Leonardo Electronics Pension Scheme

November 2021

Statement of Investment Principles

Introduction

This document constitutes the Statement of Investment Principles (‘the SIP’) required under Section 35 of the Pensions Act 1995 (as amended) for the Leonardo Electronics Pension Scheme (‘the Scheme’). It describes the investment policy being pursued by the Trustee of the Scheme and is in compliance with the Government’s voluntary code of conduct for Institutional Investment in the UK (’the Myners Principles’) and TPR’s Investment Guidance for defined benefit pension schemes. This SIP also reflects the requirements of Occupational Pension Schemes (Investment and Disclosure) (Amendment and Modification) Regulations 2018.

The Scheme Actuary is Danny Vassiliades of XPS, the Investment Adviser and the Investment Manager is River and Mercantile Solutions and the Legal Adviser is Burges Salmon (collectively termed ‘the Advisers’). The Trustee has acknowledged and considered with sufficient diligence the potential conflict that may arise from the Investment Manager and the Investment Adviser being the same organisation.

The Trustee confirms that, before preparing this SIP, they have consulted with Leonardo UK Ltd (‘the Company’) and the Scheme Actuary and have obtained and considered written advice from the Investment Adviser.

The Trustee is responsible for the investment of the Scheme’s assets, and where it is required to make an investment decision the Trustee always receives advice from the relevant Advisers first. It believes that this ensures that they are appropriately familiar with the issues concerned.

In accordance with the Financial Services & Markets Act 2000 (‘FSMA’), the Trustee sets general investment policy, but have delegated day-to-day investment of the Scheme’s assets to be undertaken through an Outsourced Chief Investment Officer in the form of the fiduciary management service of River and Mercantile Solutions and by River and Mercantile Derivatives, which are divisions of River and Mercantile Investments Limited, hereafter referred to as the ‘Investment Manager’.

Scheme Governance

The Trustee is responsible for the governance and investment of the Scheme’s assets. The Trustee considers that the governance structure is appropriate for the Scheme as it allows the Trustee to make the important decisions on investment policy, while delegating the day-to-day aspects to the Investment Manager or the Advisers as appropriate.

The Trustee has appointed an Investment Sub-Committee (the ‘ISC’) to deal with investment matters on their behalf. . The ISC meets on a joint basis with the ISC of the Leonardo Helicopters Pension Scheme where issues are common to the two defined benefit schemes of the Company. The ISC acts as a coordinator between the Investment Adviser, Investment Manager and the Trustee.

The Trustee will review this SIP at least every three years, or following any changes to the investment strategy, and modify it with consultation from the Advisers and the Sponsoring Employer if deemed appropriate. There will be no obligation to change this SIP, the Investment Manager or Adviser as part of such a review.

Suitability

The Trustee has defined the investment objective and investment strategy with due regard to the Scheme's liabilities.

The Trustee has taken advice from the Advisers to ensure that the proposed strategy, and the assets held by the Scheme through that strategy, are suitable given its liability profile, the Trustee's objectives, legislative requirements, regulatory guidance and specifications in the trust deed and rules governing the Scheme ('the Trust Deed').

Statutory Funding Requirement

The Trustee will obtain and consider proper advice on the question of whether the investments and investment strategy are satisfactory, having regard to both the investment objectives and the requirement to meet any statutory funding requirements. The funding position is reviewed periodically by the Scheme Actuary, with a full actuarial valuation at least every three years.

The Trustee will consider with the Investment Adviser and the Scheme Actuary whether the results of these actuarial valuations suggest that any change to investment strategy is necessary to ensure continued compliance with the statutory funding requirement.

Investment Objectives

The overall objective of the Scheme is to meet the benefit payments promised as they fall due. The Trustee has set the following qualitative objectives:

1. The acquisition of suitable assets, having due regard to the risks set out in this Statement, which will generate income and capital growth to pay, together with contributions from members and the Sponsoring Employer, the benefits which the Scheme provides as they fall due.
2. To limit the risk of the assets being assessed as failing to meet the liabilities over the long term, having regard to any statutory funding requirement.
3. To achieve a return on investments which is expected to at least meet the Scheme Actuary's assumptions over the long term.

Investment strategy composition

The Trustee has transacted an annuity buy-in to insure a portion of the Scheme's liabilities. The Trustee invests the remainder of the assets across the following core allocations:

- A diversified portfolio of Growth assets as the primary source of investment return,
- Active Structured Equity which aims to generate returns whilst providing contractual downside protection,
- Cash Flow Matching Credit assets which aim to generate income to match expected benefit payments, and
- Liability hedging assets which aim to mitigate the interest rate and inflation risks inherent in the valuation of the liabilities. The liabilities are assessed for this purpose using the Low Dependency basis which assumes a very low risk investment portfolio and as such is regarded as a long-term benchmark for the Scheme.

The Trustee decides the proportions allocated to these categories of asset so as to target the appropriate return for the Scheme.

Investment strategy implementation

The Trustee has delegated the investment of the Scheme assets (excluding the annuity buy-in) to the Investment Manager (referred to as the 'investible assets') using the Investment Manager's fiduciary management proposition. The Investment Manager has discretion to invest these assets in underlying securities and funds, either directly or through the use of other investment managers (hereafter referred to as the 'Underlying Managers') to run the portfolio on a day-to-day basis.

The key attributes of the investible assets core allocations are as follows:

- Growth Assets, where the focus is on return generation, taking risk in a controlled manner. Such assets could include equities, high yield bonds, property, commodities, hedge funds and equity derivative strategies, etc. This allocation seeks to generate returns of SONIA + 3.125% per annum (net of fees).
- Active Structured Equity Assets, where the focus is on return generation in an explicitly risk-controlled manner. In essence, the Investment Manager implements a series of rolling 12-month structures that provide exposure to equity markets, with contractual downside protection so that losses are at least partially mitigated if underlying equity markets fall in value. Each equity structure is designed with regard to the Investment Manager's macroeconomic outlook at the time of implementation. This allocation seeks to generate returns of SONIA + 4.125% p.a. (net of fees).
- Cash Flow Matching Credit Assets, where the focus is on generating a profile of cash flows that broadly matches the Scheme's expected need for income over a given time period. This allocation seeks to generate returns of approximately 1% p.a. above the return on gilts (net of fees) by holding Investment Grade bonds to maturity.
- Liability Hedging Assets, managed by River and Mercantile Derivatives, where the focus is to manage 100% of the interest rate and inflation risk inherent in the liabilities as measured on the Low Dependency basis and in a portion of the cost of future accrual – this may comprise fixed interest gilts, index-linked gilts, cash and derivatives such as swaps and swaptions.

The Trustee is aiming to achieve an overall outperformance target in excess of that assumed in the Technical Provisions. The Trustee will take advice from their Investment Adviser regarding the best way to achieve this by setting asset allocation targets for the Investment Manager within the ranges set out in the table below.

	Minimum strategic allocation (as a proportion of investible assets)	Maximum strategic allocation (as a proportion of investible assets)
Growth Assets and Active Structured Equity Assets	35%	60%
Cash Flow Matching Credit Assets	5%	20%
Liability Hedging Assets	25%	50%
Total Collateral Assets	30%	-
*Hedging of interest rate and inflation risks**	95%	105%

*The hedging of interest rate and inflation risks is expressed as a proportion of the Low Dependency liabilities, plus estimated accrual of liabilities until the next scheduled date for an actuarial valuation.

The Investment Advisor will review the asset allocation targets on a regular basis. The Investment Manager will report to the Trustee on the performance of the investible assets and their allocation quarterly. The Investment Manager has the discretion but no obligation to rebalance to the Growth Assets, Active Structured Equity Assets, and Liability Hedging Assets targets. The Investment Manager has a responsibility to maintain the levels of interest rate and inflation hedging within the range set out above, allowing for the expected cash flows from the insurer buy-in and Cash Flow Matching Credit Assets. The Investment Manager has no responsibility or discretion to rebalance the Cash Flow Matching Credit Assets

Investment Strategy monitoring

The Trustee will monitor the performance of the Investment Manager against the agreed performance objectives.

The Trustee, or any other suitably qualified Adviser on behalf of the Trustee, will regularly review the activities of the Investment Manager to satisfy themselves that the Investment Manager continues to carry out their work competently and have the appropriate knowledge and experience to manage the assets of the Scheme.

As part of this review, the Trustee will consider whether or not the Investment Manager:

- Is carrying out their function competently.
- Has regard to the need for diversification of investments.
- Has regard to the suitability of each investment and each category of investment.

- Has been exercising their powers of investment with a view to giving effect to the principles contained in this SIP, so far as is reasonably practical.

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

Corporate Governance and Stewardship

The Trustee and Investment Manager have agreed, and will maintain, formal agreements setting out the scope of the Investment Manager's activities, charging basis and other relevant matters. The Investment Manager has been provided with a copy of this SIP and is required to exercise its powers with a view to giving effect to the principles contained herein and in accordance with subsection (2) of Section 36 of the Pensions Act 1995.

The Trustee has appointed the Investment Manager to implement the Scheme's investment strategy. The Investment Manager manages assets directly on behalf of the Trustee as well as having delegated authority to appoint, monitor and change the underlying managers.

The Investment Manager is appointed to carry out its role on an ongoing basis. The Trustee periodically reviews the overall value-for-money of using R&M Solutions, and information in relation to costs associated with investing is included in the quarterly monitoring report. The Investment Manager's remuneration is based on the Scheme's asset size, and the Investment Manager is therefore incentivised to maximise the Scheme's asset size over the long term. The Trustee is satisfied that these arrangements incentivise the Investment Manager:

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

The Scheme's investments are generally 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 (such as capital structure) or other financially material considerations, is delegated to the Underlying Managers.

The Trustee has delegated responsibility for monitoring and voting on decisions relating to their Underlying Manager holdings to the Investment Manager. The Investment Manager has in place a voting policy which sets out how it will aim to vote at a general meeting of a pooled fund. For any special resolutions or extraordinary general meetings, the proposed votes are subject to additional sign-off by the appropriate representative of the Investment Manager.

The Investment Manager undertakes regular reviews of all Underlying Managers. These reviews incorporate benchmarking of performance and fees, with some managers on performance-related fees as well as performance reviews (including understanding key drivers of performance), investment due diligence meetings and operational due diligence reviews. The Investment Manager reviews the governance structures of Underlying Managers, as well as assessing whether their fees, expenses (and any other charges) are in line with industry peers at inception and from time to time whilst invested.

Where it can be determined, the Investment Manager assesses whether Underlying Manager remuneration arrangements are aligned with the Trustee's objectives. The method and time horizon for evaluating and remunerating Underlying Managers is determined by criteria set by the Investment Manager, as detailed above.

The Trustee acknowledges the inherent potential for conflicts of interest which exist as part of ongoing Investment management business activities. As an FCA regulated firm, the Investment Manager is required to prevent or manage conflicts of interest. Where Underlying Managers are also regulated, they are likely to be subject to such requirements to manage conflicts of interest as are applicable in their jurisdiction of incorporation or operations. The Investment Manager directly monitors these as part of their regulatory filings (where available), the Investment Manager also monitors this as part of ongoing review. The Investment Manager's Conflict of Interest policy is available publicly here: https://riverandmercantile.com/investor-relations/governance/.

The Investment Manager oversees the turnover costs incurred by Underlying Managers as part of its ongoing monitoring process and evaluates such costs to determine if they are in line with peer groups and the Investment Manager's expectations. Where there are material deviations the Investment Manager engages with Underlying Managers to understand the rationale for such deviations and take appropriate action.

Realisation of Investments

The majority of assets are held in underlying pooled funds, most of which can be realised easily if the Trustee so requires. That said, the primary intention with respect to the Cash Flow Matching Credit and Liability Hedging Assets is to hold them until their maturity.

Derivatives

The Trustee may enter into contracts with counterparties, including investment banks, in order to execute derivative transactions. The Trustee has taken advice on the suitability of the contracts and has delegated responsibility to the Investment Manager to implement these instruments on its behalf. Derivative instruments are typically used for risk management purposes in the portfolio.

Defined Contribution (DC) assets

The investment arrangements of DC assets under the Scheme (including AVCs) are governed by a joint DC Investment Sub-Committee (the 'DCISC'). Details of these arrangements are set out in a separate DC Statement of Investment Principles.

Financially material investment considerations

These considerations, which include the below "Risks", can affect the long-term financial performance of investments and include environmental, social and governance factors (otherwise known as "ESG") where relevant. All references to ESG include climate change. The Trustee delegates consideration of financially material factors to the Investment Manager, who considers these when constructing the portfolio, including looking at Underlying Managers.

ESG factors and stewardship are considered, in the context of long term performance, by the Investment Manager as part of the manager selection criteria. This review occurs before they are approved for investment in the portfolio. Once an Underlying Manager is appointed, the Investment Manager monitors the ESG implementation and ongoing compliance with other factors, such as stewardship, as a part of overall engagement.

Risks

The Trustee recognises a number of risks involved in the investment of the assets of the Scheme. These risks, and how they are measured and managed, include:

- **Funding and asset/liability mismatch risk –** the risk that the funding level is adversely affected due to a mismatch between the assets and liabilities. This risk is managed in the following ways:
  - A liability benchmark portfolio or 'LBP' is used as a proxy for the liabilities in order to measure the approximate changes in the liabilities (due to changes to the relevant gilt yields only). The Trustee monitors this change relative to the change in asset values on a quarterly basis. The LBP is reviewed following each actuarial review, or when significant market or Scheme events (e.g. a significant change in inflation expectations) imply that an amendment may be appropriate.
  - The Trustee also recognises the risk of a negative impact on the funding level due to changes in the actuarial assumptions used to calculate the liabilities and variation in experience. This is managed by aiming for a higher overall investment return than implied by the liability discount rate.
  - When setting and reviewing investment strategy, the Trustee examines how the investment strategy impacts on downside risk. Downside risk of the investment strategy is also measured by reference to the LBP and can therefore also be assessed as part of the quarterly review process.
  - This risk is also monitored through regular actuarial and investment reviews including monthly portfolio updates.
- **Underperformance risk –** the risk of underperforming the benchmarks and objectives set by the Trustee. This risk is minimised using the following techniques:
  - Appropriate diversification across asset classes, within sectors and between individual stocks to minimise the effect of a particular stock or sector performing badly.
  - The use of instruments and strategies designed to control the extent of downside exposure.
  - The selective use of active management when appropriate given market conditions, the asset class considered and where the benefits (risk and/or return) are expected to outweigh the additional costs/fees.

- Regular monitoring of the managers' performance, processes and capabilities with respect to their mandate and by the diversification across multiple Underlying Managers by the Investment Manager.

- **Cash flow risk –** addressed through the use of Cash Flow Matching Credit Assets and monitoring of the cash flow requirement of the Scheme to control the timing of any investment/disinvestment of assets.
- **Concentration risk** – the risk of an adverse influence on investment values from the concentration of holdings is reduced by the diversification of the assets.
- **Counterparty risk** – the risk of a counterparty to an agreement not carrying out his side of the deal. Where derivatives are used, the risk of counterparty default is reduced through the requirement in the relevant documentation that regular collateral or margin payments be made. It is also considered in the selection of counterparties and the incorporation of protection mechanisms in the documentation in the event of a downgrade in credit quality of an existing counterparty.
- **Country risk** – the risk of an adverse influence on investment values from political intervention is reduced by diversification of the assets across many countries.
- **Currency risk –** the risk that fluctuations in the value of overseas currencies affect the total return of the Scheme's investments when compared with a Sterling benchmark. The Trustee mitigates this risk by electing to allow the Investment Manager to use currency hedging.
- **Default risk** – the risk of income from assets not being paid when promised. This is addressed through restrictions for the Investment Manager and Underlying Managers, e.g. a minimum credit rating of the bonds they are allowed to buy, and also a high proportion of the bonds held are government bonds which have little default risk.
- **ESG risk** – the risk of adverse performance due to ESG related factors. This is addressed by the Investment Manager's ESG assessment at the point of investment with Underlying Managers. A summary of the overall ESG characteristics of the portfolio, including carbon footprint and development of ESG scores, is in the quarterly governance report.
- **Mismanagement risk** – the risk of unsuitable investment activity by the Investment Manager. This is addressed in the agreement with the Investment Manager, and in turn by the Investment Manager with the Underlying Managers, which contain restrictions on the proportion and type of asset classes that the Investment Manager or Underlying Managers may invest in.
- **Organisational risk** – the risk of inadequate internal processes leading to problems for the Scheme. This is addressed through regular monitoring of the Investment Manager and Advisers by the Trustee, and of the Underlying Managers by the Investment Manager.
- **Sponsor risk** – the risk of the Sponsoring Employer ceasing to exist which, for reasons of prudence, has been taken into account when setting the asset allocation strategy. The Trustee regularly reviews the covenant of the Sponsoring Employer.

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

Non-financial matters

The Trustee does not directly take into account non-financial matters (such as members' ethical or future impact priorities) given the difficulty of establishing consensus views on such matters. The Trustee maintains a dialogue with members through the Pension Consultative Committee and may seek views directly from time to time. The DCISC consults members from time to time in the context of self-select investment options for DC assets.

Original signed by Martin Flavell

Signed: 2 November 2021

For and on behalf of the Trustee of the Leonardo Electronics Pension Scheme