages 17 and 18 of this report.

LEONARDO ELECTRONICS PENSION SCHEME

Voluntary Contributions

The Additional Voluntary Contribution (AVC) option provides members with an opportunity to make further provision for their retirement in addition to the benefits provided by the Scheme. Investment choices are available in the form of a "Lifestyle" arrangement and a "Pick & Mix" option. The investment choices available to members with AVC funds are the same as those available to members with 100+ Retirement Accounts.

In addition to AVCs, members are able to contribute under the Buy Up option which provides for a higher career salary accrual rate, in return for an additional member contribution. The cost of the Buy Up option is set by the Trustee each year.

As an alternative to AVCs and Buy Up, a closed group of members of the 2000 Section are paying extra contributions towards retirement benefits through the Selected Benefits Scheme (SBS). This option closed to new contributors in 2009 and is only available to members who are currently making SBS contributions towards retirement benefits at a fixed contribution percentage rate.

Membership

The number of members as at the year-end was:

Active members at 6 April 2017		<u>2,423</u>
Adjustments	(5)	
Retirement	(119)	
Deferred	(67)	
Deferred - Opt out	(29)	
Death	<u>(1)</u>	
Active members at 5 April 2018 (includes 780 DC members)		2,202
Deferred pensioners at 6 April 2017		<u>1,159</u>
Adjustments	3	
From Active	96	
Transfer Out	(26)	
Retirement	(36)	
Full/Trivial commutation	(3)	
Death	<u>(2)</u>	
Deferred pensioners at 5 April 2018 (includes 465 DC members)		1,191
Pensioners at 6 April 2017		<u>1,125</u>
Retirement	155	
New dependants / spouses	8	
Death	(7)	
Death with dependants	(7)	
Full commutation	<u>(2)</u>	
Pensioners at 5 April 2018		<u>1,272</u>
Total members at 5 April 2018		<u>4,665</u>

*Adjustments to the opening balances are due to updates to records following the change in administrator.

**Included in the Transfer Out figure above is one transfer out that is in progress but has not yet been paid out of the Scheme.

LEONARDO ELECTRONICS PENSION SCHEME

Pension increases

Different rates of increase, and caps on the level of increase, apply for different sections and tranches of benefit within the Scheme.

All pensions in payment were increased on 1 May 2018 in accordance with the Rules of the Scheme. The increase applied on 1 May 2018 was generally 3.95% which is the level of RPI in January 2018, with benefits accrued after 5 April 2006 having increases capped at 2.5%.

Deferred pensions are generally increased annually in line with the statutory measure of inflation for pension purposes, up to a maximum of 5% for benefits accrued before 6 April 2009 and 2.5% for benefits accrued after.

All increases to pensions in payment and deferred pensions were made in accordance with the Rules of the Scheme. There were no discretionary increases made during the year.

Transfer Values

Cash equivalents (transfer values to other approved pension arrangements) payable are calculated and verified as prescribed by Section 97 of the Pension Schemes Act 1993. No discretionary benefits are included.

Significant changes to the Scheme

There have been no significant changes to the Scheme in the year. A Deed of Amendment was signed on 26 June 2018 which incorporated into the Scheme Rules the overriding legal requirements for equal treatment of civil partners and same sex spouses. The Deed also aligned the provisions on early retirement following redundancy for deferred members with the position for active members.

Financial Development of the Scheme

Changes in the Scheme's net assets during the year were as follows:

	£'000s
Net assets at 5 April 2017	961,290
Net additions from dealings with members	6,646
Net returns on investments	(15,641)
Net assets at 5 April 2018	<u>952,295</u>

The financial statements for the year have been prepared and audited in accordance with Sections 41(1) and (6) of the Pensions Act 1995.

Communication

"InFocus", a newsletter for Scheme members is issued by the Trustee on a regular basis. Benefit statements are issued on an annual basis to active members, and deferred members with 'final salary' benefits, setting out the amount of pension built up so far, and forecasts at normal retirement date.

In addition members can access information from the Scheme website, www.leonardoelectronicspensions.co.uk. XPS Administration have also launched MyPension.com, an online tool for members enabling them to view their pension records and undertake various activities online. The tool is under development to add additional features, including a pension modeller for active members.

LEONARDO ELECTRONICS PENSION SCHEME

Taxation Status

The Scheme is a registered pension scheme within the meaning of Section 153 of the Finance Act 2004.

Enquiries

All enquiries about the Scheme and individual benefit entitlements should be addressed to the Scheme Trustee c/o XPS Administration, Queen's Quay, 33-35 Queen Square, Bristol BS1 4LU.

E-mail: leps@xpsgroup.co.uk.

The Pensions Advisory Service (TPAS)

If you have general requests for information or guidance concerning your pension arrangements contact:

The Pensions Advisory Service
11 Belgrave Road
London SW1V 1RB

Tel: 0800 011 3797

Website: www.pensionsadvisoryservice.org.uk

Pensions Ombudsman

If a member has a complaint against the Scheme that has not been resolved to his or her satisfaction through the Scheme's Dispute Procedure, the government appointed Pensions Ombudsman can investigate complaints of injustice caused by poor administration, either by the Trustee or Scheme administrators, or disputes of fact or law. The Pensions Ombudsman can be contacted at:

10 South Colonnade
Canary Wharf
London E14 4PU

Tel: 0800 917 4487

Email: enquiries@pensions-ombudsman.org.uk

Website: www.pensions-ombudsman.org.uk

The Pensions Regulator (tPR)

The Pensions Regulator can intervene if they consider that a scheme's trustees, advisers, or the employer are not carrying out their duties correctly. The address for the Pensions Regulator is:

Napier House
Trafalgar Place
Brighton BN1 4DW

Tel: 0345 600 0707

Email: customersupport@tpr.gov.uk

Website: www.thepensionsregulator.gov.uk

The Pension Scheme Registry

The Scheme is registered with the Pension Scheme Registry which is part of the Pensions Regulator's office. The registration number is 10273555. The data held by the Registry is used by the Pension Tracing Service to assist former members of schemes to trace their scheme benefits. The Pension Tracing Service can be contacted at:

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

Tel: 0800 731 0193
Website: www.gov.uk/find-lost-pension

INVESTMENT REPORT

Defined Benefit

Background

At the Scheme year end, 5 April 2018, the net investments of the Defined Benefit Section of the Scheme were valued at £931 million, compared to £943 million at the start of the Scheme year.

The majority of the assets of the Scheme continue to be invested in the Fiduciary Management Portfolio (FM) which is managed by River and Mercantile Investments Limited.

The Trustee also has a liability hedging portfolio through which the impact of movements in long-term interest rate and inflation expectations are managed.

This report gives information about the assets as at 5 April 2018.

Investment Principles

The Trustee has produced a Statement of Investment Principles (SIP) showing how it invests the assets of the Scheme. The SIP is reviewed regularly by the Trustee and was last updated in November 2017.

The overall objective of the Scheme is to meet the benefit payments promised as they fall due with the long term intention of becoming financially and operationally self-sufficient. This is broken down into the following qualitative objectives:

- (i) Acquire suitable assets which, having due regard to risk, will generate income and capital growth to pay, together with the Employer and member contributions, the benefits as they fall due.
- (ii) Limit the risk of the assets failing to meet the liabilities over the long term.
- (iii) Achieve a return on investment which is expected at least to meet the Actuary's assumptions over the long term.
- (iv) Reduce the variability of the cost of future accrual where appropriate.

The Trustee has translated its objectives into benchmarks for the Scheme. The benchmarks are consistent with the Trustee's views on the appropriate balance between maximising the long-term return on investments and minimising short-term volatility and risk measured relative to liabilities.

Copies of the SIP (and the separate defined contribution SIP) are available to members from the Scheme Administrator, XPS Administration, using the contact details on page 4.

Investment Manager

The Trustee has delegated responsibility for the day-to-day management of the assets to the Scheme's Investment Manager, River and Mercantile Investments Limited ("River and Mercantile Solutions"). An Investment Management Agreement between the Trustee and River and Mercantile Investments Limited governs this relationship.

The Investment Manager has been appointed in two capacities:

- Implement a liability hedging strategy and
- Actively manage assets through its Fiduciary Management Portfolio ('FM') which covers a wide range of asset classes and investment managers

LEONARDO ELECTRONICS PENSION SCHEME

Market Commentary

Most return-seeking assets rose strongly over the year as economic fundamentals increasingly asserted themselves, with synchronised economic growth and rising corporate profits across all of the main regions, although elections and policymakers made waves from time to time. Emerging market equity and debt benefited from a weakening US dollar and generated outstanding returns for the year ended March 2018, with US and Japanese equities also performing particularly well. February and March 2018 saw heavy falls across the board in equities, return-seeking bonds and property, temporarily wiping out several months' worth of gains, but return-seeking asset prices were still up over the year as a whole.

Gilt yields chopped up and down, with a Brexit-fuelled falling trend occasionally interrupted by the Bank of England, first talking yields up then actually raising the base rate, in November, for the first time in more than a decade. In January 2018 yields rose strongly, following the passing of an important Brexit milestone the previous month, but then fell again.

Over the course of the whole 12-month period gilt and swap yields rose across the board. This will have reduced the value of liabilities and liability hedges.

Asset Allocation

The Trustee reviews the strategic asset allocation of the Scheme on a regular basis. However, investment decisions within this framework are delegated to River and Mercantile Solutions.

The Trustee, at the beginning of the year, allocated 70% of assets to return seeking assets and 30% of assets off-risk for liability matching. This was changed towards the end of the year to 60% and 40% respectively.

The Trustee continues to monitor the strategy through regular reviews. In addition, the Trustee will review on an on-going basis the extent to which risk and volatility can be reduced further over time.

The table below shows the asset allocation at the current and prior year ends:

	5 April 2018		5 April 2017	
	Market value £'000	% of funds (ex DC)	Market value £'000	% of funds (ex DC)
UK Equity	37,882	4.1	36,537	3.9
Overseas Equity	199,511	21.4	242,828	25.7
Alternatives	145,848	15.7	113,221	12.0
Bonds	96,735	10.4	170,809	18.1
Property	22,199	2.4	26,240	2.8
Cash	62,075	6.7	29,130	3.1
Currency Hedge	(917)	(0.1)	(2,731)	(0.3)
Total return seeking portfolio	<u>563,333</u>	<u>60.5</u>	<u>616,034</u>	<u>65.3</u>
Liability matching portfolio	367,654	39.5	327,069	34.7
Total assets (excluding DC)	<u>930,987</u>	<u>100.0</u>	<u>943,103</u>	<u>100.0</u>
Defined contribution	21,113		19,764	
Defined contribution cash in transit	30		-	
Total investments	<u>952,130</u>		<u>962,867</u>	

Liability Risk

The Trustee has put a programme in place to reduce some of the unrewarded risks that the Scheme faces in relation to the value of the liabilities. River and Mercantile Derivatives manage the liability hedge which is in place via a number of counterparty banks.

During the Scheme year, the Trustee has decided to hedge 100% of the interest rate risk and 100% of the inflation risk of the liabilities, including the liabilities due to be accrued to the date of the next scheduled actuarial valuation (as at 5 April 2020).

The Trustee also has a derivatives programme to manage the exposure of the assets to currency movement which is managed by River and Mercantile Solutions.

The Trustee will continue to consider further opportunities to reduce unrewarded risks where this can be done cost effectively. There are appropriate arrangements in place to provide collateral for the derivatives programmes.

Liability Matching Portfolio

The liability hedge is designed to protect the Scheme from adverse movements in long term interest rates and inflation which directly impact the value of the Scheme's liabilities. The value of the gilts that are part of the hedging portfolio tends to move in line with the Scheme's liabilities when interest rates and inflation rates change. Similarly the swaps in the hedging portfolio are such that, if interest rates fall significantly (and so the liabilities rise in value), the swap counterparty pays the Scheme to cover the rise in the value of the liabilities. Conversely, if the value of the liabilities falls due to interest rate and inflation changes, the Scheme pays the counterparty under the swap contracts an amount that is in line with this fall in the liabilities. Importantly, the purpose of the liability hedge is to offset (or hedge) the changes in the value of the liabilities whether there is a rise or fall.

The mark to market valuation of the swaps represented an unrealised gain/loss, as at 5 April, for the following years:

	2018	2017	2016	2015	2014	2013
	£000	£000	£000	£000	£000	£000
Interest rate swaps	1,974	23,827	44,787	45,378	(4,248)	8,484
Total Return swaps	(462)	3,518	743	n/a	n/a	n/a
Inflation swaps	(253)	9,907	(9,412)	(5,038)	6,622	9,808
Proceed Asset Swap	<u>(24,429)</u>	<u>(34,714)</u>	<u>(21,270)</u>	<u>(17,170)</u>	<u>(3,639)</u>	<u>(6,502)</u>
Total Gain/(Loss)	(23,170)	2,538	14,848	23,170	(1,265)	11,790

A positive mark-to-market value of the swaps represents a rise in the value of the swaps from the Scheme's perspective and vice versa. However, this rise will have been necessary to offset the rise in the value of the Scheme's liabilities and so the impact of the rate changes on the Scheme's finances will (as intended) have been broadly neutral.

At the year end the portfolio was hedging 103% of the interest rate risk and 99% of the inflation risk.

Collateral

The gilts can be used to meet collateral calls from the Scheme's counterparties: Barclays Bank plc, Credit Suisse International, Citigroup Inc., Deutsche Bank plc, JP Morgan plc, HSBC plc, Royal Bank of Scotland plc and Morgan Stanley & CO. International plc. The Scheme would be obliged to post collateral to the counterparties as and when the swap mark-to-market is negative to the Scheme (i.e. in the counterparties' favour). Once the collateral is transferred to the respective counterparty it is held by the counterparty but in the name of the Trustee.

Return-Seeking Portfolio

The Investment Fund (IF) is designed to deliver performance in excess of a client specific target through exposure to diversified investment arrangements. River and Mercantile Solutions invests and manages the Scheme's assets on behalf of the Trustee.

River and Mercantile Solutions' fiduciary management service reduces the risks and costs of decision delay and provides access to a broad range of asset allocation and increased investment specialisation, such as commodities, high yield bonds, leveraged loans and other alternative asset classes as well as currency hedging. As well as the delegated responsibility for dynamic asset allocation, River and Mercantile Solutions are also responsible for selecting, combining and replacing fund managers.

The core strength of the fiduciary management portfolio proposition lies in the delegation to the manager of the flexibility to dynamically allocate across all asset classes in accordance with medium to long term views on global markets, and to 'defend' by increasing the allocation to cash when the risk/return attributes of multiple asset classes are poor. This is demonstrated in the Asset Allocation table above showing the variation at the current and prior year end.

The investment objective for IF is a return of LIBOR + 3% per annum, after the deduction of fees, over rolling three year periods. Performance of the IF assets against objective is as follows:

IF including EDOS	1 year	3 years p.a.	5 years p.a.
Investment return	2.7%	5.0%	5.3%
Objective	3.4%	3.5%	3.5%
Investment return relative to target	-0.7%	1.5%	1.8%

Performance is shown to 5 April 2018 after the deduction of fees (to the extent that fees are paid from assets). The objective is shown to 31 March 2018, the nearest month end to the Scheme's year end.

The Trustee monitors the performance of IF on a quarterly basis and is provided with a valuation of all of the Scheme's assets on a monthly basis.

Total Investment Performance

While the performance of the Scheme's return-seeking portfolio was positive over the year ended 5 April 2018, the total performance (including the performance of the swaps) was negative. Performance against objective over different time periods is as follows:

Total performance	1 year	3 years p.a.	5 years p.a.
Investment return	-1.7%	9.2%	9.2%
Objective	-0.3%	10.0%	11.2%
Investment return relative to target	-1.4%	-0.8%	-2.0%

The objective for three years covers the period 1 April 2015 to 5 April 2018, and for five years it covers 1 April 2013 to 5 April 2018.

Investment Expenses

Investment management expenses amounted to £2.7m during the period (previously £2.3m). It should be noted that in addition to these direct expenses the majority of underlying managers' fees are reflected in unit prices and these are not separately disclosed. Discounts on investment management fees are negotiated where possible.

Custody of Assets

The swap contracts entered into with Barclays, Credit Suisse, Citigroup, Deutsche Bank, JP Morgan, HSBC, Morgan Stanley and RBS are held directly in the Trustee's name. These direct principal to principal contracts do not themselves require safe custody. However, the collateral provided to the counterparties to secure their value when their mark-to-market is positive is held by KAS Bank N.V., as custodian for the Scheme, in the name of its nominee company, KAS Nominees Limited.

The pooled fund units and shares comprising the assets managed through the fiduciary management portfolio are held by KAS Bank N.V. in the name of its nominee company, KAS Nominees Limited.

Social Responsibility

The Trustee is seeking to maximise overall investment returns subject to an acceptable level of risk. Social, environmental or ethical considerations are not directly taken into account by the Trustee in the selection, retention and realisation of investments but the Investment Manager may take account of such factors with a view to positive effects on the expected financial return on investment.

Corporate Governance

The Scheme's investments are made via pooled investment funds, 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 these securities, whether for corporate governance purposes or social, ethical or environmental factors, is delegated to the manager of the pooled investment fund. The extent to which these factors are taken into account in the selection, retention and realisation of investments is considered by the Investment Manager as part of the process of selecting organisations with which to invest.

The Trustee supports the Myners Principles and the UK Stewardship Code. It has conducted a 'comply or explain' review in respect of the Myners Principles and Investment Guidance from the Pensions Regulator.

Defined Contribution

Retirement Account

The Trustee has produced a defined contribution Statement of Investment Principles which was also last updated in October 2017.

Members of the 100+ Section have contributions equal to 2% of their Pensionable Salary put into their Retirement Account by their employer.

The members' Retirement Accounts are held with Old Mutual Wealth Life Assurance Limited and members have the choice of investing their account in one or more of eight funds: Long Term Growth, Stable Growth, Cautious Growth, Global Equity Fund, Corporate Bond Fund, Fixed Annuity Protection Fund, Inflation Linked Annuity Protection Fund and Cash Fund. In addition, there is a default Lifestyle Strategy, used by the majority of members, which incorporates four River and Mercantile Solutions 'blend funds' with different 'inflation plus' targets. If a member chooses the default Lifestyle Strategy, they must place the whole of their Retirement Account in this fund.

The performance of the funds can be obtained from reports published on the Old Mutual Wealth microsite, <https://iip.oldmutualwealth.co.uk/selex/index.asp>

LEONARDO ELECTRONICS PENSION SCHEME

Employer Related Investments

There were no employer related investments during the year.

..... Date: 9 October 2018

Name:

Trustee Director, Leonardo Electronics Pension Scheme (Trustee) Ltd

..... Date: 9 October 2018

Name:

Trustee Director, Leonardo Electronics Pension Scheme (Trustee) Ltd

REPORT ON ACTUARIAL LIABILITIES

Under Section 222 of the Pensions Act 2004, pension schemes are 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. This is assessed at least every 3 years using the assumptions agreed between the Trustee and the Employer and set out in the Statement of Funding Principles, a copy of which is available to Scheme members on request by contacting XPS Administration at the address set out on page 4.

Actuarial valuation as at 5 April 2017

The most recent full actuarial valuation of the Scheme was carried out as at 5 April 2017. This showed that on that date:

- The technical provisions were £749.0 million
- The value of the assets was £941.3 million

As at 5 April 2017, the Scheme therefore had an ongoing surplus of £192.3 million with a funding level of 126%.

Whilst the actuarial valuation identified a past service surplus, it also showed a significant increase in the future service contribution rate. The cost of future benefit accrual had increased by 14.5% of pensionable salaries per annum between the 2014 and 2017 valuations. The Trustee and the Company have agreed that there will be no changes to member or Company contributions and no changes to member benefits as part of this valuation. The consequence of this approach is that a portion of the surplus will be used to support the increased future service cost.

In addition to the ongoing funding valuation, the actuary also carries out a discontinuance valuation, known as a solvency valuation, and a Pension Protection Fund ("PPF") valuation.

1. The solvency valuation basis differs from the ongoing funding basis in that it assumes that the Scheme had discontinued and all contributions ceased with effect from the valuation date. As at 5 April 2017, the deficit on a solvency valuation basis was £80 million and the Scheme's assets would have been sufficient to cover 92% of the total estimated winding up liabilities. It is a legal requirement that these solvency valuation numbers are produced and it does not mean that there is any intention to wind up the Scheme in the foreseeable future.
2. The PPF valuation compares the assets of the Scheme to the value of the benefits that would be provided by the PPF in the event of the Scheme entering the PPF. As at 5 April 2017, the surplus on a PPF valuation basis was £63 million and the Scheme's assets would have been sufficient to cover 107% of the PPF benefits.

The next full actuarial valuation is due with an effective date no later than 5 April 2020.

Actuarial report as at 5 April 2018

The Trustee receives formal annual funding updates from the actuary in non-actuarial valuation years. These reports provide information on the development of the funding position of the Scheme (on an ongoing funding basis) since the last full actuarial valuation, so that the Trustee can assess whether any action is needed.

The most recent actuarial report was produced as at 5 April 2018. At that date, the surplus on the ongoing funding basis was £169.7 million with a funding level of 122%. Between 5 April 2017 and 5 April 2018, the surplus has therefore reduced by approximately £23 million. This was mainly due to contributions made by the Company into the Scheme being lower than the assessed cost of new benefit accrual over the year (as agreed as part of the 5 April 2017 actuarial valuation process) and the investment returns earned on the Scheme's 'return seeking' assets being lower than expected under the actuarial assumptions over the year.

REPORT ON ACTUARIAL LIABILITIES (Continued)

Method and significant assumptions for technical provisions

The method and significant actuarial assumptions used to determine the technical provisions for the 5 April 2017 actuarial valuation are as follows (all assumptions adopted are set out in the Statement of Funding Principles signed on 18 December 2017):

Method

The actuarial method used in the calculation of the technical provisions was the Projected Unit Method.

Significant actuarial assumptions

Pre retirement discount interest rate: term dependent rates calculated as 1.8% per annum above a blended interest rate yield curve. The blended curve comprises 60% of the gilt interest rate curve and 40% of the swap interest rate curve.

Post retirement discount interest rate: term dependent rates calculated as 0.3% per annum above a blended interest rate yield curve. The blended curve comprises 60% of the gilt interest rate curve and 40% of the swap interest rate curve.

Future Retail Prices Index ("RPI") inflation: term dependent rates calculated using a blended inflation rate yield curve. The blended curve comprises 70% of the gilt RPI inflation curve and 30% of the swap RPI inflation curve.

Future Consumer Prices Index ("CPI") inflation: 1% per annum below the RPI inflation curve.

Future Pensionable Salary increases: 1.5% per annum above the RPI inflation curve.

Future pension increases in payment: pensions in payment accrued after 5 April 2006 increase in line with RPI inflation subject to a cap of 2.5% per annum. Pensions in payment accrued before this date increase in line with RPI inflation subject to a cap of 5% per annum.

Future pension increases in deferment: set as future CPI inflation, capped at 5% per annum for pension accrued before 6 April 2009 and 2.5% per annum for pension accrued after that date.

Future mortality in retirement: 97% for males and 96% for females of the mortality rates in the standard SAPS (S2PA) base tables, with an allowance for future improvements in line with the CMI 2016 projection model using a long term annual improvement rate of 1% and a smoothing parameter of 8.0.

ACTUARY'S CERTIFICATE OF SCHEDULE OF CONTRIBUTIONS

Actuary's certification of schedule of contributions

Name of scheme: Leonardo Electronics Pension Scheme

Adequacy of rates of contributions

1. I certify that, in my opinion, the rates of contributions shown in the schedule of contributions dated 18 December 2017 are such that the statutory funding objective could have been expected on 5 April 2017 to continue to be met for the period for which the schedule is to be in force.

Adherence to statement of funding principles

2. I hereby certify that, in my opinion, the schedule of contributions dated 18 December 2017 is consistent with the statement of funding principles dated 18 December 2017.

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.

Date: 22.12.2017

Name: Danny Vassiliades

Qualification: Fellow of the Institute and Faculty of Actuaries

Address: Punter Southall Limited
1 Colmore Row
Birmingham
B3 2BJ

GOVERNANCE STATEMENT FOR THE DEFINED CONTRIBUTION SECTION OF THE LEONARDO ELECTRONICS PENSION SCHEME

The Scheme provides certain defined contribution ("DC") arrangements through the Additional Voluntary Contribution option and the Retirement Account Plan within the 100+ Section.

Governance requirements apply to these DC arrangements to help members achieve a good outcome from their pension savings. The Trustee is required to produce a yearly statement to describe how the governance requirements have been met in relation to:

- the default investment arrangement;
- a value for members assessment;
- charges and transaction costs borne by members;
- the requirements for processing financial transactions; and
- Trustee knowledge and understanding.

This statement covers the period from 6 April 2017 to 5 April 2018.

DC investment strategy

The Trustee has in place a DC Statement of Investment Principles ("SIP") which governs decisions about investments and sets out the aims and objectives of the Scheme's investment strategy, including full information about the default investment strategy. In particular it covers:

- the Trustee's investment policy, including policies on risk, balancing and realising assets, return and ethical investing; and
- how the default investment strategy is intended to ensure that assets are invested in the best interests of members and beneficiaries.

Generally, the Trustee reviews the default strategy on an ongoing basis, particularly in response to any significant changes in investment market conditions, member demographics or the regulatory framework. The most recent change to the default strategy was made from 1 April 2015. The performance of the funds underlying the default investment strategy is formally reviewed quarterly.

You can see the DC SIP at www.leonardoelectronicspensions.co.uk (within the publications section).

Value for members review

The Trustee considers that members get value for money, as the costs and charges deducted from members' pots provide good value in relation to the benefits and services provided.

The Trustee keeps value for members generally in mind on an on-going basis, including as an item on the Scheme's risk register. The Trustee undertakes an annual value for members' review which consists of two phases; a self-assessment facilitated by our investment advisers and then an independent assessment through a third party adviser.

Value for members – self-assessment

The self-assessment looked at whether the total cost of Scheme membership represented value for money, whether the investment risk profile is tailored to the needs of members, the level of contributions in the light of the membership profile, the degree of flexibility available and the transaction costs incurred by members.

The sources of fees can be categorised between investment management charges, additional expenses and investment platform charges. The Trustee considered, among other items, the absolute level of charges, the competitiveness of charges relative to the marketplace and the level of service provided to members. The Trustee also notes that the costs of administering Scheme benefits are met by the employer.

In accordance with the Pensions Regulator's guidance for DC schemes in this area, it was concluded that, with an average annual fee of 0.63% for the default funds, the Scheme's DC arrangements represent value for its members as they offer above average service levels while passing on an average level of charge to members. In particular, value for members is demonstrated through:

- A bespoke investment strategy that takes account of membership needs and controls risk based on the time to retirement and the need for protection to increase.
- Good investment performance, with the funds on average performing broadly in line with the fund objectives as advised to members.
- Risk management within the blend funds through delegation of day to day investment decisions and asset allocation to a fiduciary manager and investment managers.
- Robust internal controls and operations covering business continuity plans, internal and external audit of the funds and a wide range of investment operations.

The average fee compares favourably to the charge cap set by the Government of 0.75%.

Value for members – independent assessment

The independent phase of the review assesses the Leonardo DC arrangements relative to nine criteria. It found the DC arrangements to be "excellent" in relation to six of the criteria; the benefit design, the default investment arrangement, administration, governance, investment range and communications. The schemes are rated "good" in relation to two criteria: charges for blended funds and post-retirement services.

However the review found the DC arrangements to be "poor" in relation to the criteria for non-blended fund charges. The Trustee recognises that this is an area for discussion and will consider further the balance in value the members receive depending on the type of investment strategy they choose.

Overall the review considers the DC arrangements to be "market leading and ahead of peers".

Charges

The total expense ratios (TER, defined as the annual management charge plus any additional fees for fund management expenses) for the funds available for selection by members of the Scheme are:

Fund	TER
Long Term Growth	0.61%
Stable Growth	0.66%
Cautious Growth	0.56%
Retirement Protection	0.41%
Global Equity Fund	0.26%
Corporate Bond Fund	0.22%
Fixed Annuity Protection Fund	0.25%
Index-Linked Annuity Protection Fund	0.25%
Cash Fund	0.25%

The default investment strategy is constructed using the top four funds in the list above. The average TER a member would pay across each year in the default investment strategy is 0.55% (assuming a 40 year working lifetime).

The average charge for members selecting their own funds (using the 'pick and mix' range) is 0.26%.

Transaction costs

The Trustee has sought to obtain transaction costs from the investment managers for all the funds in the period covered by this statement. Although a prescribed method of calculating transaction costs came into force from 3 January 2018, the investment managers do not yet have all the data required to provide transaction costs on this new basis. Whilst transaction costs are not able to be fully included in this statement, the Trustee recognises the importance of obtaining these figures and will continue to work with its investment managers with the aim of providing transaction cost figures in the next statement.

Transaction costs are complex and are incurred when investments are bought and sold. They are an essential part of generating investment returns and managing risk. They are associated with actions of members as well as the Trustee, the fiduciary manager and investment managers.

Transaction costs arise from the 'lifestyle' switching between blend funds within the default investment strategy. The worst case scenario would be that this costs 0.40% over the full cycle, or on average 0.01% per annum. This is considered reasonable in the context of the risk management received through the default strategy. The actual cost is likely to be less than this because the figure does not take account of netting trades (units being switched between investors in and out of the fund at the time of the trade).

Transaction costs are incurred within the blend funds as allocations are varied by the fiduciary manager between underlying managers and securities. Frictional costs occur within the underlying funds themselves due to the buying and selling of assets by the investment managers. In both cases it is not yet possible to disclose the costs but the managers are working to accommodate this in future.

There were no changes made by the Trustee to the fund range in the year and therefore no transaction costs arising from this.

Financial transactions

Core financial transactions are processed by the various service providers to the Trustee. These providers are appointed under agreements with specific service standards. The providers issue quarterly reports against these standards which are reviewed at the relevant Trustee meetings to confirm that transactions have been processed promptly and accurately.

During the year XPS Administration were appointed as the administrator. The service standard provides for contributions to be invested in member DC Accounts no later than required by regulatory guidance. Over the first period of their appointment XPS Administration achieved this comfortably, with contributions invested between 3 and 4 working days after final amounts have been received.

Member claims for DC benefits are processed alongside their core DB benefits and service standards have been agreed typically of between 5 and 10 working days, depending on the type of transaction. The Trustee is satisfied that core financial transactions were processed promptly and accurately.

Knowledge and understanding

The Trustee has a training policy with the objective of ensuring that Trustee Directors understand their duties, and that their knowledge is at a level to enable them to take decisions with the level of skill and competence that members can expect from someone familiar with the issues concerned. A section covering Trustee knowledge in the context of the overall scheme is contained on page 6.

New Trustee Directors are briefed by the Chair and Secretary to the Trustee and familiarise themselves with Scheme documentation, including the Rules, SIP and all other documents setting out the Trustee's current policies as appropriate to ensure that they have a good working knowledge of these documents.

Within six months of appointment, Trustee Directors are able to attend an introductory training course through an external provider. Trustee Directors are expected to complete the Pensions Regulator's Trustee Toolkit.

On an ongoing basis all Trustee Directors aim to complete at least two days (fourteen hours) training per year during the course of their appointment. One day of training is provided on a collective basis to address joint needs. Other training opportunities are selected on the basis of the individual needs of each Trustee Director.

Trustee Directors review their own knowledge and understanding at least annually and are supported by the Secretary in selecting suitable training opportunities. Individual training logs are kept to assess compliance with the policy.

In addition training on DC matters is included within the agenda for the joint DC investment committee and within the formal Trustee training day which is held each year jointly with the sister UK pension schemes in the Leonardo group.

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 Scheme year and of the amount and disposition at the end of the Scheme year of its assets and liabilities, other than liabilities to pay pensions and benefits after the end of the Scheme year, 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, 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 judgements on a prudent and reasonable basis, and for the preparation 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.

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 keeping records in respect of contributions received in respect of any active member of the Scheme and 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.

INDEPENDENT AUDITOR'S REPORT TO THE TRUSTEE OF THE LEONARDO ELECTRONICS PENSION SCHEME

Opinion

We have audited the financial statements of the Leonardo Electronics Pension Scheme for the year ended 5 April 2018 which comprise the fund account, the statement of net assets (available for benefits) and the notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- show a true and fair view of the financial transactions of the Scheme during the year ended 5 April 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 year;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; 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.

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 have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the Trustee's use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the Trustee has not disclosed in the financial statements any identifiable 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.

Other information

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

LEONARDO ELECTRONICS PENSION SCHEME

INDEPENDENT AUDITOR'S REPORT TO THE TRUSTEE OF THE LEONARDO ELECTRONICS PENSION SCHEME (continued)

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 in 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 this regard.

Responsibilities of Trustee

As explained more fully in the Trustee's responsibilities statement set out on page 24, the Trustee is responsible for the preparation of financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Trustee determines 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 have 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 <http://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our Auditor's report.

Use of our report

This report is made solely to the Scheme's Trustee as a body, in accordance with the Pensions Act 1995. Our audit work has been undertaken so that we might state to the Scheme's 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 Scheme and the Scheme's Trustee as a body, for our audit work, for this report, or for the opinions we have formed.

RSM UK Audit LLP

Statutory Auditor, Chartered Accountants
25 Farringdon Street
London EC4A 4AB

Date: 9 October 2018

LEONARDO ELECTRONICS PENSION SCHEME

FUND ACCOUNT

For the year ended 5 April 2018

	Note	2018 Defined Benefit Section £'000s	2018 Defined Contribution Section £'000s	2018 Total £'000s	2017 £'000s
CONTRIBUTIONS AND BENEFITS					
Employer contributions	3	24,568	445	25,013	26,440
Employee contributions	3	867	3,153	4,020	2,677
Total contributions	3	25,435	3,598	29,033	29,117
Other income	4	186	-	186	464
		25,621	3,598	29,219	29,581
Benefits payable	5	9,760	445	10,205	7,129
Payments to and on account of leavers	6	9,524	748	10,272	6,250
Other payments	7	689	-	689	437
Administrative expenses	8	1,407	-	1,407	1,656
		21,380	1,193	22,573	15,472
NET ADDITIONS FROM DEALINGS WITH MEMBERS		4,241	2,405	6,646	14,109
RETURNS ON INVESTMENTS					
Investment income	9	13,198	-	13,198	8,600
Change in market value of investments	11	(26,552)	397	(26,155)	194,262
Investment management expenses	10	(2,684)	-	(2,684)	(2,307)
NET RETURNS ON INVESTMENTS		(16,038)	397	(15,641)	200,555
NET (DECREASE) / INCREASE IN THE FUND FOR THE YEAR		(11,797)	2,802	(8,995)	214,664
TRANSFERS BETWEEN SECTIONS		1,666	(1,666)	-	-
NET ASSETS AT 5 APRIL 2017		941,345	19,945	961,290	746,626
NET ASSETS AT 5 APRIL 2018		931,214	21,081	952,295	961,290

The notes on pages 29 to 43 form an integral part of these financial statements.

LEONARDO ELECTRONICS PENSION SCHEME

STATEMENT OF NET ASSETS (AVAILABLE FOR BENEFITS)

At 5 April 2018

	Note	2018 Defined Benefit Section £'000s	2018 Defined Contribution Section £'000s	2018 Total £'000s	2017 £'000s
INVESTMENT ASSETS	11				
Bonds		357,803	-	357,803	439,897
Pooled investment vehicles	12	461,708	21,113	482,821	499,710
Derivatives	13	128,538	-	128,538	161,744
Cash deposits		125,400	30	125,430	14,759
Other investment balances	14	2,481	-	2,481	7,825
		<u>1,075,930</u>	<u>21,143</u>	<u>1,097,073</u>	<u>1,123,935</u>
INVESTMENT LIABILITIES					
Derivatives	13	(144,943)	-	(144,943)	(158,080)
Other investment balances	14	-	-	-	(2,988)
		<u>(144,943)</u>	<u>-</u>	<u>(144,943)</u>	<u>(161,068)</u>
TOTAL NET INVESTMENTS		<u>930,987</u>	<u>21,143</u>	<u>952,130</u>	<u>962,867</u>
CURRENT ASSETS	18	3,389	256	3,645	1,900
CURRENT LIABILITIES	19	<u>(3,162)</u>	<u>(318)</u>	<u>(3,480)</u>	<u>(3,477)</u>
NET ASSETS AT 5 APRIL 2018		<u><u>931,214</u></u>	<u><u>21,081</u></u>	<u><u>952,295</u></u>	<u><u>961,290</u></u>

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 Scheme year. The actuarial position of the Scheme, which takes into account such obligations for the Defined Benefit Section, is dealt with in the Report on Actuarial Liabilities on pages 17 and 18 of the Annual Report and these financial statements should be read in conjunction with this report.

The notes on pages 29 to 43 form an integral part of these financial statements.

These financial statements were approved by the Trustee on 9 October 2018.

.....

Name:

Trustee Director, Leonardo Electronics Pension Scheme (Trustee) Ltd

.....

Name:

Trustee Director, Leonardo Electronics Pension Scheme (Trustee) Ltd

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 5 April 2018

1. BASIS OF PREPARATION

The financial statements have been prepared in accordance with the Occupational Pensions 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 issued by the Financial Reporting Council and the guidance set out in the Statement of Recommended Practice (2015).

The Scheme is a registered hybrid pension scheme under the Chapter 2, Part 4 of the Finance Act 2004. This means that contributions by the employer and employees are normally eligible for tax relief, and income and capital gains earned by the Scheme receive preferential tax treatment. The Scheme is administered by the Trustee in accordance with the Trust Deed and Rules, solely for the benefit of its members and other beneficiaries.

2. ACCOUNTING POLICIES

(a) *Accounting Convention*

The financial statements are prepared on an accruals basis.

(b) *Contributions*

Employers' contributions, members' contributions, including those paid under the SMART option, are accounted for on an accruals basis in accordance with the Schedule of Contributions.

AVC's are accounted for on an accruals basis, and the resulting investments are included within the net assets statement on the basis values provided by the AVC investment managers.

Augmentation contributions are accounted for in accordance with the agreement under which they are payable, or, in the absence of an agreement, on a receipt basis.

(c) *Payments to Members*

Pensions in payment are accounted for in the period to which they relate.

Benefits are accounted for in the period in which the member notifies the Trustee of his decision on the type or amount of benefit to be taken or, if there is no member choice, on the date of retirement or leaving.

Individual transfers in or out are accounted for when the member liability is accepted or discharged which is normally when the transfer is paid or received.

(d) *Expenses*

Expenses are accounted for on an accruals basis. The Scheme bears all the costs of administration.

(e) *Investment Income*

Income from bonds and other interest receivable is taken into account on an accruals basis.

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

Income arising on the underlying investments of accumulation funds is reflected within the change in market value.

LEONARDO ELECTRONICS PENSION SCHEME

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the year ended 5 April 2018

2. ACCOUNTING POLICIES (continued)

(f) Investments

Investments are included at fair value as follows.

Quoted securities in active markets are usually valued at the current bid prices at the reporting date.

Unquoted securities are included at fair value estimated by the Trustee using appropriate valuation techniques.

Accrued interest is excluded from the market value of fixed income securities and is included in investment income receivable.

Unitised pooled investment vehicles have been valued at the latest available bid price or single price provided by the pooled investment manager. Shares in other pooled arrangements have been valued at the latest available net asset value (NAV), determined in accordance with fair value principles, provided by the pooled investment manager.

Swaps are valued based on the present value of future cash flows arising from the swap, determined using discounted cash flow models and market data at the reporting date.

Options are valued at fair value using pricing models and relevant market data at the year end date.

Forward foreign exchange contracts are valued by determining the gain or loss that would arise from closing out the contract at the reporting date by entering into an equal and opposite contract at that date.

(g) Foreign Currency Translation

Foreign currency transactions are recorded in sterling at the spot exchange rate at the date of the transaction. Monetary items denominated in foreign currencies are translated into sterling using the closing exchange rates at the year end.

(h) Currency

The Scheme's functional and presentational currency is pounds sterling (GBP).

3. CONTRIBUTIONS

	Defined Benefit Section £'000s	2018 Defined Contribution Section £'000s	Total £'000s
Employer contributions			
Normal	15,746	445	16,191
SMART	8,822	-	8,822
	<u>24,568</u>	<u>445</u>	<u>25,013</u>
Employee contributions			
Normal	108	-	108
Additional voluntary*	-	3,153	3,153
SBS**	759	-	759
	<u>867</u>	<u>3,153</u>	<u>4,020</u>
	<u>25,435</u>	<u>3,598</u>	<u>29,033</u>

LEONARDO ELECTRONICS PENSION SCHEME

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the year ended 5 April 2018

3. CONTRIBUTIONS (continued)

	Defined Benefit Section £'000s	2017 Defined Contribution Section £'000s	Total £'000s
Employer contributions			
Normal	16,560	458	17,018
SMART	9,422	-	9,422
	<u>25,982</u>	<u>458</u>	<u>26,440</u>
Employee contributions			
Normal	137	-	137
Additional voluntary *	1,676	-	1,676
SBS **	864	-	864
	<u>2,677</u>	<u>-</u>	<u>2,677</u>
	<u>28,659</u>	<u>458</u>	<u>29,117</u>

* Members of all sections can pay additional voluntary contributions (AVCs) to Old Mutual Wealth Life Assurance Limited, which are invested separately from the Scheme's other assets. The proceeds of each member's AVC account are used to provide additional benefits for, or in respect of, the member. The majority of the AVCs are paid through the salary sacrifice arrangement. Defined Contribution Section AVCs of £1,676,000 were disclosed in the Defined Benefit Section in 2017.

** Members of the 2000 Section of the Scheme can pay additional voluntary contributions to the Selected Benefit Scheme (SBS) in order to increase their retirement benefits and/or death in service benefits (the ability to pay additional contributions for death in service benefits ceased in April 2016). SBS contributions are invested in the same way as the Scheme's other assets. The majority of the SBS contributions are paid through the salary sacrifice arrangement.

Employer contributions include contributions in respect of salary sacrifice arrangements made available to certain members by the Employer.

4. OTHER INCOME

	Defined Benefit Section £'000s	2018 Defined Contribution Section £'000s	Total £'000s
Claims on term insurance policies	185	-	185
Other income	1	-	1
	<u>186</u>	<u>-</u>	<u>186</u>
		2017	
Claims on term insurance policies	<u>464</u>	<u>-</u>	<u>464</u>

LEONARDO ELECTRONICS PENSION SCHEME

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the year ended 5 April 2018

5. BENEFITS PAYABLE

	Defined Benefit Section £'000s	2018 Defined Contribution Section £'000s	Total £'000s
Pensions	4,498	-	4,498
Commutation of pensions and lump sum retirement benefits	4,967	445	5,412
Purchase of annuities	75	-	75
Lump sum death benefits	220	-	220
Taxation	-	-	-
	<u>9,760</u>	<u>445</u>	<u>10,205</u>
		2017	
Pensions	3,486	-	3,486
Commutation of pensions and lump sum retirement benefits	2,877	-	2,877
Purchase of annuities	202	-	202
Lump sum death benefits	533	-	533
Taxation	31	-	31
	<u>7,129</u>	<u>-</u>	<u>7,129</u>

6. PAYMENTS TO AND ON ACCOUNT OF LEAVERS

	Defined Benefit Section £'000s	2018 Defined Contribution Section £'000s	Total £'000s
Individual transfers out to other schemes	<u>9,524</u>	<u>748</u>	<u>10,272</u>
		2017	
Individual transfers out to other schemes	<u>6,250</u>	<u>-</u>	<u>6,250</u>

7. OTHER PAYMENTS

	Defined Benefit Section £'000s	2018 Defined Contribution Section £'000s	Total £'000s
Premiums on term insurance policies	<u>689</u>	<u>-</u>	<u>689</u>
		2017	
Premiums on term insurance policies	<u>437</u>	<u>-</u>	<u>437</u>

Other payments represent premiums paid to Aviva Life & Pensions UK Limited and Zurich Assurance Limited who have underwritten the Scheme's death in service benefits during the year.

LEONARDO ELECTRONICS PENSION SCHEME

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the year ended 5 April 2018

8. ADMINISTRATIVE EXPENSES

	Defined Benefit Section £'000s	2018 Defined Contribution Section £'000s	Total £'000s
Administration	596	-	596
Actuarial fees	541	-	541
Legal fees	91	-	91
Audit fees	30	-	30
PPF levy	90	-	90
Other fees	32	-	32
Miscellaneous expenses	27	-	27
	<u>1,407</u>	<u>-</u>	<u>1,407</u>
		2017	
Administration	991	-	991
Actuarial fees	366	-	366
Legal fees	172	-	172
Audit fees	26	-	26
PPF levy	35	-	35
Other fees	62	-	62
Miscellaneous expenses	4	-	4
	<u>1,656</u>	<u>-</u>	<u>1,656</u>

Administration expenses of the Scheme, which are in respect of each section of the Scheme, are borne by the Scheme as a whole. A charge to cover administration expenses for the Retirement Accounts is deducted from each Retirement Account before allocation to members' individual accounts and therefore the Scheme does not bear this cost.

9. INVESTMENT INCOME

	Defined Benefit Section £'000s	2018 Defined Contribution Section £'000s	Total £'000s
Income from bonds	4,852	-	4,852
Income from pooled investment vehicles	6,796	-	6,796
Interest on cash deposits	11	-	11
Income from derivatives / swaps	1,539	-	1,539
	<u>13,198</u>	<u>-</u>	<u>13,198</u>
		2017	
Income from bonds	3,547	-	3,547
Income from pooled investment vehicles	4,281	-	4,281
Interest on cash deposits	24	-	24
Income from derivatives / swaps	748	-	748
	<u>8,600</u>	<u>-</u>	<u>8,600</u>

LEONARDO ELECTRONICS PENSION SCHEME

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the year ended 5 April 2018

10. INVESTMENT MANAGEMENT EXPENSES

	Defined Benefit Section £'000s	2018 Defined Contribution Section £'000s	Total £'000s
Administration, management & custody	2,964	-	2,964
Investment fee rebate	(280)	-	(280)
	<u>2,684</u>	<u>-</u>	<u>2,684</u>
2017			
Administration, management & custody	3,069	-	3,069
Investment fee rebate	(762)	-	(762)
	<u>2,307</u>	<u>-</u>	<u>2,307</u>

11. RECONCILIATION OF INVESTMENTS

	Value at 5.4.2017 £'000s	Purchases at cost & derivative payments £'000s	Sales proceeds & derivative receipts £'000s	Change in market value £'000s	Value at 5.4.2018 £'000s
Defined Benefit Section					
Bonds	439,897	140,131	(206,700)	(15,525)	357,803
Pooled investment vehicles	479,946	324,643	(335,216)	(7,665)	461,708
Derivatives	3,664	11,359	(27,934)	(3,494)	(16,405)
	<u>923,507</u>	<u>476,133</u>	<u>(569,850)</u>	<u>(26,684)</u>	<u>803,106</u>
Cash deposits	14,759			132	125,400
Other investment balances	4,837			-	2,481
	<u>943,103</u>			<u>(26,552)</u>	<u>930,987</u>
Defined Contribution Section					
Pooled investment vehicles	19,764	5,580	(4,628)	397	21,113
Cash in transit	-				30
	<u>19,764</u>				<u>21,143</u>

Transaction costs are included in the cost of purchases and deducted from sale proceeds. Direct transaction costs include costs charged to the scheme such as fees, commissions and stamp duty.

Transaction costs analysed by main asset class and type of cost are as follows:

	Fees £	Commission £	Stamp duty and taxes £	2018 Total £	2017 Total £
Pooled investment vehicles	<u>1,784</u>	<u>37,473</u>	<u>-</u>	<u>39,257</u>	<u>3,761</u>

In addition to the transaction costs disclosed above, indirect costs are incurred through the bid-offer spread on investments within pooled investment vehicles and charges made within those vehicles.

LEONARDO ELECTRONICS PENSION SCHEME

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the year ended 5 April 2018

11. RECONCILIATION OF INVESTMENTS (continued)

For the Defined Contribution Section investments purchased by the Scheme are allocated to provide benefits to the individuals on whose behalf corresponding contributions are paid. For members who invest in the with profit account the investment provider designates the investment records by member. For members who invest in the managed funds the investment manager holds the investment units on a pooled basis for the Trustee. The Scheme administrator allocates investment units to members. The Trustee may hold investment units representing the value of employer contributions that have been retained by the Scheme that relate to members leaving the Scheme prior to vesting.

AVCs are included within Defined Contribution pooled investment vehicles but are not significant to the Scheme assets and therefore have not been disclosed separately.

Defined Contribution assets are allocated to members and the Trustee as follows:

	2018 £,000	2017 £,000
Members	21,143	19,764
Trustee	-	-
	<u>21,143</u>	<u>19,764</u>

12. POOLED INVESTMENT VEHICLES

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

	2018 £'000	2017 £'000
Defined Benefit Section		
Bonds	55,953	87,092
Cash	23,537	10,563
Equity	214,171	242,829
Property	22,199	26,240
Alternatives	<u>145,848</u>	<u>113,222</u>
	<u>461,708</u>	<u>479,946</u>
Defined Contribution Section		
Bonds	180	166
Cash	394	326
Equity	1,272	1,081
Growth	16,598	15,442
Retirement protection	2,313	2,257
Annuity protection	<u>356</u>	<u>492</u>
	<u>21,113</u>	<u>19,764</u>

LEONARDO ELECTRONICS PENSION SCHEME

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the year ended 5 April 2018

13. DERIVATIVES

Objectives and policies

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

Options – the Trustee wants to benefit from the potentially greater returns available from investing in equities but wishes to minimise the risk of loss of value through adverse equity price movements. During the year the Scheme held a number of equity option contracts that protect it from falls in value in the main markets in which the Scheme invests.

Swaps – the Trustee's aim is to match as far as possible the fixed income portfolio and the scheme's long term liabilities, in particular in relation to their sensitivities to interest rate movements. Due to the lack of available long dated bonds the Trustee has entered into OTC interest rate swaps during the year that extend the duration of the fixed income portfolio to better match the long term liabilities of the Scheme.

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 the overseas investments to the targeted level.

At the year end the Scheme held the following derivatives:

	2018 Asset £'000	2018 Liability £'000	2017 Asset £'000	2017 Liability £'000
Swaps	100,250	(123,419)	135,944	(133,405)
Options	28,099	(20,418)	25,268	(21,412)
Forward foreign exchange contracts	<u>189</u>	<u>(1,106)</u>	<u>532</u>	<u>(3,263)</u>
	<u>128,538</u>	<u>(144,943)</u>	<u>161,744</u>	<u>(158,080)</u>
		<u>(16,405)</u>	<u>3,664</u>	

Options

Type	Expiration	Underlying Investment	No of outstanding contracts	Asset £'000	Liability £'000
Put	July 2018	FTSE 100	1	-	(16)
Call	July 2018	FTSE 100	4	25,745	(20,402)
Put	March 2019	SPX Index	1	<u>2,354</u>	-
				<u>28,099</u>	<u>(20,418)</u>
				<u>7,681</u>	

LEONARDO ELECTRONICS PENSION SCHEME

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the year ended 5 April 2018

13. DERIVATIVES (continued)

Swaps

Nature	Expiration	Notional principal £'000	Asset £'000	Liability £'000
Interest rate swaps (OTC)	2020-2059	713,798	95,265	(93,290)
Inflation swaps (OTC)	2019-2023	123,784	333	(795)
Total return swaps	2019-2057	450,660	4,652	(4,905)
Proceed asset swap	2055	20,423	-	(24,429)
			<u>100,250</u>	<u>(123,419)</u>
				<u>(23,169)</u>

Included in bonds is collateral of £17.2m (2017: £7.6m) which has been pledged to the counterparty.

At the year end the Scheme held £8.0m (2017: £3.1m) of collateral belonging to the counterparty. This collateral is not reported within the Scheme's net assets.

Forward Foreign Exchange

Contract	Settlement Date	Currency bought	Currency sold	Asset £'000	Liability £'000
Forward OTC	Under 1 month	£173,372,342	\$242,964,000	-	(322)
Forward OTC	Under 1 month	£27,927,142	€31,755,200	147	-
Forward OTC	Under 1 month	£16,572,536	¥2,559,610,000	-	(461)
Forward OTC	Under 1 month	£11,089,694	\$15,838,500	-	(233)
Forward OTC	Under 1 month	¥601,770,000	£4,043,094	-	(39)
Forward OTC	Under 1 month	€4,530,600	£4,001,100	-	(38)
Forward OTC	Under 1 month	\$1,186,800	£855,101	-	(7)
Forward OTC	Under 1 month	\$5,474,500	£3,883,257	31	-
Forward OTC	Under 1 month	€9,923,800	£8,670,404	11	-
Forward OTC	Under 1 month	¥493,670,000	£3,291,103	-	(6)
				<u>189</u>	<u>(1,106)</u>
					<u>(917)</u>

14. OTHER INVESTMENT BALANCES

	2018 £'000s	2017 £'000s
Amounts due from broker	1,103	6,749
Dividends and interest receivable	<u>1,378</u>	<u>1,076</u>
	<u>2,481</u>	<u>7,825</u>
Amounts due to broker	-	(2,988)
	<u>2,481</u>	<u>4,837</u>

LEONARDO ELECTRONICS PENSION SCHEME

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the year ended 5 April 2018

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 (i.e. developed using market data) for the asset or liability, either directly or indirectly.

Level 3: Inputs are unobservable (i.e. 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 categories as follows:

At 5 April 2018				
	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
Defined Benefit Section				
Bonds	-	357,803	-	357,803
Pooled investment vehicles	126,737	301,091	33,880	461,708
Derivatives	-	(16,405)	-	(16,405)
Cash	125,400	-	-	125,400
Accrued investment income	1,378	-	-	1,378
Other investment balances	<u>1,103</u>	<u>-</u>	<u>-</u>	<u>1,103</u>
	<u>254,618</u>	<u>642,489</u>	<u>33,880</u>	<u>930,987</u>
Defined Contribution Section				
Pooled investment vehicles	-	21,113	-	21,113
Cash in transit	<u>30</u>	<u>-</u>	<u>-</u>	<u>30</u>
	<u>254,648</u>	<u>663,602</u>	<u>33,880</u>	<u>952,130</u>
At 5 April 2017				
	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
Defined Benefit Section				
Bonds	-	439,897	-	439,897
Pooled investment vehicles	193,529	274,445	11,972	479,946
Derivatives	-	3,664	-	3,664
Cash	14,759	-	-	14,759
Accrued investment income	1,076	-	-	1,076
Other investment balances	<u>3,761</u>	<u>-</u>	<u>-</u>	<u>3,761</u>
	<u>213,125</u>	<u>718,006</u>	<u>11,972</u>	<u>943,103</u>
Defined Contribution Section				
Pooled investment vehicles	<u>-</u>	<u>19,764</u>	<u>-</u>	<u>19,764</u>
	<u>213,125</u>	<u>737,770</u>	<u>11,972</u>	<u>962,867</u>

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the year ended 5 April 2018

16. INVESTMENT RISK DISCLOSURES

(a) Investment risks

FRS 102 requires the disclosure of information in relation to certain investment risks. 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 comprises currency risk, interest rate risk and other price risk.

- **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 Trustee determines its investment strategy after taking advice from a professional investment adviser. The Scheme has exposure to these risks because of the investments it makes in following the investment strategy set out below. The Trustee manages investment risks, including credit risk and market risk, within agreed risk limits which are set taking into account the Scheme's strategic investment objectives. These investment objectives and risk limits 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 portfolio.

Credit Risk

The Scheme is subject to credit risk because the Scheme directly invests in bonds, over the counter (OTC) derivatives and has cash balances. The Scheme also invests in pooled investment vehicles and is therefore indirectly exposed to credit risk in relation to the instruments it holds in the pooled investment vehicles. The Trustee's policy for managing credit risk is detailed in the Statement of Investment Principles.

The Scheme holds £357.8m in directly held bonds (2017: £439.9m), -£16.4m in OTC derivatives (2017: £3.7m) and £126.5m in directly held cash balances (2017: £18.6m). The Scheme also holds £79.5m in bonds and cash through underlying pooled fund investments (2017: £97.7m).

Credit risk arising on derivatives held directly depends on whether the derivative is exchange traded or over the counter. The Scheme holds OTC derivative contracts which are not guaranteed by any regulated exchange and therefore the Scheme is subject to risk of failure of the counterparty. Credit risk for OTC derivative contracts is mitigated by placing restrictions on River and Mercantile Solutions which ensure that new contracts are only entered into with counterparties that are investment grade. The credit risk in respect of OTC swaps is further reduced by collateral arrangements, details of which are given on page 37.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the year ended 5 April 2018

16. INVESTMENT RISK DISCLOSURES (continued)

Credit Risk (continued)

Credit risk arising on bonds held directly is mitigated by River and Mercantile Solutions choosing to only invest in government bonds, where the credit risk is minimal, or corporate bonds which are rated at least investment grade.

Directly held cash balances are at financial institutions which are at least investment grade credit rated. This is the position at the year-end.

In all above instances, "investment grade" is defined as being rated at least BBB- by Standard & Poor's or Baa3 by Moody's.

Indirect credit risk arises in relation to underlying investments held in bond and cash pooled investment vehicles. This risk is mitigated by the Trustee mandating River and Mercantile Solutions that the underlying investment in sub-investment grade debt may not exceed 30% of the Investment Fund.

Both direct and indirect credit risk is mitigated by holding a diversified portfolio to minimise the impact of default by any one issuer. The Trustee monitors the investment strategy adopted by River and Mercantile Solutions to ensure that the arrangement remains diversified.

Direct credit risk arises in respect of pooled investment vehicles. The Scheme's Investment Fund is invested across a large number of different pooled funds which have various legal structures in various domiciles (e.g. open-ended investment companies, unit trusts, limited partnerships etc.).

The direct credit risk associated with these managers is also mitigated by:

- the regulatory environments in which those managers operate;
- diversification amongst a large number of pooled arrangements; and
- due diligence checks by River and Mercantile Solutions on the appointment of new pooled managers, and monitoring on an ongoing basis for any changes to the operating environment of each manager.

Currency risk

The Scheme is subject to currency risk because some of the Scheme's investments are held in overseas markets, either as segregated investments or via pooled investment vehicles. The Trustee's policy for managing this risk is detailed in the Statement of Investment Principles.

Currency risk is mitigated by delegating management of currency exposures at total portfolio level to River and Mercantile Solutions. River and Mercantile Solutions implement currency hedging through the use of hedged shared classes of pooled funds (where available) and the use of FX forward contracts.

Net of currency hedging, 11.6% of the Scheme's holdings were exposed to overseas currencies as at year-end (2017: 11.4%).

LEONARDO ELECTRONICS PENSION SCHEME

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the year ended 5 April 2018

16. INVESTMENT RISK DISCLOSURES (continued)

Interest rate risk

The Scheme's assets are subject to interest rate risk because some of the Scheme's investments are held in bonds and interest/inflation rate swaps for the purpose of liability hedging. Under this strategy if interest rates fall the value of these investments will rise to help match the increase in actuarial liabilities arising from a fall in the discount rate. Similarly, if interest rates rise these investments will fall in value as will actuarial liabilities because of an increase in the discount rate. At the year-end, the assets held for liability hedging purposes comprised of:

	2018 £'000s	2017 £'000s
Direct		
Bonds	357,803	439,900
Swaps	(23,170)	2,539
Indirect		
Bond PIVs	55,953	87,092
Cash PIVs	23,538	10,562

Please note clean values have been used where applicable.

Other price risk

Other price risk arises principally in relation to the Scheme's return seeking portfolio which includes equities held in pooled vehicles, equity options, hedge funds, other alternatives and property. The Scheme manages this exposure to overall price movements by constructing a diverse portfolio of investments across various markets.

At the year end, the Scheme's exposure to investments subject to other price risk was:

	2018 £'000s	2017 £'000s
Direct		
Equity Options	5,328	3,855
Put Equity Options	2,354	-
Indirect		
Bond PIVs	55,953	87,092
Cash PIVs	23,538	10,562
Equity PIVs	214,171	242,828
Property PIVs	22,199	26,240
Alternative PIVs	145,848	113,221

17. CONCENTRATION OF INVESTMENTS

The following investments represented over 5% of the net assets of the Scheme:

	2018		2017	
	£'000	%	£'000	%
Vanguard S&P 500 ETF Trust (USD)	59,217	6.21	76,551	7.96

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the year ended 5 April 2018

18. CURRENT ASSETS

	Defined Benefit Section £'000s	2018 Defined Contribution Section £'000s	Total £'000s
Bank balance	3,106	256	3,362
Other assets	283	-	283
	<u>3,389</u>	<u>256</u>	<u>3,645</u>
		2017	
Bank balance	1,508	181	1,689
Other assets	211	-	211
	<u>1,719</u>	<u>181</u>	<u>1,900</u>

Included in the DC Section bank balance is £Nil (2017: £Nil) which is not allocated to members.

19. CURRENT LIABILITIES

	Defined Benefit Section £'000s	2018 Defined Contribution Section £'000s	Total £'000s
Accrued expenses	2,354	-	2,354
Unpaid benefits	734	318	1,052
Tax payable	74	-	74
	<u>3,162</u>	<u>318</u>	<u>3,480</u>
		2017	
Accrued expenses	2,770	-	2,770
Unpaid benefits	547	-	547
Tax payable	160	-	160
	<u>3,477</u>	<u>-</u>	<u>3,477</u>

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the year ended 5 April 2018

20. RELATED PARTIES

Transactions with related parties of the Scheme have been disclosed in the financial statements as follows:

Six of the eight current Trustee Directors were contributing members of the Scheme during the Scheme Year. Their contributions were calculated and paid to the Scheme in accordance with the Scheme Rules.

Three of the Trustee Directors are pensioner members of the Scheme, who receive pension benefits in line with the Scheme Rules.

Management and governance services are provided by an in-house Pensions Management team based at Leonardo MW Ltd which is the Principal Employer. Costs of the governance service are agreed with Leonardo MW Ltd and are met by the Scheme. For 2018, these costs amounted to £160,000 (2017: £160,000).

Leonardo MW Ltd pays the Scheme administration expenses and then recharges the net expense to the Scheme.

Trustee Directors who are pensioner members of a Leonardo group pension scheme receive remuneration from Leonardo MW Ltd for governance services. Trustee remuneration for 2018 totalled £23,465 (2017: £20,475).

The Trustee Directors are not aware of any material related party transactions that require disclosure in the financial statements, other than those already disclosed.

INDEPENDENT AUDITOR'S STATEMENT ABOUT CONTRIBUTIONS UNDER REGULATION 4 OF THE OCCUPATIONAL PENSION SCHEMES (REQUIREMENT TO OBTAIN AUDITED ACCOUNTS AND A STATEMENT FROM THE AUDITOR) REGULATIONS 1996, TO THE TRUSTEE OF THE LEONARDO ELECTRONICS PENSION SCHEME

Statement about contributions payable under the Schedule of Contributions

We have examined the summary of contributions payable to the Leonardo Electronics Pension Scheme on page 45, in respect of the Scheme year ended 5 April 2018, to which this statement is attached.

In our opinion the contributions for the Scheme year ended 5 April 2018 as reported in the attached summary of contributions on page 45 and payable under the Schedule of Contributions have in all material respects been paid at least in accordance with the Schedules of Contributions certified by the Actuary on 26 May 2016 and 22 December 2017.

Scope of work on statement about contributions

Our examination involves obtaining evidence sufficient to give reasonable assurance that contributions reported on page 45 in the attached summary of contributions have in all material respects been paid at least in accordance with the Schedules 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 Schedules of Contributions.

Respective responsibilities of Trustee and the Auditor

As explained more fully on page 24 in the Statement of Trustee's Responsibilities, the Scheme's Trustee is responsible for ensuring that there is prepared, maintained and from time to time revised a Schedule of Contributions showing the rates and due dates of certain contributions payable towards the Scheme by or on behalf of the employer and the active members of the Scheme. The Trustee is also responsible for keeping records in respect of contributions received in respect of active members of the Scheme 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 Schedule of Contributions and to report our opinion to you.

Use of our statement

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

LEONARDO ELECTRONICS PENSION SCHEME

SUMMARY OF CONTRIBUTIONS PAID IN THE YEAR

During the year, the contributions paid to the Scheme by the employer under the Schedules of Contributions were as follows:

	Defined Benefit Section £'000s	Defined Contribution Section £'000	Total £'000s
Employer normal contributions	15,746	445	16,191
Employer SMART contributions	8,822	-	8,822
Employee normal contributions	108	-	108
Total contributions paid	<u>24,676</u>	<u>445</u>	<u>25,121</u>
Reconciliation to the financial statements:			
Contributions paid under the Schedules of Contributions	24,676	445	25,121
Members' Additional Voluntary Contributions	<u>759</u>	<u>3,153</u>	<u>3,912</u>
Contributions receivable per the financial statements	<u>25,435</u>	<u>3,598</u>	<u>29,033</u>

This summary was approved by the Trustee on 9 October 2018.

.....
Name:

Trustee Director, Leonardo Electronics Pension Scheme (Trustee) Ltd