

LEONARDO ELECTRONICS PENSION SCHEME

Report and Financial Statements for the year ended 5 April 2021

Scheme Registration No: 10273555



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

XPS Administration is a trading name of XPS Administration Limited
Registered No. 9428346. Registered Office: Phoenix House, 1 Station Hill, Reading RG1 1NB

Part of XPS Pensions Group

LEONARDO ELECTRONICS PENSION SCHEME

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LEONARDO ELECTRONICS PENSION SCHEME

CHAIR'S INTRODUCTION

YEAR ENDED 5 APRIL 2021

I am pleased to present the Report and Financial Statements for the Leonardo Electronics Pension Scheme (the "Scheme") for the year ended 5 April 2021.

It has been an unprecedented year, and I have been very pleased with how the Trustee and Scheme advisers have adjusted to working 'virtually' to ensure the Scheme has continued to operate successfully throughout the periods of national lockdown.

Since our last report, the Trustee and Company have finalised and agreed the actuarial valuation report as at 5 April 2020. The COVID-19 pandemic created a difficult investment environment around the valuation date, and the Trustee worked with the Company and the Scheme advisers to reach an appropriate valuation outcome, which reflected the longer-term market expectations. The surplus at 5 April 2020 was £125m with a funding ratio of 113% (compared to £192m and 126% three years ago). There has been a further increase in the cost of providing future pension benefits for employees. Given the strong funding and employer covenant position, there were no changes to member or Company contributions proposed, and a portion of the surplus is being used to support this increased cost.

While Scheme experience over the valuation period was largely positive, with strong investment returns through to early 2020, the key factors which contributed to the reduction in funding position were an element of the surplus being used to support the future service cost and the COVID-19 pandemic. The financial conditions at the April 2020 valuation date, particularly the fall in global financial markets during March and April 2020 had a direct impact on the value of the Scheme's assets.

Since our last report, the investment environment has improved with strong returns through the second half of 2020 and into 2021 resulting in asset values having materially improved, although markets remain volatile. The total portfolio grew in value by 8.2% over the year. Within this, our on-risk assets grew by 23.8%. Our hedging portfolio continued to maintain a 100% hedge against interest rates and inflation. The market environment continues to be uncertain and the Trustee remains focused on developing its risk control measures.

The Trustee engaged Lane, Clark & Peacock (LCP) to provide an external review of the fiduciary management investment services. The Trustee is pleased to confirm it has re-appointed River and Mercantile as a result of this process and, as part of the negotiation, has achieved a significant improvement in the fee basis.

Stuart Rushworth retired as a Trustee in May 2021, with Scott McMillan being appointed in his place. I would like to thank Stuart for his valuable contribution and welcome Scott to the Board.

I am grateful to all the Trustee Directors, Pensions Management and our advisers for their significant contribution to the management of the Scheme during what has been an extremely challenging year, and I look forward to working with them over the coming year.

Signed: B Walsh

Bernard Walsh

Chair

Leonardo Electronics Pension Scheme (Trustee) Ltd

Date: 14 September 2021

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TRUSTEE AND ADVISERS

Trustee :	Leonardo Electronics Pension Scheme (Trustee) Ltd
Trustee Directors :	Bernard Walsh * (Chair) James Cull ** Martin Flavell * Martin Johnson ** Scott McMillan ** (Appointed 14 May 2021) Lynda McVay * Craig Porter * Stuart Rushworth ** (Resigned 14 May 2021) Scott Wallace **
	* <i>Company Nominated</i> ** <i>Member Nominated</i>
Scheme Secretary :	Rachael Skuse
Scheme Address:	Leonardo Electronics Pension Scheme Box 203 Leonardo MW Ltd Lysander Road Yeovil BA20 2YB
Principal Employer:	Leonardo UK Ltd (02426132) One Eagle Place London SW1Y 6AF
Actuary :	Danny Vassiliades XPS Pensions Limited Phoenix House Station Hill Reading RG1 1NB
Auditor :	RSM UK Audit LLP 25 Farringdon Street London EC4A 4AB
Legal Advisers :	Burges Salmon LLP One Glass Wharf Bristol BS2 0ZX
Bankers :	Barclays Bank plc 1 Churchill Place London E14 5HP

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TRUSTEE AND ADVISERS (continued)

<i>Covenant Advisers:</i>	Lincoln Pensions Limited (from 1 January 2021) Ernst & Young LLP (until 31 December 2020)
<i>Investment Manager :</i>	River and Mercantile Investments Limited T/A River and Mercantile Solutions
<i>Custodian:</i>	CACEIS
<i>AVC Providers:</i>	Mobius Life Limited
<i>Buy In Providers:</i>	Just Retirement
<i>Administrators:</i>	XPS Administration Limited Queen's Quay 33-35 Queen Square Bristol BS1 4LU
<i>Investment Adviser:</i>	River and Mercantile Investments Limited T/A River and Mercantile Solutions

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TRUSTEE'S REPORT FOR THE YEAR ENDED 5 APRIL 2021

The Trustee presents to the members its annual report and financial statements for the year ended 5 April 2021.

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 UK 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 2019, 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 2022. 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. A Joint DB Investment Committee was formed during the year made up of the investment sub-committees of the Leonardo Electronics Pension Scheme and the Leonardo Helicopters Pension Scheme. The Joint DB Investment Committee reviews common DB investment information and proposals and receives training from River & Mercantile.

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).

In total there were 7 Trustee meetings and 20 sub-committee meetings during the year, with Trustee Director attendance at 97% for the year (2020: 94%).

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.

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TRUSTEE'S REPORT FOR THE YEAR ENDED 5 APRIL 2021 (continued)

Employer's Covenant

The Principal Employer of the Scheme is Leonardo UK Ltd (formerly named Leonardo MW Ltd, having changed name with effect from 31 March 2021).

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 Lincoln Pensions Limited (following the requirement for Ernst & Young LLP to stand down as Trustee advisers in light of a Leonardo group audit appointment) 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 2020 actuarial valuation, and in light of the COVID-19 pandemic, additional detailed reviews of the employer covenant were 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 has been robust, and continues to be rated as strong. The actuarial valuation is discussed in further detail on pages 17 and 18 of this report.

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. A Mobius Life microsite was launched in June 2021 providing additional investment fund information to members.

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

LEONARDO ELECTRONICS PENSION SCHEME

TRUSTEE'S REPORT FOR THE YEAR ENDED 5 APRIL 2021 (continued)

Membership

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

Active members at 6 April 2020 (includes 767 DC members)		1,959
Retirement	(113)	
Deferred	(28)	
Death	(8)	
		<hr/>
Active members at 5 April 2021 (includes 773 DC members)		1,810
Deferred pensioners at 6 April 2020 (includes 469 DC members)		1,169
From Active	28	
Transfer Out	(7)	
Death	(1)	
Total commutation	(1)	
Retirement	(24)	
		<hr/>
Deferred pensioners at 5 April 2021 (includes 464 DC members)		1,164
Pensioners at 6 April 2020		1,414
Retirement	113	
From Deferred	24	
New dependants / spouses	21	
Death	(21)	
Total commutation	(10)	
		<hr/>
Pensioners at 5 April 2021		1,541
		<hr/>
Total members at 5 April 2021		4,515

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 2021 in accordance with the Rules of the Scheme. The increase applied on 1 May 2021 was generally 1.38% which is the level of RPI in January 2021, 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.

LEONARDO ELECTRONICS PENSION SCHEME

TRUSTEE'S REPORT FOR THE YEAR ENDED 5 APRIL 2021 (continued)

Scheme Changes

There have been no changes to the Scheme Rules over the year, or as part of the 2020 actuarial valuation process.

Financial Development of the Scheme

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

	£'000s
Net assets at 5 April 2020	1,125,187
Net additions from dealings with members	6,668
Net returns on investments	<u>63,611</u>
Net assets at 5 April 2021	<u>1,195,466</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.lepensions.co.uk. XPS Administration Limited also offers MyPension.com, an online tool for members enabling them to view their pension records and undertake various activities online. All communications have moved to predominantly electronic distribution during the year, other than where members have opted into continuing with paper copies.

COVID-19

On 11 March 2020, COVID-19 was declared a pandemic by the World Health Organisation. This has resulted in worldwide restrictions on travel, government fiscal stimulus and extreme financial market volatility.

The Trustee has worked with its advisers and service providers throughout the pandemic to ensure that the Scheme could continue to pay members' benefits as they fell due, and to monitor the impact on the position of the Scheme in terms of the employer's business and its ability to continue providing the funding the Scheme requires, the value of the Scheme's investments, and the funding position. The Trustee is satisfied that all the appropriate steps have been taken to ensure that operations can continue and to mitigate any risks as far as possible.

Contributions to the Scheme have been maintained at the agreed level and the Employer and Trustee are in regular contact regarding the financial position and future plans of the Employer. The expectation is that contributions will continue to be paid in line with the payment schedule. The investment strategy being followed protected the asset value well during the downturn in markets as the pandemic took hold early in 2020 and has benefited from the subsequent recovery. The day-to-day administration of the Scheme has continued as usual and all payments to members have been made when due.

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 Limited
Queen's Quay
33-35 Queen Square
Bristol BS1 4LU
Email leps@xpsgroup.com

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TRUSTEE'S REPORT FOR THE YEAR ENDED 5 APRIL 2021 (continued)

MoneyHelper

MoneyHelper provides pension guidance, money guidance and debt advice. These services were previously provided by three separate government entities; The Pensions Advisory Service (TPAS), Pension Wise and the Money Advice Service. MoneyHelper can be contacted at:

MoneyHelper
Holborn Centre
120 Holborn
London EC1N 2TD

Tel: 0800 011 3797
Email: contact@maps.org.uk
Website: www.moneyhelper.org.uk

Pensions Ombudsman

Early Resolution Service

The early resolution service is available to assist with any difficulty that has not been resolved or to assist with a potential complaint.

Tel: 0800 917 4487
Email: helpline@pensions-ombudsman.org.uk

Complaints

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 bad 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

LEONARDO ELECTRONICS PENSION SCHEME

TRUSTEE'S REPORT FOR THE YEAR ENDED 5 APRIL 2021 (continued)

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

LEONARDO ELECTRONICS PENSION SCHEME

INVESTMENT REPORT

Defined Benefit

Background

At the Scheme year end, 5 April 2021, the net investments of the Defined Benefit section of the Scheme were valued at £1,014 million (plus a buy-in asset valued at £153 million), compared with £927 million at the start of the Scheme year.

The majority of the assets of the Scheme continue to be invested by the fiduciary manager River and Mercantile Investments Limited. This includes a liability hedging portfolio through which the impact of movements in long-term interest rate and inflation expectations are managed. The Trustee also has a buy-in asset which insures a portion of the Scheme's pensioner liabilities.

This report gives information about the assets as at 5 April 2021.

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 September 2020.

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:

- 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.
- Limit the risk of the assets failing to meet the liabilities over the long term.
- Achieve a return on investment which is expected at least to meet the Actuary's assumptions over the long term.

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. The SIPs are also available from the Scheme website at www.lepensions.co.uk/compliance.

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 a strategy consisting of: Growth Assets, which covers a wide range of asset classes and investment managers; Liability Hedging Assets; Active Structured Equity; and Cashflow Matching Credit Assets.

LEONARDO ELECTRONICS PENSION SCHEME

INVESTMENT REPORT (continued)

Market Commentary

Over the year to 31 March 2021 return-seeking asset classes performed extremely positively as they bounced back strongly from the falls experienced at the start of the pandemic in March 2020. Unprecedented levels of fiscal and monetary stimulus injected by central banks and governments around the world, news of effective vaccines and the pace of the vaccination rollout programs had a positive effect on equity markets resulting in four consecutive quarters of strong equity performance.

The significant rise in bond yields over Q1 2020 led to a rise in gilts yields over the year. Credit spreads tightened over the year as the perceived riskiness of corporates reduced following unprecedented global stimulus.

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 has allocated 45% of assets (excluding the pensioner buy-in) to Growth Assets, 30% of assets off-risk for liability hedging, 15% of assets to Active Structured Equity and 10% of assets to Cash Flow Matching Credit Assets.

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 (excluding the pensioner buy-in):

	5 April 2021		5 April 2020	
	Market value £'000	% of funds (ex DC)	Market value £'000	% of funds (ex DC)
Overseas Equity	287,360	28.3	173,730	18.7
Alternatives	81,955	8.1	122,090	13.2
Return Seeking Credit	61,218	6.1	62,507	6.7
Property	31,480	3.1	32,596	3.5
Cash & Sovereign Bonds	22,610	2.2	135,157	14.6
Currency Hedge	2,015	0.2	(6,280)	(0.7)
Total return seeking portfolio	<u>486,638</u>	<u>48.0</u>	<u>519,800</u>	<u>56.0</u>
Liability matching portfolio	263,054	26.0	407,599	44.0
Cash Flow Matching Credit Assets	104,114	10.0	-	-
Active Structured Equity	159,877	15.8	-	-
Total assets (excluding DC and DB Insurance policies)	<u>1,013,683</u>	<u>100.0</u>	<u>927,400</u>	<u>100.0</u>
Defined Benefit Insurance policies	153,080		174,940	
Defined Contribution	<u>27,299</u>		<u>21,547</u>	
Total investments	<u>1,194,062</u>		<u>1,123,887</u>	

LEONARDO ELECTRONICS PENSION SCHEME

INVESTMENT REPORT (continued)

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. In particular, River and Mercantile Derivatives manages a liability hedge.

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, which are implemented via a number of counterparty banks, 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:

	2021	2020	2019	2018	2017	2016
	£000	£000	£000	£000	£000	£000
Interest rate swaps	(198)	77,971	14,971	1,974	23,827	44,787
Total Return swaps	(2,794)	19,046	1,910	(462)	3,518	743
Inflation swaps	(7,211)	(18,287)	5,762	(253)	9,907	(9,412)
Proceed Asset Swap	-	<u>(29,817)</u>	<u>(26,765)</u>	<u>(24,429)</u>	<u>(34,714)</u>	<u>(21,270)</u>
Total Gain/(Loss)	(10,203)	48,913	(4,122)	(23,170)	2,538	14,848

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 interest rate changes on the Scheme's finances will (as intended) have been broadly neutral.

During the Scheme year, until 31 January 2021 the Trustee maintained a strategic hedging level of 100% of the interest rate risk and 100% of the inflation risk of the Technical Provisions. From 1 February 2021 the same strategic level, 100%, was applied to the Technical Provisions as at 5 April 2020 and the liabilities expected to be accrued between 6 April 2020 and 5 April 2023. At the year end the portfolio was hedging 100% of the interest rate risk and 103% 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, BNP Paribas, HSBC plc, Royal Bank of Scotland plc, Merrill Lynch & Co. Inc. 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.

LEONARDO ELECTRONICS PENSION SCHEME

INVESTMENT REPORT (continued)

Return-Seeking Portfolio

The Growth Assets (GA) is designed to deliver performance in excess of a 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 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 is 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 GA is a return of Cash + 3% per annum, after the deduction of fees, over rolling three year periods. Performance of the GA assets against objective is as follows:

GA	1 year	3 years p.a.	5 years p.a.
Investment return	23.8%	5.7%	7.2%
Objective	3.2%	3.6%	3.5%
Investment return relative to target	20.6%	2.1%	3.7%

Performance is shown to 5 April 2021 after the deduction of fees (to the extent that fees are paid from assets). The objective is shown to 5 April 2021.

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

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.

Total Investment Performance

The performance of the Scheme's return-seeking portfolio and the total performance (including the performance of the swaps) was positive over the year ended 5 April 2021.

Performance against objective over different time periods is as follows:

Total performance	1 year	3 years p.a.	5 years p.a.
Investment return	8.2%	7.7%	9.3%
Objective	-0.2%	5.7%	7.3%
Investment return relative to target	8.4%	2.0%	2.0%

The objective for three years covers the period 1 April 2018 to 5 April 2021, and for five years it covers 1 April 2016 to 5 April 2021.

Investment Expenses

Investment management fees and expenses amounted to £1.1m during the period (previously £3.2m – including R&M performance fees). 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.

LEONARDO ELECTRONICS PENSION SCHEME

INVESTMENT REPORT (continued)

Custody of Assets

The swap contracts entered into with Barclays, Credit Suisse, Citigroup, Deutsche Bank, BNP Paribas, HSBC, Merrill Lynch 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 CACEIS, as custodian for the Scheme.

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

Environmental, Social and Governance Factors

Financially material investment considerations can affect the long-term financial performance of investments and can (but do not have to) include environmental, social and governance factors (otherwise known as "ESG") where relevant. The Trustee delegates consideration of financially material factors to the Investment Manager, who considers these when constructing the portfolio, including looking at Underlying Managers. All references to ESG relate to financial factors only. All references to ESG also include climate change.

ESG factors and stewardship are considered, in the context of long term performance, by the 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.

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 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.

LEONARDO ELECTRONICS PENSION SCHEME

INVESTMENT REPORT (continued)

Financial Material Considerations

These considerations, can affect the long-term financial performance of investments and can (but do not have to) include environmental, social and governance factors (otherwise known as “ESG”) where relevant. The Trustee delegates consideration of financially material factors to the Investment Manager, who considers these when constructing the portfolio, including looking at Underlying Managers. All references to ESG relate to financial factors only. All references to ESG also include climate change.

ESG factors and stewardship are considered, in the context of long term performance, by the 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.

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.

Turnover costs

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.

Conflicts of interest

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/wp-content/uploads/2020/11/RandM_Conflicts_of_interest_policy_20200922.pdf

Defined Contribution

Retirement Account

The Trustee has produced a defined contribution Statement of Investment Principles which was also last updated in September 2020.

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 Mobius Life 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 Focus Fund, Inflation Linked Annuity Focus 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 found on the new Mobius Life Microsite, which was launched in June 2021, via the investment section of MyPension.com. The Microsite contains published fund factsheets, together with interactive fund performance tools.

Employer Related Investments

There were no employer related investments during the year.

LEONARDO ELECTRONICS PENSION SCHEME

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 their 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 Company and set out in the Statement of Funding Principles, a copy of which is available to Scheme members on request by contacting XPS Administration Limited at the address set out on page 8.

Actuarial valuation as at 5 April 2020

The most recent full actuarial valuation of the Scheme was carried out as at 5 April 2020. This showed that on that date:

- The technical provisions were £971.4 million
- The value of the assets was £1,096.8 million

As at 5 April 2020, the Scheme therefore had an ongoing surplus of £125.4 million with a funding level of 113%.

Whilst the actuarial valuation identified a past service surplus, it also showed an increase in the future service contribution rate. The cost of future benefit accrual had increased by 3.3% of pensionable salaries per annum between the 2017 and 2020 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 2020, the deficit on a solvency valuation basis was £255 million and the Scheme's assets would have been sufficient to cover 81% 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 2020, the deficit on a PPF valuation basis was £90 million and the Scheme's assets would have been sufficient to cover 92% of the PPF benefits.

The next full actuarial valuation is due with an effective date no later than 5 April 2023, and will be completed no later than 5 July 2024.

Actuarial report as at 5 April 2021

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 2021. At that date, the surplus on the ongoing funding basis was £204 million with a funding level of 121%. Between 5 April 2020 and 5 April 2021, the surplus therefore increased by £79 million. This was mainly due to the investment returns earned on the Scheme's 'return seeking' assets being higher than expected under the actuarial assumptions over the period. This was partially offset by the contributions made by the Company into the Scheme being lower than the assessed cost of new benefit accrual over the period (as agreed as part of the 5 April 2020 actuarial valuation process).

LEONARDO ELECTRONICS PENSION SCHEME

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 2020 actuarial valuation are as follows (all assumptions adopted are set out in the Statement of Funding Principles signed on 8 December 2020):

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 2.0% per annum above a blended interest rate yield curve. The blended curve comprises 75% of the gilt interest rate curve and 25% of the Sterling overnight index average (SONIA) swap interest rate curve.

Post-retirement discount interest rate: term dependent rates calculated as 0.4% per annum above a blended interest rate yield curve. The blended curve comprises 75% of the gilt interest rate curve and 25% of the Sterling overnight index average (SONIA) 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 75% of the gilt RPI inflation curve and 25% of the swap RPI inflation curve.

Future Consumer Prices Index ("CPI") inflation*: 0.75% 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. The caps are applied using the Black Scholes model with an assumed RPI inflation volatility of 1.3% 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 females of the mortality rates in the standard SAPS (S3PA) base tables, with an allowance for future improvements in line with the CMI 2019 projection model using a long term annual improvement rate of 1.25%, a smoothing parameter of 7.0 and an initial addition parameter of 0.75% per annum.

* On 25 November 2020, the UK Government and UK Statistics Authority issued a response to their joint consultation on aligning the RPI with the CPI including owner occupiers' housing costs ("CPIH"). Based on this, and absent any unforeseen event, the RPI will be calculated in the same way as the CPIH from February 2030. To reflect this post-valuation date event, when calculating the Technical Provisions at effective dates on or after 25 November 2020 (in particular for annual actuarial reports) the RPI and CPI inflation assumptions may be adjusted based on the RPI gilt and swap market expectations at the relevant effective date.

To calculate the technical provisions as at 5 April 2021, the CPI inflation assumption was set as follows:

- RPI inflation less 0.75% per annum before February 2030.
- RPI inflation from February 2030.

ACTUARY'S CERTIFICATE OF SCHEDULE OF CONTRIBUTIONS

Actuary's certification of schedule of contributions

Leonardo Electronics Pension Scheme ("the Scheme")

Adequacy of rates of contributions

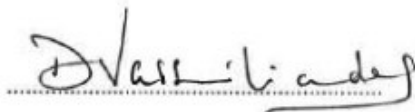
1. I certify that, in my opinion, the rates of contributions shown in this schedule of contributions are such that the statutory funding objective could have been expected on 5 April 2020 to continue to be met for the period for which the schedule is to be in force.

Adherence to statement of funding principles

2. I hereby certify that, in my opinion, this schedule of contributions is consistent with the Statement of Funding Principles dated 8 December 2020.

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

Signature



Date

18 December 2020

Name

Danny Vassiliades

Qualification

Fellow of the Institute
and Faculty of Actuaries

Address

Phoenix House
1 Station Hill
Reading
RG1 1NB

Employer

XPS Pensions

LEONARDO ELECTRONICS PENSION SCHEME

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 the Trustee to make available to Scheme members, beneficiaries and certain other parties, audited financial statements for each Scheme year which:

- 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 the 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 these 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 is responsible under pensions legislation for ensuring that there is prepared, maintained and from time to time revised 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 monitoring 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.

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 them 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's Report, which includes the Investment Report, the Report on Actuarial Liabilities and the Statement of Trustee's Responsibilities was approved by the Trustee.

Signed: B Walsh

Name: Bernard Walsh

Date: 14 September 2021

Trustee Director, Leonardo Electronics Pension Scheme (Trustee) Ltd

Signed: S Wallace

Name: Scott Wallace

Date: 14 September 2021

Trustee Director, Leonardo Electronics Pension Scheme (Trustee) Ltd

LEONARDO ELECTRONICS PENSION SCHEME

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 2021 which comprise the fund account, the statement of net assets (available for benefits) and notes to the financial statements, including 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 2021, 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

In auditing the financial documents, we have concluded that the Scheme Trustee's use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Schemes ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the Schemes Trustee with respect to going concern are described in the relevant sections of this report.

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 Schemes Trustee is responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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 course of 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 this gives rise to a material misstatement in the financial statements themselves. 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.

LEONARDO ELECTRONICS PENSION SCHEME

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

Responsibilities of the Trustee

As explained more fully in the Trustee's responsibilities statement set out on page 20, 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 is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Trustee is responsible for assessing the Schemes 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.

The extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities are instances of non-compliance with laws and regulations. The objectives of our audit are to obtain sufficient appropriate audit evidence regarding compliance with laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements, to perform audit procedures to help identify instances of non-compliance with other laws and regulations that may have a material effect on the financial statements, and to respond appropriately to identified or suspected non-compliance with laws and regulations identified during the audit.

In relation to fraud, the objectives of our audit are to identify and assess the risk of material misstatement of the financial statements due to fraud, to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud through designing and implementing appropriate responses and to respond appropriately to fraud or suspected fraud identified during the audit.

However, it is the primary responsibility of management, with the oversight of those charged with governance, to ensure that the entity's operations are conducted in accordance with the provisions of laws and regulations and for the prevention and detection of fraud.

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud, the audit engagement team:

- obtained an understanding of the nature of the environment, including the legal and regulatory framework that the Scheme operates in and how the Scheme is complying with the legal and regulatory framework;
- inquired of management, and those charged with governance, about their own identification and assessment of the risks of irregularities, including any known actual, suspected or alleged instances of fraud;
- discussed matters about non-compliance with laws and regulations and how fraud might occur including assessment of how and where the financial statements may be susceptible to fraud.

As a result of these procedures we consider the most significant laws and regulations that have a direct impact on the financial statements are the Pensions Act 1995 and 2004 and regulations made under them and FRS 102, including the Financial Reports of Pension Schemes 2018 (the Pensions SORP). We performed audit procedures to detect non-compliances which may have a material impact on the financial statements which included reviewing financial statement disclosures.

LEONARDO ELECTRONICS PENSION SCHEME

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

The audit engagement team identified the risk of management override of controls as the area where the financial statements were most susceptible to material misstatement due to fraud. Audit procedures performed included but were not limited to testing manual journal entries and other adjustments, evaluating the business rationale in relation to significant, unusual transactions and transactions entered into outside the normal course of business, challenging judgments and estimates.

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 Schemes Trustee as a body, in accordance with Regulation 3 of the Occupational Pension Schemes (Requirements to obtain Audited Accounts and a Statement from the Auditor) Regulations 1996 made under the Pensions Act 1995. Our audit work has been undertaken so that we might state to the Schemes Trustee those matters we are required to state to them 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 Schemes Trustee as a body, for our audit work, for this report, or for the opinions we have formed.

Signed: RSM UK Audit LLP

RSM UK Audit LLP

Statutory Auditor, Chartered Accountants

25 Farringdon Street

London EC4A 4AB

Date: 14 September 2021

LEONARDO ELECTRONICS PENSION SCHEME

FUND ACCOUNT

For the year ended 5 April 2021

	Note	2021 Defined Benefit Section £'000s	2021 Defined Contribution Section £'000s	2021 Total £'000s	2020 Defined Benefit Section £'000s	2020 Defined Contribution Section £'000s	2020 Total £'000s
CONTRIBUTIONS AND BENEFITS							
Employer contributions	4	22,170	422	22,592	23,322	435	23,757
Employee contributions	4	657	2,799	3,456	750	2,577	3,327
Total contributions	4	22,827	3,221	26,048	24,072	3,012	27,084
Other income	5	1,189	-	1,189	224	-	224
		<u>24,016</u>	<u>3,221</u>	<u>27,237</u>	<u>24,296</u>	<u>3,012</u>	<u>27,308</u>
Benefits paid or payable	6	15,679	37	15,716	12,185	185	12,370
Payments to and on account of leavers	7	2,902	323	3,225	5,248	505	5,753
Other payments	8	501	-	501	458	-	458
Administrative expenses	9	1,127	-	1,127	1,392	-	1,392
		<u>20,209</u>	<u>360</u>	<u>20,569</u>	<u>19,283</u>	<u>690</u>	<u>19,973</u>
NET ADDITIONS FROM DEALINGS WITH MEMBERS		<u>3,807</u>	<u>2,861</u>	<u>6,668</u>	<u>5,013</u>	<u>2,322</u>	<u>7,335</u>
RETURNS ON INVESTMENTS							
Investment income	10	17,363	-	17,363	13,382	-	13,382
Change in market value of investments	12	42,647	4,723	47,370	75,279	(1,343)	73,936
Investment management expenses	11	(1,122)	-	(1,122)	(1,286)	-	(1,286)
NET RETURNS ON INVESTMENTS		<u>58,888</u>	<u>4,723</u>	<u>63,611</u>	<u>87,375</u>	<u>(1,343)</u>	<u>86,032</u>
NET INCREASE IN THE FUND FOR THE YEAR		62,695	7,584	70,279	92,388	979	93,367
TRANSFERS BETWEEN SECTIONS		1,786	(1,786)	-	2,179	(2,179)	-
OPENING NET ASSETS		<u>1,103,327</u>	<u>21,860</u>	<u>1,125,187</u>	<u>1,008,760</u>	<u>23,060</u>	<u>1,031,820</u>
CLOSING NET ASSETS		<u>1,167,808</u>	<u>27,658</u>	<u>1,195,466</u>	<u>1,103,327</u>	<u>21,860</u>	<u>1,125,187</u>

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

LEONARDO ELECTRONICS PENSION SCHEME

STATEMENT OF NET ASSETS (AVAILABLE FOR BENEFITS)

At 5 April 2021

	Note	2021 Defined Benefit Section £'000s	2021 Defined Contribution Section £'000s	2021 Total £'000s	2020 Defined Benefit Section £'000s	2020 Defined Contribution Section £'000s	2020 Total £'000s
INVESTMENT ASSETS	12						
Bonds		438,356	-	438,356	456,830	-	456,830
Pooled investment vehicles	13	565,807	27,298	593,105	400,307	21,547	421,854
Derivatives	14	2,260,513	-	2,260,513	240,856	-	240,856
Insurance policies	15	153,080	-	153,080	174,940	-	174,940
Cash deposits		7,409	1	7,410	28,572	-	28,572
Other investment balances	16	922	-	922	2,003	-	2,003
		<u>3,426,087</u>	<u>27,299</u>	<u>3,453,386</u>	<u>1,303,508</u>	<u>21,547</u>	<u>1,325,055</u>
INVESTMENT LIABILITIES							
Derivatives	14	<u>(2,259,324)</u>	<u>-</u>	<u>(2,259,324)</u>	<u>(201,168)</u>	<u>-</u>	<u>(201,168)</u>
TOTAL NET INVESTMENTS		<u>1,166,763</u>	<u>27,299</u>	<u>1,194,062</u>	<u>1,102,340</u>	<u>21,547</u>	<u>1,123,887</u>
CURRENT ASSETS	20	2,598	359	2,957	2,245	313	2,558
CURRENT LIABILITIES	21	(1,553)	-	(1,553)	(1,258)	-	(1,258)
CLOSING NET ASSETS		<u>1,167,808</u>	<u>27,658</u>	<u>1,195,466</u>	<u>1,103,327</u>	<u>21,860</u>	<u>1,125,187</u>

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

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 page 17 and 18 of the Annual Report and these financial statements should be read in conjunction with this report.

These financial statements were approved by the Trustee on 14 September 2021.

Signed: B Walsh

Name: Bernard Walsh

Trustee Director, Leonardo Electronics Pension Scheme (Trustee) Ltd

Signed: S Wallace

Name: Scott Wallace

Trustee Director, Leonardo Electronics Pension Scheme (Trustee) Ltd

LEONARDO ELECTRONICS PENSION SCHEME

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 5 April 2021

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 (Revised 2018).

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.

As stated in the Statement of Trustee's Responsibilities on page 20, the Trustee is responsible for preparing the Financial Statements on a going concern basis unless it is inappropriate to presume that the Scheme will continue on this basis. The Trustee has undertaken an assessment in relation to going concern and has considered such matters as the potential impact on the Scheme's investment strategy, the Employer's business and its ability to pay contributions to the Scheme, taking into account the Scheme's strong funding level, well diversified investment strategy, strength of the Employer covenant and the guarantee from Leonardo SpA. The Trustee Board has determined that whilst there is some uncertainty over the impact on the Employer's financial performance and resources, this is anticipated to be modest and there is not a material uncertainty as to the ability of the Scheme to continue as a going concern for the foreseeable future and the Trustee therefore believes it remains appropriate to prepare the Financial Statements on a going concern basis.

2. IDENTIFICATION OF THE FINANCIAL STATEMENTS

The Scheme is established as a trust under English law. The address for enquiries to the Scheme is c/o XPS Administration Limited, Queen's Quay, 33-35 Queen Square, Bristol BS1 4LU.

Email leps@xpsgroup.com.

3. 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.

LEONARDO ELECTRONICS PENSION SCHEME

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 5 April 2021

3. ACCOUNTING POLICIES (continued)

(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.

(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.

Annuities in the name of the Scheme have been valued by the Scheme Actuary at the present value of the related obligation, determined using the most recent Scheme Funding valuation assumptions updated for market conditions at the reporting 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) Critical accounting estimates and judgements

The preparation of the financial statements requires the Trustee to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates. The Trustee confirms that no judgements have had a significant effect on amounts recognised in the financial statements, but note estimation uncertainty in the valuation of annuity policies, as disclosed in Note 15.

LEONARDO ELECTRONICS PENSION SCHEME

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 5 April 2021

3. ACCOUNTING POLICIES (continued)

(h) Currency

The Scheme's functional and presentation currency is Pound Sterling (GBP). Monetary amounts in these financial statements are rounded to the nearest £'000.

4. CONTRIBUTIONS

	Defined Benefit Section £'000s	2021 Defined Contribution Section £'000s	Total £'000s
Employer contributions			
Normal	13,999	422	14,421
SMART	8,171	-	8,171
	<u>22,170</u>	<u>422</u>	<u>22,592</u>
Employee contributions			
Normal	95	-	95
Additional voluntary*	-	2,799	2,799
Special**	562	-	562
	<u>657</u>	<u>2,799</u>	<u>3,456</u>
	<u>22,827</u>	<u>3,221</u>	<u>26,048</u>
		2020	
Employer contributions			
Normal	14,832	435	15,267
SMART	8,490	-	8,490
	<u>23,322</u>	<u>435</u>	<u>23,757</u>
Employee contributions			
Normal	106	-	106
Additional voluntary*	-	2,577	2,577
Special**	644	-	644
	<u>750</u>	<u>2,577</u>	<u>3,327</u>
	<u>24,072</u>	<u>3,012</u>	<u>27,084</u>

* Members of all sections can pay additional voluntary contributions (AVCs) to Mobius Life 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.

** 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. 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.

LEONARDO ELECTRONICS PENSION SCHEME

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 5 April 2021

5. OTHER INCOME

	Defined Benefit Section £'000s	2021 Defined Contribution Section £'000s	Total £'000s
Claims on term insurance policies	1,189	-	1,189
		2020	
Claims on term insurance policies	224	-	224

6. BENEFITS PAID OR PAYABLE

	Defined Benefit Section £'000s	2021 Defined Contribution Section £'000s	Total £'000s
Pensions	7,199	-	7,199
Commutation of pensions and lump sum retirement benefits	6,197	37	6,234
Purchase of annuities	216	-	216
Lump sum death benefits	2,067	-	2,067
	15,679	37	15,716
		2020	
Pensions	6,007	-	6,007
Commutation of pensions and lump sum retirement benefits	5,745	185	5,930
Purchase of annuities	93	-	93
Lump sum death benefits	247	-	247
Refunds of contributions on death	43	-	43
Taxation where lifetime or annual allowance exceeded	50	-	50
	12,185	185	12,370

7. PAYMENTS TO AND ON ACCOUNT OF LEAVERS

	Defined Benefit Section £'000s	2021 Defined Contribution Section £'000s	Total £'000s
Individual transfers out to other schemes	2,902	323	3,225
		2020	
Individual transfers out to other schemes	5,248	505	5,753

LEONARDO ELECTRONICS PENSION SCHEME

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 5 April 2021

8. OTHER PAYMENTS

	Defined Benefit Section £'000s	2021 Defined Contribution Section £'000s	Total £'000s
Premiums on term insurance policies	501	-	501

		2020	
Premiums on term insurance policies	458	-	458

Other payments represent premiums paid to Zurich Assurance Limited who have underwritten the Scheme's death in service benefits during the year.

9. ADMINISTRATIVE EXPENSES

	Defined Benefit Section £'000s	2021 Defined Contribution Section £'000s	Total £'000s
Administration	534	-	534
Actuarial fees	371	-	371
Legal fees	-	-	-
Investment advice	34	-	34
Audit fees	18	-	18
PPF levy	121	-	121
Other fees	49	-	49
	1,127	-	1,127

		2020	
Administration	554	-	554
Actuarial fees	317	-	317
Legal fees	166	-	166
Investment advice	237	-	237
Audit fees	17	-	17
PPF levy	58	-	58
Other fees	43	-	43
	1,392	-	1,392

LEONARDO ELECTRONICS PENSION SCHEME

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 5 April 2021

10. INVESTMENT INCOME

	Defined Benefit Section £'000s	2021 Defined Contribution Section £'000s	Total £'000s
Income from bonds	4,319	-	4,319
Income from pooled investment vehicles	5,048	-	5,048
Interest on cash deposits	(22)	-	(22)
Gains/(losses) on foreign exchange	(427)	-	(427)
Income from derivatives / swaps	2,620	-	2,620
Annuity income	5,825	-	5,825
	<u>17,363</u>	<u>-</u>	<u>17,363</u>

		2020	
Income from bonds	5,153	-	5,153
Income from pooled investment vehicles	6,250	-	6,250
Interest on cash deposits	(11)	-	(11)
Gains/(losses) on foreign exchange	535	-	535
Income from derivatives / swaps	1,455	-	1,455
	<u>13,382</u>	<u>-</u>	<u>13,382</u>

11. INVESTMENT MANAGEMENT EXPENSES

	Defined Benefit Section £'000s	2021 Defined Contribution Section £'000s	Total £'000s
Administration, management & custody	1,290	-	1,290
Investment fee rebate	(168)	-	(168)
	<u>1,122</u>	<u>-</u>	<u>1,122</u>

		2020	
Administration, management & custody	1,507	-	1,507
Investment fee rebate	(221)	-	(221)
	<u>1,286</u>	<u>-</u>	<u>1,286</u>

LEONARDO ELECTRONICS PENSION SCHEME

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 5 April 2021

12. RECONCILIATION OF INVESTMENTS

	Value at 5.4.2020	Purchases at cost & derivative payments	Sales proceeds & derivative receipts	Change in market value	Value at 5.4.2021
	£'000s	£'000s	£'000s	£'000s	£'000s
Defined Benefit Section					
Bonds	456,830	460,123	(463,128)	(15,469)	438,356
Pooled investment vehicles	400,307	396,151	(332,635)	101,984	565,807
Derivatives	39,688	63,455	(79,946)	(22,008)	1,189
Insurance policies	174,940	-	-	(21,860)	153,080
	1,071,765	919,729	(875,709)	42,647	1,158,432
Cash deposits	28,572			-	7,409
Other investment balances	2,003			-	922
	1,102,340			42,647	1,166,763

Defined Contribution Section

Pooled investment vehicles	21,547	5,643	(4,615)	4,723	27,298
Cash in transit	-				1
	21,547				27,299

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 £'000s	Commission £'000s	Stamp duty and taxes £'000s	2021 Total £'000s	2020 Total £'000s
Pooled investment vehicles	6	-	-	6	-
2020	1	7	-	-	8

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.

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.

LEONARDO ELECTRONICS PENSION SCHEME

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 5 April 2021

12. RECONCILIATION OF INVESTMENTS (continued)

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:

	2021 £'000s	2020 £'000s
Members	27,298	21,547
Trustee	-	-
	<u>27,298</u>	<u>21,547</u>

13. POOLED INVESTMENT VEHICLES

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

	2021 £'000s	2020 £'000s
Defined Benefit Section		
Equity	279,932	203,789
Bonds	157,393	55,172
Property	31,479	32,596
Cash	9,613	11,957
Alternative	87,390	96,793
	<u>565,807</u>	<u>400,307</u>
Defined Contribution Section		
Equity	1,817	1,094
Bonds	288	220
Cash	586	748
Growth	21,405	16,970
Retirement protection	2,910	2,237
Annuity protection	292	278
	<u>27,298</u>	<u>21,547</u>

14. 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.

Futures – the Trustee did not want cash held to be “out of the market” and therefore bought exchange traded index based futures contracts which had an underlying economic value broadly equivalent to cash held.

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.

LEONARDO ELECTRONICS PENSION SCHEME

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 5 April 2021

14. DERIVATIVES (continued)

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 these overseas investments to the targeted level.

At the year end the Scheme held the following derivatives:

	2021 Asset £'000s	2021 Liability £'000s	2020 Asset £'000s	2020 Liability £'000s
Swaps	2,230,234	(2,240,437)	229,961	(180,970)
Options	27,892	(18,515)	-	(3,023)
Forward foreign exchange contracts	2,387	(372)	10,895	(17,175)
	<u>2,260,513</u>	<u>(2,259,324)</u>	<u>240,856</u>	<u>(201,168)</u>
	<u>1,189</u>		<u>39,688</u>	

Swaps

Nature	Expiration	Notional principal £'000	Asset £'000s	Liability £'000s
Interest rate swaps (OTC)	2021-2060	1,880,110	2,220,602	(2,220,800)
Inflation swaps (OTC)	2023-2055	307,256	4,916	(12,127)
Total return swaps	2020-2023	140,919	4,716	(7,510)
Total 2021			<u>2,230,234</u>	<u>(2,240,437)</u>

Included in bonds is collateral of £19.3m (2020: £16.2m) which has been pledged to the counterparty.

At the year end the Scheme held £14.7m (2020: £55.8m) of collateral belonging to the counterparty. This collateral is not reported within the Scheme’s net assets.

Options

Type	Expiration	Underlying Investment	No of outstanding contracts	Asset £'000s	Liability £'000s
Call	2021-2022	SPX Index	10	19,270	(11,080)
Call	2021	NKY Index	2	1,267	(881)
Call	2021-2022	SX5E Index	6	5,926	(3,265)
Call	2022	UKX Index	2	1,358	(442)
Put	2021-2022	SPX Index	7	71	(1,729)
Put	2021	NKY Index	1	-	(82)
Put	2021-2022	SX5E Index	3	-	(746)
Put	2022	UKX Index	1	-	(290)
Total 2021				<u>27,892</u>	<u>(18,515)</u>

LEONARDO ELECTRONICS PENSION SCHEME

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 5 April 2021

14. DERIVATIVES (continued)

Forward Foreign Exchange

Contract	Settlement Date	Currency bought	Currency sold	Asset £'000s	Liability £'000s
Forward OTC	Under 1 month	£1,009,097	¥152,370,000	13	-
Forward OTC	Under 1 month	£3,242,723	\$4,509,700	-	(1)
Forward OTC	Under 1 month	£784,433	€906,300	14	-
Forward OTC	Under 1 month	£4,449,391	\$6,208,600	-	(17)
Forward OTC	Under 1 month	£628,533	¥93,550,000	17	-
Forward OTC	Under 1 month	€41,700	£36,105	-	(1)
Forward OTC	Under 1 month	£179,712	¥26,980,000	3	-
Forward OTC	Under 1 month	\$6,821,200	£4,825,482	81	-
Forward OTC	Under 1 month	€582,500	£503,768	-	(9)
Forward OTC	Under 1 month	\$6,116,300	£4,352,216	47	-
Forward OTC	Under 1 month	£1,766,780	¥260,780,000	63	-
Forward OTC	Under 1 month	€936,900	£817,007	-	(18)
Forward OTC	Under 1 month	\$7,189,000	£5,187,696	-	(16)
Forward OTC	Under 1 month	\$4,328,100	£3,124,481	-	(11)
Forward OTC	Under 1 month	€926,900	£813,143	-	(25)
Forward OTC	Under 1 month	\$15,198,800	£10,975,147	-	(43)
Forward OTC	Under 1 month	\$12,329,600	£8,969,245	-	(100)
Forward OTC	Under 1 month	€1,575,000	£1,395,406	-	(57)
Forward OTC	Under 1 month	¥172,840,000	£1,202,767	-	(74)
Forward OTC	Under 1 month	£6,532,434	\$8,974,500	77	-
Forward OTC	Under 1 month	£5,425,535	\$7,438,300	76	-
Forward OTC	Under 1 month	£10,081,717	€11,371,200	418	-
Forward OTC	Under 1 month	£7,942,206	¥1,128,540,000	569	-
Forward OTC	Under 1 month	£83,095,760	\$114,117,900	1,009	-
Total 2021				<u>2,387</u>	<u>(372)</u>

15. INSURANCE POLICIES

	2021 £'000s	2020 £'000s
The Scheme held insurance policies at the year end as follows:		
Annuity policy with Just Retirement	<u>153,080</u>	<u>174,940</u>

For accounting purposes, the policy has been valued at the year end by the Scheme Actuary at the amount of the related obligation, determined using the most recent Scheme Funding valuation assumptions updated for market conditions at the reporting date. Key assumptions were an average discount rate of 1.5% pa (2020: 0.9% pa) and average RPI-linked pension increase rates of 3.6% pa for pre-6 April 2006 pensions and 2.4% pa for post-5 April 2006 pensions (2020: 3.2% and 2.5% pa).

16. OTHER INVESTMENT BALANCES

	2021 £'000s	2020 £'000s
Amounts due from broker	41	978
Dividends and interest receivable	881	1,025
	<u>922</u>	<u>2,003</u>

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 5 April 2021

18. INVESTMENT RISK DISCLOSURES

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 of 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 £438.4m in directly held bonds (2020: £456.8m), £1.2m in OTC derivatives (2020: £39.7m) and £7.5m in directly held cash balances (2020: £29.6m). The Scheme also holds £167m in bonds and cash through underlying pooled fund investments (2020: £67.1m).

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.

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.

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

Credit risk also arises on the insurance policy that is held with a regulated insurance company.

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

LEONARDO ELECTRONICS PENSION SCHEME

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 5 April 2021

18. INVESTMENT RISK DISCLOSURES (continued)

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 Growth Assets.

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 Growth Assets 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.

A summary of pooled investment vehicles by type of arrangement is as follows:

Type of arrangement	2021 £'000s	2020 £'000s
Closed Ended Fund of Hedge Funds	12,020	13,291
Investment company with variable capital (ICVC)	33,521	19,835
Limited Liability Company	30,258	51,537
Limited Partnership	3,745	1,547
Open ended investment company (OEIC)	148,096	69,061
Exchange Traded Fund	36,225	26,820
Unit Trust	36,402	39,077
Open Ended Unit Trust	4	7,321
Investment company with variable capital (SICAV)	14,528	26,006
Mutual Fund	<u>251,008</u>	<u>145,812</u>
	565,807	400,307

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, 11.4% of the Scheme's holdings were exposed to overseas currencies as at year-end (2020: 10.1%).

LEONARDO ELECTRONICS PENSION SCHEME

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 5 April 2021

18. INVESTMENT RISK DISCLOSURES (continued)

Interest rate risk

Some of the Scheme's Growth Assets will be subject to interest rate risk. The Scheme's Liability Hedging Assets will be affected by changes in interest rate in a way that largely offsets the impact of changing interest rates on the Scheme's liabilities, and therefore act as a liability hedge. 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:

	2021 £'000s	2020 £'000s
Direct		
Bonds	438,356	456,830
Swaps	(10,204)	48,990
Indirect		
Bond PIVs	157,393	55,173
Cash PIVs	9,613	11,957

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:

	2021 £'000s	2020 £'000s
Direct		
Equity Options	8,376	-
S&P Options	1,002	(3,023)
Indirect		
Bond PIVs	157,393	55,173
Cash PIVs	9,613	11,957
Equity PIVs	279,932	203,789
Property PIVs	31,479	32,596
Alternative PIVs	87,390	96,793

19. CONCENTRATION OF INVESTMENTS

The following investments represented over 5% of the net assets of the Scheme in the current or previous year:

	2021		2020	
	£'000s	%	£'000s	%
BNY (River & Mercantile) Global Equity Fund	238,229	19.9	127,747	11.5
R&M Interest Rate Swaps	-	-	77,971	7.0
R&M 3.5% Gilt 2068	-	-	60,576	5.4
R&M 0.5% Gilt 2050	63,583	5.3	-	-
R&M 1.5% IL Gilt 2055	-	-	119,349	10.6
Insight Buy & Maintain Bond Fund 2031-2035	81,291	6.8	-	-
Just Retirement buy in policy	153,080	12.8	174,940	15.6

LEONARDO ELECTRONICS PENSION SCHEME

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 5 April 2021

20. CURRENT ASSETS

	Defined Benefit Section £'000s	2021 Defined Contribution Section £'000s	Total £'000s
Bank balance	2,192	359	2,551
Tax recoverable	36	-	36
Life assurance paid in advance	370	-	370
	<u>2,598</u>	<u>359</u>	<u>2,957</u>
		2020	
Bank balance	2,175	313	2,488
Tax recoverable	54	-	54
Life assurance paid in advance	16	-	16
	<u>2,245</u>	<u>313</u>	<u>2,558</u>

Included in the DC Section bank balance is £Nil (2020: £Nil) which is not allocated to members.

21. CURRENT LIABILITIES

	Defined Benefit Section £'000s	2021 Defined Contribution Section £'000s	Total £'000s
Accrued expenses	712	-	712
Unpaid benefits	738	-	738
Tax payable	103	-	103
	<u>1,553</u>	<u>-</u>	<u>1,553</u>
		2020	
Accrued expenses	743	-	743
Unpaid benefits	423	-	423
Tax payable	92	-	92
	<u>1,258</u>	<u>-</u>	<u>1,258</u>

22. EMPLOYER RELATED INVESTMENTS

There were no employer related investments within the meaning of Section 40(2) of the Pensions Act 1995.

23. CONTINGENT LIABILITIES

A data verification exercise is currently on-going in connection with the Buy-In with Just Retirement Limited (as described above in Note 15) which may result in additional premium or refund due to/from Just Retirement Limited. The value cannot be reliably measured at the date of this Report, but it is unlikely to be material. There were no contingent liabilities as at 5 April 2021.

LEONARDO ELECTRONICS PENSION SCHEME

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 5 April 2021

24. RELATED PARTIES

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

Five 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 UK Ltd which is the Principal Employer. Costs of the governance service are agreed with Leonardo UK Ltd and are met by the Scheme. For 2020/21, these costs amounted to £160,000 (2019/20: £160,000).

At the year end £36,242 was due to the Scheme from the Employer in respect of VAT reclaimed by the Employer on Scheme Administration expenses. (2020: £54,464).

Trustee Directors who are pensioner members of a Leonardo group pension scheme receive remuneration from Leonardo UK Ltd for governance services. Trustee remuneration for the 2020/21 Scheme Year totalled £36,653 (2019/20: £29,735).

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

25. CAPITAL COMMITMENTS

There were no outstanding capital commitments as at 5 April 2021 (2020: Nil).

26. TAXATION

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

27. GMP EQUALISATION

On 26 October 2018, the High Court handed down a judgment involving the Lloyds Banking Group's defined benefit pension schemes. The judgment concluded the schemes should be amended to equalise pension benefits for men and women in relation to guaranteed minimum pension benefits. The issues determined by the judgment arise in relation to many other defined benefit pension schemes. The issue will not affect the Scheme, as the Scheme does not provide any guaranteed minimum pension benefits.

LEONARDO ELECTRONICS PENSION SCHEME

INDEPENDENT AUDITOR'S STATEMENT ABOUT CONTRIBUTIONS TO THE TRUSTEE OF THE LEONARDO ELETRONICS PENSION SCHEME

Statement about contributions payable under the Schedules of Contributions

We have examined the summary of contributions payable to the Leonardo Electronics Pension Scheme on page 43, in respect of the Scheme year ended 5 April 2021, to which this statement is attached.

In our opinion the contributions for the Scheme year ended 5 April 2021 as reported in the attached summary of contributions on page 43 and payable under the Schedules of Contributions have in all material respects been paid at least in accordance with the Schedules of Contributions certified by the Actuary on 22 December 2017 and 18 December 2020.

Scope of work on statement about contributions

Our examination involves obtaining evidence sufficient to give reasonable assurance that contributions reported on page 43 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 the Trustee and the Auditor

As explained more fully on page 20 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 Schedules 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.

Signed: RSM UK Audit LLP

RSM UK Audit LLP

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

Date: 14 September 2021

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:

	£'000s
Employer normal contributions	14,421
Employer additional contributions	8,171
Employee normal contributions	<u>657</u>
Total contributions paid	<u>23,249</u>
Reconciliation to the financial statements:	
Contributions paid under the Schedules of Contributions	23,249
Members' Additional Voluntary Contributions	<u>2,799</u>
Contributions receivable per the financial statements	<u><u>26,048</u></u>

This summary was approved by the Trustee on 14 September 2021.

Signed on behalf of the Trustee

Signed: B Walsh

Name: Bernard Walsh

Trustee Director, Leonardo Electronics Pension Scheme (Trustee) Ltd

Signed: S Wallace

Name: Scott Wallace

Trustee Director, Leonardo Electronics Pension Scheme (Trustee) Ltd

LEONARDO ELECTRONICS PENSION SCHEME

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

This statement covers the period from 6 April 2020 to 5 April 2021.

Investment strategy

The Trustee has in place a 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 July 2018 when the benchmark allocation within the Retirement Focus fund was adjusted. This fund is used as the final phase of the default switching process in the three years leading up to the Target Retirement Age and was changed to reflect the way members on average are drawing their retirement benefits. The performance of the funds underlying the default investment strategy is formally reviewed quarterly as part of the quarterly investment reporting to the Trustee provided by the Scheme's Investment Manager. The last review was carried out on 09 June 2021 for the period ending 31 March 2021, The DC strategy was reviewed and no changes were considered necessary. The next performance review as at 30 June 2021 is due to be considered at the September 2021 DC investment committee meeting.

You can find the DC SIP at www.lepensions.co.uk/compliance/.

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 Trustee meetings. Service standards have been met or exceeded during the year. Where areas for improvement have been identified, these have been addressed expediently and discussed at length with the relevant service provider.

The service standard provides for contributions to be invested in member Retirement Accounts no later than required by regulatory guidance. Over the year, XPS Administration Limited (the Scheme administrator) achieved this comfortably with contributions invested between 4 and 7 working days after final amounts have been received. XPS have robust monitoring and reporting mechanisms in place and monitor compliance with each service standard. Detailed reporting on each service standard is provided on a quarterly basis to the Trustee.

For members claiming benefits, service standards have been agreed typically of between 5 and 10 working days, depending on the type of transaction. During the year, XPS Administration Limited completed 90.41% of the reported tasks within the standards.

The Trustee is satisfied that core financial transactions were processed promptly and accurately.

LEONARDO ELECTRONICS PENSION SCHEME

Charges and transaction costs

Member charges differ between the investment funds that are available. The charges applicable to the funds underlying the default lifestyle strategy and the 'pick & mix' options available on a self-select basis as at 31 March 2021 are set out in the table below:

Default Lifestyle Funds	Long Term Growth	0.48%
	Stable Growth Fund	0.50%
	Cautious Growth Fund	0.46%
	Retirement Focus Fund (Default)	0.38%
Self-Select Funds	Retirement Focus Fund (Invest into Retirement)	0.38%
	Retirement Focus Fund (Income for Life)	0.28%
	Retirement Focus Fund (Take Your Pot as Cash)	0.33%
	Global Equity Fund	0.18%
	Corporate Bond Fund	0.14%
	Fixed Annuity Focus Fund	0.15%
	Inflation-Linked Annuity Focus Fund	0.15%
	Cash Fund	0.15%
ESG Fund ⁴	0.30%	

Source: Mobius Life, R&M Calculations as at July 2021

(*) TER: Total Expense Ratio

Transaction costs incurred by members are complex and are associated with different member, Trustee or manager actions. They can be split into three areas:

1. **Transaction costs incurred by members as part of changes in the fund range**

There have been no changes to the fund range at a member level (e.g. replacing Long Term Growth with another blend at a strategic level) for the period under review. Therefore, those members self-selecting their investment options would not have incurred any transaction costs as a result of changes in the fund range over the year.

Within the Lifestyle option there are four blended funds, each with varying allocations to underlying managers and securities. The fiduciary manager alters these underlying allocations with a view to generating fund returns and managing risk, ensuring each fund performs in line with its objective. These changes can be subject to transaction costs, primarily through dealing costs associated with the buying and selling of funds and securities.

These costs are reflected as part of the transaction cost details set out under "3. Frictional Costs" below.

2. **Transaction costs incurred by members buying and selling funds as part of a lifestyle**

A member in the default lifestyle is required to buy and sell assets when automatically switching between funds within the lifestyle. We estimate that over a member's life, the cost of entering the lifestyle, switching between funds and subsequently redeeming assets upon retirement for each £1 of income invested in the Long Term Growth Fund is c. 0.15% (or 0.15p) in a worst case scenario. This equates to an average of 0.004% per annum, as at 31 March 2021.

A breakdown of the cost estimate on a worst case basis is provided in the table below. The calculations do not take account of netting trades within the funds (e.g. cancelling out selling common underlying funds between the blends). It also assumes that a member pays a cost of "bid price – mid price" for any sale of assets and "mid price – offer price" for any purchase of assets (hence the "worst case scenario").

Members will experience varying levels of cost depending on their position within the lifestyle. Actively contributing members would have experienced at least one source of transition cost on the contributions they made over the year. Deferred members may or may not have experienced transition costs of this nature, depending on if they phased between funds or not. These costs will continue in the future at a level expected to be similar to what is shown in the table below.

LEONARDO ELECTRONICS PENSION SCHEME

Lifestyling is carried out automatically for members who are invested in the default lifestyle. Market conditions are considered in the context of deciding on the composition of the funds in the lifestyle, but not when automatically phasing members between funds. The funds are established and governed in a way which is cognisant of market conditions, therefore it is not necessary (or practical) to consider market conditions for each member each month when lifestyling.

The funds are priced on a "single swinging basis", meaning they may be priced at bid or offer on any day, depending on the net cashflow (from all investors in/out of the fund) that day. Therefore, in practice, the cost incurred is unlikely to be the full amount below and may even provide an uplift, should fund prices swing favourably. Members will also experience varying levels of costs depending on their position within the lifestyle. Therefore, it is not practical to split out the actual costs incurred by each member.

Movement between funds	Worst case cost
Buy Long Term Growth	0.03%
Long Term Growth to Stable Growth	0.04%
Stable Growth to Cautious Growth	0.04%
Cautious Growth to Retirement Focus	0.03%
Sell Retirement Focus	0.01%
Total	0.15%
Total p.a.	Less than 0.01%

Source: Underlying fund managers. R&M Solutions' calculations as at July 2021.

Assumptions:

- (1) members join the Scheme 40 years from retirement
- (2) price swings are all unfavourable to members
- (3) no netting of trades occurs

3. 'Frictional costs' incurred by members due to internally buying and selling underlying assets (e.g. stocks or bonds)

As part of day-to-day trading activities, the funds may incur "frictional costs". Frictional costs are categorised as explicit costs and implicit costs. Explicit costs are directly observable and in most cases managers are in a position to report them. Examples of explicit costs include broker fees, transaction taxes and custody fees. Implicit costs cannot be observed in the same way but do have an impact on fund performance. Examples of implicit costs include bid-offer spreads and market impact.

These costs would be incurred every time a fund manager makes a trade within that fund and are intended to improve investment returns, reduce risk, or contribute to the smooth running of a fund. Some costs will be cognisant of market conditions (e.g. some active investment decisions), and some costs are in respect of decisions not linked to market conditions.

LEONARDO ELECTRONICS PENSION SCHEME

The table below sets out the total transaction costs for each fund within the default and self-select range covering the period 06/04/2018 to 05/04/2021.

	Fund	LEPS
Default Lifestyle Funds	Long Term Growth	0.041%
	Stable Growth Fund	0.106%
	Cautious Growth Fund	0.057%
	Retirement Focus Fund (Default)	0.025%
Self-Select Funds	Retirement Focus Fund (Invest into Retirement)	0.033% ¹
	Retirement Focus Fund (Income for Life)	N/A ²
	Retirement Focus Fund (Take Your Pot as Cash)	N/A
	Global Equity Fund	0.053%
	Corporate Bond Fund	-0.063%
	Fixed Annuity Focus Fund	0.011%
	Inflation-Linked Annuity Focus Fund	0.027%
	Cash Fund	-0.057%
ESG Fund ¹	-0.001% ⁴	

Source: Old Mutual Wealth from 6 April 2018 to 30 January 2019. Mobius Life from 31 January 2019 to 5 April 2021. Underlying fund managers. R&M calculations as at July 2021.

The Appendix to this report provides illustrative examples of the cumulative effect over time of the application of charges and costs on the value of a member's pension pot.

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 regards value for members as a high priority and reviews it 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 advisors and then an independent assessment through a third party adviser at least every three years.

1. Value for members – self-assessment

The most recent self-assessment was conducted in July 2021 and 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 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 0.48% for the default funds, the Scheme represents value for its members as it offers 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.

¹ The ESG Fund was introduced in Q2 2020

LEONARDO ELECTRONICS PENSION SCHEME

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

2. Value for members – independent assessment

An independent assessment of value for members was conducted by Lane Clark and Peacock in August 2020. The report assessed all areas of the Scheme as “good” or “very good”, with governance and communications receiving particularly high ratings. The only suggestion for improvement was to consider the cost of advice and governance within the investment charges. The Trustee is reviewing this suggestion and will implement any resulting actions.

The Trustee will conduct a further independent review no later than 2023 to assess the impact of any changes and other best practice developments.

Knowledge and understanding

The Trustee Directors have sufficient knowledge and understanding of the law relating to pensions and trusts, and sufficient understanding of the relevant principles relating to the funding and investment of occupational pension schemes. 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. The Trustee Directors’ combined knowledge and understanding, together with available advice, enables them to properly exercise their functions.

New Trustees 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, and 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, and this always includes a session on Trustee effectiveness. Other training opportunities are selected on the basis of the individual needs of each Trustee Director. During the year, all eight Trustee directors achieved the 14 hours objective, completing an average level of 21.9 hours per Trustee Director. During 2021, online training opportunities have been more widely available and all Trustee Directors have been encouraged to participate in a range of training webinars.

Trustee Directors review their own knowledge and understanding against the Pensions Regulator’s guidance at least annually and are supported by the Secretary in selecting suitable training opportunities. Individual training requirements are addressed through a combination of internal and external training and 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.

Signed: B Walsh

BERNARD WALSH

Chair of the Trustee

Date: 14 September 2021

LEONARDO ELECTRONICS PENSION SCHEME

Appendix: Projected pension pots, in today's terms

The tables below provide illustrative examples of the cumulative effect over time of the application of charges and costs on the value of a member's pension pot. This has been prepared taking account of all relevant statutory guidance.

The examples outline the effects of charges and transaction costs (as described in the Governance Statement) across the fund range and over different time periods (in years).

The tables show the projected 'Gross' fund and then fund 'Net' of all charges, lifestyling costs and buy/sell costs as appropriate. The projections are based on assumptions which can be found after the projection tables.

Projected pension pot for the Default investment strategy:

Years	Default strategy	
	Gross	Net
1	£2,500	£2,500
3	£7,300	£7,200
5	£12,400	£12,200
10	£27,000	£26,300
15	£43,800	£42,100
20	£62,900	£59,400
25	£84,900	£78,900
30	£108,900	£99,800
35	£134,700	£121,900
40	£160,200	£143,300

Projected pension pot for the Blend funds:

Years	Long Term Growth Fund		Stable Growth Fund		Cautious Growth Fund		Retirement Focus Fund (Default)	
	Gross	Net	Gross	Net	Gross	Net	Gross	Net
1	£2,500	£2,500	£2,500	£2,400	£2,400	£2,400	£2,400	£2,400
3	£7,300	£7,200	£7,200	£7,100	£7,100	£7,100	£7,000	£6,900
5	£12,400	£12,200	£12,300	£12,100	£12,100	£11,900	£11,700	£11,500
10	£27,000	£26,300	£26,300	£25,600	£25,700	£25,000	£23,900	£23,400
15	£44,300	£42,600	£42,700	£40,800	£41,100	£39,600	£36,800	£35,800
20	£64,800	£61,500	£61,600	£58,000	£58,600	£55,700	£50,600	£48,700
25	£88,900	£83,200	£83,500	£77,400	£78,400	£73,500	£65,300	£62,300
30	£117,300	£108,200	£108,600	£99,100	£100,700	£93,200	£80,900	£76,400
35	£150,500	£136,900	£137,500	£123,500	£125,700	£114,900	£97,400	£91,200
40	£189,400	£169,700	£170,500	£150,700	£153,900	£138,800	£114,900	£106,700

LEONARDO ELECTRONICS PENSION SCHEME

Projected pension pot for self-select funds:

Years	Global Equity Fund		Corporate Bond Fund		Cash Fund	
	Gross	Net	Gross	Net	Gross	Net
1	£2,500	£2,500	£2,400	£2,400	£2,400	£2,400
3	£7,300	£7,300	£6,900	£6,900	£6,800	£6,800
5	£12,600	£12,600	£11,300	£11,300	£11,200	£11,200
10	£27,800	£27,700	£22,600	£22,500	£22,200	£22,100
15	£46,400	£46,000	£34,000	£33,700	£33,100	£32,900
20	£68,900	£68,200	£45,600	£45,000	£44,000	£43,600
25	£96,100	£94,900	£57,400	£56,400	£54,900	£54,300
30	£128,900	£127,000	£69,400	£68,000	£65,800	£65,000
35	£168,300	£165,300	£81,700	£79,800	£76,800	£75,700
40	£215,500	£211,000	£94,200	£91,800	£87,900	£86,600

Years	Fixed Annuity Focus Fund		Inflation-Linked Annuity Focus Fund	
	Gross	Net	Gross	Net
1	£2,400	£2,400	£2,400	£2,400
3	£6,900	£6,800	£6,800	£6,800
5	£11,300	£11,300	£11,300	£11,200
10	£22,500	£22,300	£22,400	£22,200
15	£33,800	£33,400	£33,600	£33,100
20	£45,200	£44,500	£44,800	£44,100
25	£56,800	£55,700	£56,100	£55,000
30	£68,500	£67,000	£67,600	£66,000
35	£80,400	£78,500	£79,200	£77,100
40	£92,600	£90,100	£91,000	£88,300

Projected pension pot for funds focused on retirement (alternative lifestyle options):

Years	Retirement Focus Fund (Invest into Retirement)		Retirement Focus Fund (Income for Life)		Retirement Focus Fund (Take Your Pot as Cash)	
	Gross	Net	Gross	Net	Gross	Net
1	£2,400	£2,400	£2,400	£2,400	£2,400	£2,400
3	£7,100	£7,000	£6,800	£6,800	£6,900	£6,900
5	£11,900	£11,800	£11,200	£11,100	£11,300	£11,300
10	£24,800	£24,300	£22,200	£21,900	£22,600	£22,600
15	£39,100	£37,700	£33,100	£32,400	£34,000	£34,000
20	£54,700	£52,300	£44,000	£42,800	£45,600	£45,600
25	£71,900	£67,900	£54,900	£53,200	£57,400	£57,400
30	£90,700	£84,800	£65,800	£63,400	£69,400	£69,400
35	£111,400	£102,900	£76,800	£73,600	£81,700	£81,700
40	£133,900	£122,300	£87,900	£83,900	£94,200	£94,200

LEONARDO ELECTRONICS PENSION SCHEME

Assumptions for the projected pension pots:

- Values shown are estimates and are not guaranteed;
- Frictional transaction costs used are an average of those over the 24 months to 31 March 2021, which is the longest timeframe over which consistent data is available;
- Projected pension pot values are shown in today's terms, and do not need to be reduced further for the effect of future inflation;
- Assumes inflation of 2.5% per annum;
- Assumes charges in future years are equal to charges today (transaction costs are shown in the table above);
- Assumes a member is aged 25 years old now and stops contributing at age 65;
- Assumes an overall contribution rate of 9% of annual salary, the £ amount of which increases in line with assumed salary inflation;
- Assumes a member salary of £25,000 in Year 0, increasing at 1% per annum above inflation;
- The accumulation rates used, are set out below:

	Fund	Real accumulation rate per annum (gross of charges)
Default Lifestyle Funds	Long Term Growth	2.8%
	Stable Growth Fund	2.3%
	Cautious Growth Fund	1.8%
	Retirement Focus Fund (Default)	0.3%
Self-Select Funds	Retirement Focus Fund (Invest into Retirement)	-1.2%
	Retirement Focus Fund (Income for Life)	-1.2%
	Retirement Focus Fund (Take Your Pot as Cash)	-1.2%
	Global Equity Fund	3.4%
	Corporate Bond Fund	-0.8%
	Fixed Annuity Focus Fund	-0.9%
	Inflation-Linked Annuity Focus Fund	-0.9%
	Cash Fund	-1.2%
ESG Fund	2.1%	

Source: Mobius Life, R&M calculations as at May 2021

LEONARDO ELECTRONICS PENSION SCHEME

LEONARDO ELECTRONICS PENSION SCHEME IMPLEMENTATION STATEMENT

1. Introduction

The Trustee is required to make publicly available online a statement ("the Implementation Statement") covering the Leonardo Electronics Pension Scheme (the "Scheme") in relation to the Scheme's Statement of Investment Principles (the "SIP").

The SIP was amended once during the year ending 5 April 2021, and the changes made were predominantly for regulatory changes relating to ESG factors, corporate governance and voting, as well as reflecting the updated investment strategy with regard to investments into Cash Flow Matching Credit Assets and Active Structured Equity. This SIP came into force from 22 September 2020.

A copy of the current SIP signed and dated 22 September 2020 can be found here www.lepensions.co.uk/compliance

This first Implementation Statement covers the Scheme year from 6 April 2020 to 5 April 2021 (the "Scheme Year"), although the information on engagement and voting statistics relates to the period from 1 April 2020 to 31 March 2021. It sets out:

- How the Trustee's policies on exercising voting rights and engagement have been followed over the Scheme Year; and
- The voting by or on behalf of the Trustee during the Scheme Year, including the most significant votes cast and any use of a proxy voter during the Scheme Year.

A copy of this Implementation Statement is available on the following website: www.lepensions.co.uk/compliance

2. How the Trustee's policies have been followed over the Scheme Year

Voting rights and engagement

The Scheme's SIP sets out the Trustee's policies in relation to stewardship, corporate governance and Environmental, Social and Governance (ESG) factors.

The Trustee is ultimately responsible for the investment of the Scheme assets. Where it is required to make an investment decision, the Trustee always receives advice from the relevant advisers first and they believe that this ensures that they are appropriately familiar with the issues concerned. The Trustee also sets the investment strategy and general investment policy but has delegated the day-to-day investment of the Scheme's assets, within pre-defined constraints to professional investment managers.

The Trustee has appointed River and Mercantile Investments Limited ("R&M") as its Investment Manager using its Fiduciary Management service (and is referred to as the "Fiduciary Manager" in the Implementation Statement). R&M can appoint other investment managers in respect of underlying investments (referred to as "Underlying Investment Managers").

The Scheme invests in assets with voting rights attached. However, these investments are generally made via pooled investment funds with the Underlying Investment Managers where the Scheme's investments are pooled with other investors. Therefore, direct control of the process of engaging with the companies that issue the underlying securities, whether for corporate governance purposes or other financially material considerations, is delegated to those Underlying Investment Managers. The Fiduciary Manager appoints those Underlying Investment Managers. A copy of the SIP has been provided to the Fiduciary Manager and the Fiduciary Manager is expected to adopt that approach to corporate governance and to other financially material considerations when providing Fiduciary Management services and/or in selecting Underlying Investment Managers.

The Trustee requires that the Fiduciary Manager considers stewardship activity including voting and engagement, and Environmental, Social and Governance (ESG) factors including climate change when choosing new or monitoring existing Underlying Managers. The Trustee believes it is appropriate to delegate such decisions in order to achieve an integrated and joined up approach to ESG factors, voting and engagement. The Trustee has therefore not sought to influence voting behaviours and does not intend to change its position at this time.

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Over the Scheme Year, the Fiduciary Manager provided the Trustee with monitoring of the ESG characteristics of the portfolio and stewardship activity carried out by the Fiduciary Manager on a quarterly basis. The Trustee is satisfied with the Fiduciary Manager's activity in this area.

On behalf of the Trustee, monitoring of voting and engagement policy by Underlying Investment Managers in relation to the Scheme's investments was carried out by the Fiduciary Manager through regular investment and operational due diligence meetings with the Underlying Investment Managers. In addition, the Trustee, with the help of the Fiduciary Manager, monitors the performance of the Underlying Investment Managers against the agreed performance objectives at quarterly ISC meetings held during the Scheme Year.

Following activity during the Scheme Year and by preparing this Implementation Statement, the Trustee believes that it has acted in accordance with the Statement of Investment Principles over the Scheme Year.

Investment governance

The Trustee has governed the Scheme in line with the SIP.

The SIP sets out that the Trustee will hold regular Investment meetings each year – these meetings provide an opportunity for the Trustee to maintain sufficient involvement in the investment process to discharge its responsibilities appropriately and to demonstrate consultation with the Sponsoring Employer. These were held through this Scheme year.

The Investment meetings held during the Scheme year led to significant changes in the investment strategy. The most notable changes to the investment strategy during the Scheme year were introducing allocations to:

- Cash Flow Matching Credit: A portfolio of investment grade bonds which are held to maturity to deliver a series of known cashflows, in order to meet a proportion of the Scheme's future cashflow requirements (i.e. benefit outgo), and providing an additional return above that available from gilts.
- Active Structured Equity: A return-seeking strategy which uses the Scheme's gilt assets as collateral, and is combined with equity derivatives. The equity derivatives are structured to provide a level of protection in the event of a fall in equities.

3. Voting and Engagement Summary

The exercise of voting rights is delegated to the Fiduciary Manager and the Fiduciary Manager has in place a voting policy which sets out how it will aim to vote at a general meeting of a pooled fund. The Trustee made no changes to the voting and engagement policies contained in the SIP this Scheme Year but this will be kept under review in future years.

River and Mercantile Group, of which the Fiduciary Manager is a division, are a PRI signatory and were rated A+ by PRI in 2019 for their Strategy and Governance.

References to "ISS" relate to Institutional Shareholder Services, a proxy voting company used by the Underlying Investment Manager, BNYM.

The Trustee has considered the voting behaviour (provided in the Appendix) along with engagement activity that took place on their behalf during the Scheme Year within the growth asset portfolio, the active structured equity portfolio, and the liability hedging portfolio and is pleased to report that the Fiduciary Manager and the Underlying Investment Managers have demonstrated high levels of voting activity, challenges to management and active engagement on a range of relevant topics.

Specifically, the Trustee noted that:

- Each relevant manager demonstrated very high levels of voting rights being acted on.
- Challenge to management was demonstrated through votes by the Underlying Investment Managers against management.
- The general themes of engagement activity were in relation to environmental issues (climate strategy in particular), executive pay, board diversity and improving social outcomes.
- Within the BNYM Global Equity Fund, which makes up the majority of the Scheme's investments in return-seeking assets, the Trustee noted that BNYM prioritised engagement with each of their underlying holdings on the following areas: governance practices, executive compensation, sustainability including climate change, human capital management, and Diversity and Inclusion. An example would be their engagement with an S&P500 Real Estate Company. BNYM discussed the

LEONARDO ELECTRONICS PENSION SCHEME

company's diversity and inclusion efforts, as well as its ongoing compensation policy enhancements. In addition, they outlined the areas where they would like to see improvements going forward.

- For the largest mandate within the return-seeking credit assets, engagement on improving social outcomes was noted as a significant example. The manager engaged with a leading manufacturer and distributor of blood testing equipment. They worked with senior management to encourage the company to develop social targets in addition to its existing environmental focus and to increase product distribution to at risk/at-need populations globally through donations of refurbished equipment. The manager also worked with the company to understand the impact the COVID-19 crisis would have on its long-term business strategy. They viewed the company's ability to deliver these solutions and products globally as a positive for society that would also boost the company's credit profile.
- In relation to the liability hedging and active structured equity mandates, the Trustee noted that the choice of counterparty (both in terms of the counterparties chosen to be part of the available roster and the choice of which counterparty of these to use when entering into derivative transactions) is driven by a number of factors including credit ratings which take into account ESG factors, and ESG scores for counterparties are regularly monitored.

The Trustee is satisfied that the voting and engagement activity undertaken by the Fiduciary Manager and Underlying Investment Managers are in line with the Trustee's policies contained in the SIP and that no changes are required to these policies at this time. The Trustee will keep the position under review.

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Appendix – Voting statistics

1. Voting in relation to underlying pooled funds, on behalf of the Trustee

Most of the rights and voting relating to the Scheme's investments relate to underlying securities investment in through pooled funds managed by underlying investment managers – this is covered in part 2 below. However, the pooled funds themselves often confer certain rights around voting or policies. These rights are exercised by the Fiduciary Manager on behalf of the Trustee and we cover these here.

Over the year to 31 March 2021, The Fiduciary Manager voted on 206 resolutions across 52 meetings. The Fiduciary Manager voted against management on 10 resolutions which was 5% of total resolutions and abstained on 8 resolutions (4% of the total resolutions).

The RAMIL Investment Research team engaged with investment managers regarding their clients' pooled fund investment on approximately 800 occasions during the 12 months period. The engagement topics covered a range of areas including executive board composition, investment management processes, auditor tenure and fund costs.

2. Underlying Managers' voting on securities, on behalf of the Trustee

There are c. 30 Underlying Managers used by the Investment Manager. Set out below is the voting statistics for the most material equity holdings during the period that held voting rights, namely BNY Mellon Global Equity. Within other asset classes there are no voting rights. However, engagement activity is very important and so examples of engagement activity for the managers that represent 2.5% or more of the portfolio have also been reviewed by the Trustee.

Summary of voting activity – BNYM Global Equity Fund

	BNYM (River and Mercantile) Global Equity Fund
Total meetings eligible to vote	1,124
Total resolutions eligible to vote	14,052
% of resolutions did you vote on for which you were eligible?	98%
% did vote with management?	89%
% vote against management?	9%
% abstained	1%
% of resolutions, on which you did vote, did you vote contrary to the recommendation of your proxy adviser? (if applicable)	2%

- BNYM uses Institutional Shareholder Services, "ISS", for proxy voting services.
- The voting statistics provided may slightly differ depending on the exact composition the Scheme holds.

LEONARDO ELECTRONICS PENSION SCHEME

Most significant votes carried out by the Underlying Managers

BNYM Global Equity Fund

WALMART, INC.

BNYM voted for a shareholder proposal requesting that Walmart publish a report on the impact of single-use plastic bags. In terms of phasing out plastic bags, in BNYM's view Walmart does not lag its peers in the retail industry but lags its peers in the grocery sector. BNYM hold companies to a high environmental standard and believe this proposal will result in Walmart acknowledging the positive impact it can have through the elimination or reduction of single-use plastic bags.

THE PROCTER & GAMBLE COMPANY

BNYM believe that Procter & Gamble lags its peers in terms of deforestation commitments and policies that monitor supplier actions. The company has been accused of contributing to the destruction of forests that have high wildlife and climate change value. The lack of information presents potential competitive and reputational risks to the company. As a result, BNYM voted for a shareholder proposal requesting the company report on efforts to eliminate deforestation. BNYM will continue to engage with the company to ensure that the lack of reporting is adequately addressed.

RIO TINTO LIMITED

In May 2020, BNYM voted for a proposal approving emission targets for Rio Tinto. BNYM believe this resolution will provide shareholders with increased transparency, allowing them to understand how the company is addressing climate change and mitigating these risks.

KELLOGG COMPANY

In an effort to promote accountability, BNYM voted for a shareholder proposal in April 2020 to declassify Kellogg's board of directors. BNYM believe it is beneficial for directors to be elected each year. BNYM maintain that a board that is refreshed annually is often best equipped with fresh viewpoints and counsel.

VISA, INC.

BNYM voted against the election of a director to Visa's board as the individual was serving on five boards. Generally, if an individual serves on more than five boards, BNYM vote against electing them to an additional board. BNYM expect the board members they elect to focus on their current board memberships, which BNYM believe is difficult to accomplish beyond our threshold of five boards.

ORACLE CORPORATION

BNYM withheld their vote for a director because the nominee owns a large stake in the company and pledged what BNYM believe is a disproportionate number of shares against that stake. Stock pledging can have a negative impact on the company. Should market conditions deteriorate, sudden forced selling could create an inordinate amount of technical pressure on a company's stock.

LEONARDO ELECTRONICS PENSION SCHEME

LEONARDO ELECTRONICS 100+ SECTION RETIREMENT ACCOUNT PLAN ('SCHEME') IMPLEMENTATION STATEMENT

1. Introduction

The Trustee is required to make publicly available online a statement ("the Implementation Statement") covering Leonardo Electronics 100+ Section Retirement Account Plan ("the Scheme") in relation to the Scheme's Statement of Investment Principles (the "SIP").

This first Implementation Statement covers the Scheme Year from 6 April 2020 to 5 April 2021. It sets out:

- Details of any review of and/or changes made to the SIP;
- How, including the extent to which, the Scheme's SIP has been followed over the year;
- How, including the extent to which, the Trustee's policies on exercising voting rights and engagement have been followed over the year; and
- The voting by or on behalf of the Trustee, including the most significant votes cast and any use of a proxy.

A copy of this Implementation Statement is available on the following website: www.lepensions.co.uk/compliance

The Trustee believes that it has acted in accordance with and followed the policies set out in the SIP over the Scheme year.

2. Summary of changes to the SIP during the Scheme year

The Trustee reviewed the SIP during the year to 5 April 2021, with an updated version coming into effect during September 2020 following a consultation with the Sponsoring Employer. The SIP had last been updated in August 2019, so reviewing the SIP in 2020 fulfilled the commitment to review them at least every 3 years.

A copy of the current 100+ Section Retirement Account Plan SIP signed and dated 23 September 2020 can be found here www.lepensions.co.uk/compliance

The key updates reflected as part of these reviews were to develop further the Trustee's policy on corporate governance and stewardship. To help form these policies, the Trustee received training from its advisers covering responsible investment, the financial materiality of Environmental, Social and Governance ("ESG") factors and stewardship. The policies set out in the SIP were formed following subsequent discussion.

The Trustee has added policies to the Scheme's SIP to cover the following stewardship points:

- how the trustee incentivises managers to align their investment strategy with the Trustee's own;
- how they incentivise the manager to assess investee companies' medium to long-term financial and non-financial performance, and engage accordingly;
- how the method and time horizon for evaluating the manager's performance, and the basis of its remuneration, are aligned with the Trustee's other investment policies;
- how the Trustee monitors portfolio turnover costs incurred.
- the duration of their management arrangement

In the SIP a section on whether the Trustee takes non-financial matters into account was also added.

3. Implementation of the Trustee's policies during the Scheme year

The following wording sets out the actions taken by the Trustee over the year to 5 April 2021 in order to follow various policies within the SIP.

Investment governance

The Trustee has governed the Scheme in line with the SIP.

The Trustee has met four times over the year to discuss investment matters in relation to the 100+ Retirement Account Plan. This allowed the Trustee to make the important decisions on investment policy, while delegating the day-to-day aspects to the appointed Fiduciary Manager as appropriate. There have been no changes to the Scheme's investment governance policy over the Scheme year.

LEONARDO ELECTRONICS PENSION SCHEME

Over the Scheme year the Trustee received quarterly information on the performance of the investment strategy from the Fiduciary Manager. This information was formally reviewed by the Trustee and discussed with the Fiduciary Manager. During these discussions the Trustee ensured it was clear what the key portfolio activity was over the reporting period and the rationale for any portfolio changes, as well as the key contributors and detractors to investment performance over the period.

The quarterly investment governance reports the Trustee received from the Fiduciary Manager includes information on the default strategy's exposure to ESG, ethical and carbon risk factors. Based on this ongoing assessment the Trustee is comfortable with the default strategy's level of exposure to these risk factors.

The default arrangement's risk characteristics (volatility of returns) were within tolerances agreed with the Fiduciary Manager. The self-select funds, which comprise passively managed funds, effectively tracked their respective benchmarks gross of fees.

The Trustee is required to review the SIP at least every three years. This was undertaken in September 2020 with changes as described elsewhere in this Implementation Statement.

The Trustee is comfortable the investment strategy performed as expected during the Scheme year, given wider market conditions. In particular, the Scheme's default strategy protected from the worst of the equity market falls seen during the first quarter of 2020 in light of the coronavirus pandemic. During the volatile market conditions experienced in Q1 and Q2 2020 resulting from the Covid pandemic, the Trustee received regular updates from the Fiduciary Manager, covering market updates, changes made to the Scheme's asset allocation and portfolio performance.

Corporate Governance and Stewardship

The SIP sets out how the Trustee delegates responsibility around corporate governance and stewardship to the Fiduciary Manager. The Trustee believes that the specific policies set out in the SIP have been complied with this year based on the below.

The Fiduciary Manager manages assets directly on behalf of the Trustee as well as having delegated authority to appoint, monitor and change the Underlying investment managers. The Scheme's investments are generally made via pooled investment funds. As such, direct control of the process of engaging with the companies that issue these securities (whether equities, bonds, etc.) is delegated to the Underlying Investment Managers.

The Fiduciary Manager undertakes regular reviews of all Underlying Investment Managers.

Financially material factors including ESG and climate change

The Trustee attributes appropriate weight to ESG factors (and stewardship) when considering changes to the investment strategy and in appointing and reviewing investment managers. The Trustee's expectations for any current or future investment manager depends on the asset class involved, the degree of discretion given to the investment manager, and the time horizon over which the Trustee expects to hold the investment.

The SIP was updated in 2019 and 2020 to reflect new regulatory requirements relating to financially material factors (including ESG and climate change). This section considers the actions taken and decisions made in connection with those changes.

The Fiduciary Manager, who takes investment decisions on behalf of the Trustee, is expected to follow the Trustee's SIP in respect of financially material factors specifically ESG and climate change. The Trustee receives and reviews quarterly monitoring reports which include a matrix of ESG scores of the Scheme's portfolio and details of carbon emissions.

The Fiduciary Manager considers the impact of the ESG characteristics and climate change at a total portfolio level and implications for risk and return on investments.

When the Fiduciary Manager invests the Scheme's assets in equities, it typically uses a mandate where it can directly invest to take account of relevant factors such as ESG. For example, in its primary equity mandate with BNY Mellon, an Underlying Investment Manager, the Fiduciary Manager seeks to avoid investing in companies with poor or worsening ESG credentials, where ESG represents a risk to the value of the investment, and seeks to invest in those companies with good or improving ESG credentials, where ESG represents an opportunity for investment growth. As examples, the Fiduciary Manager excluded a United States Healthcare provider due to poor safety issues and excluded a European pharmaceutical firm over poor corporate governance. The Trustee is satisfied that the policies in its SIP are being adhered to.

LEONARDO ELECTRONICS PENSION SCHEME

Where the Fiduciary Manager selects Underlying Investment Managers where it cannot directly influence ESG factors, how an Underlying Investment Manager evaluates ESG factors and mitigates ESG risks forms an important part of its evaluation at both investment and operational due-diligence stages. This may lead to the exclusion of potential Underlying Investment Managers.

The Trustee undertook training sessions on ESG and climate change in 2020, which resulted in the implementation of a new ESG fund being added to the self-select fund range.

Monitoring

Over the year the Trustee monitored the performance of the underlying managers, and the strategy as a whole, on a quarterly basis. Particular attention was given to strategy performance during the volatile market conditions across Q1 and Q2 2020. The Trustee is satisfied the strategy performed as expected during this period in the context of the market conditions, through mitigating the worst of the wider market falls, especially for those members closest to retirement.

Risk management

This section of the SIP sets out how risks are monitored and managed within the Scheme. Many of these aspects are also covered in various other parts of the SIP and hence in this section there may be some repetition from other parts of the Implementation Statement. The Trustee is satisfied that risks are monitored in line with the SIP on the basis set out below.

The Trustee sets investment guidelines for the Fiduciary Manager which cover a range of risks to manage which are mitigated by minimum or maximum amounts of diversification, liquidity and counterparties. The Fiduciary Manager has operated within these restrictions throughout the Scheme Year. The Trustee has monitored the Fiduciary Manager against the investment guidelines on a quarterly basis through quarterly monitoring reports and is satisfied that the guidelines have been adhered to on the basis of those reports.

The default arrangement's risk characteristics (volatility of returns) were within tolerances agreed with the Fiduciary Manager. The self-select funds, which comprise passively managed funds, effectively tracked their respective benchmarks gross of fees.

The Trustee maintains a risk register that gives consideration to the risks detailed in the SIP. Risks are assessed using a "treat, tolerate, transfer, terminate" control framework.

In identifying and evaluating all risks, the Trustee assesses both impact and likelihood (among other items). Mitigation of all risks identified is considered and applied where appropriate as part of the process.

In addition, risk identification is a standing agenda item in all quarterly Trustee meetings.

Non-financially material factors

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

Default Investment Strategy and Self-select range

The Trustee's objectives for the Scheme are:

- To provide members with a robust default solution which makes available vehicles designed to focus on members' needs by:
 - Optimising the value of members' assets at retirement;
 - Maintaining the purchasing power of members' savings; and
 - Protecting the value of accumulated assets as members approach retirement.
- To provide members with a range of investment options to enable them to tailor their investment strategy to their own needs, should they not wish to partake in the default solution.
- To avoid over-complexity in investment in order to keep administration costs and member understanding to a reasonable level.

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There were no changes made to the default investment strategy during the 2020/2021 Scheme year. A review of the default strategy is scheduled to take place in the second half of 2021; any changes implemented will be detailed in next year's implementation statement. The previous review was conducted in the 2017/18 Scheme year, which fulfils the requirement to review the default strategy triennially.

At least once in each Scheme year, the Trustee reviews the suitability of the Scheme's self-select options. Following a Trustee training session and subsequent advice provided by their Fiduciary Manager, the Trustee decided to implement the following changes during the 2020/21 Scheme year:

- add an ESG Equity fund to the self-select range, following heightened member interest, identified in a Member survey carried out by the Trustee
- reduce the UK exposure within the Global Equity fund (by changing the underlying fund composition), in line with global market weightings, to reflect a more globally diversified equity allocation through an increase in exposure to Developed and Emerging markets

Since the end of the Scheme year, the Trustee has also introduced a Shariah-compliant fund to the self-select range.

The Trustee is comfortable the investment strategy reflects the needs of the Scheme's membership. In particular:

- a default strategy which gradually de-risks member's investments as they approach retirement, and reflects inflation-related investment return targets which are aligned to member's expected retirement income requirements; and
- a self-select fund range offering outside the default strategy that offers members a wide choice of asset classes and risk-based options, without the range being so large as to be overwhelming and hinder member decision-making. In addition, members can choose to invest in the alternative lifestyle funds, introduced in 2018.

Strategy implementation

The Trustee has chosen to incorporate active management within the default arrangement, through the Fiduciary Manager. This is aligned with the Trustee's investment belief that active management can add value by managing risk during adverse market conditions, and taking advantage of investment opportunities to generate return, subject to the agreed risk tolerances of the default arrangement's funds.

The Trustee has chosen to incorporate passive management within the self-select fund range (aside from the self-select lifestyle profiles, which mirror the default arrangement during the growth phase). The Trustee believes passive management offers low cost, effective access to the core range of asset classes offered within the range, for those members actively choosing to access those asset classes.

The policies set out above were unchanged during the Scheme year.

The Fiduciary Manager carried out a full due diligence review of the platform manager, Mobius Life, concluding during the 2020/21 Scheme year. This review covered areas including corporate structure, organisational strength, security of assets, platform technology and reporting functionality. Based on this review, the Trustee remains comfortable with the appointment of Mobius Life as platform manager.

The Trustee receives quarterly reports from the Scheme's administrators that enable it to monitor the administration service and, in particular, that agreed service levels are being met in relation to the accuracy and timeliness of core financial transactions, including correct investment of ongoing contributions.

Further detail regarding the processing of core financial transactions over the year is set out in the DC governance statement ("chair's statement").

The Trustee delegates the day to day management of the assets to various investment managers, these managers are accessed through the Mobius Life platform.

Aspects of implementation related to administration, investment of contributions and transitions are reviewed annually by the Trustee in its Value for Members assessment. Details of this is set out in the DC governance statement ("chair's statement").

4. Voting and Engagement Summary

The Trustee's investment advice is provided by River and Mercantile Investments Limited ("RAMIL"), a division of the River and Mercantile Group. The River and Mercantile Group is a PRI signatory and were rated A+ by PRI for their Strategy and Governance.

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

The Trustee has delegated responsibility for monitoring and voting on decisions relating to their underlying Manager holdings to Mobius Life, which implements its fund voting policy. At the fund manager level Mobius Life hold voting rights and at the underlying company/stock level, the underlying fund manager holds the voting and engagement rights. The default blended funds include allocations to Exchange Traded Funds (ETFs), for which RAMIL holds voting rights. Over the year to 5 April 2021, RAMIL voted on two ordinary and one special resolution in relation to the Vanguard FTSE All-World UCITS fund. From the first quarter of 2020, RAMIL has enlisted a proxy voting service (to vote based on RAMIL's instruction), to increase the robustness of its voting process on these funds.

Summary

The key areas the Trustee notes from voting and engagement activity across their underlying managers over the Scheme year is set out below. Voting activity is set out in the Appendix and engagement activity over the year has been collated separately with a summary provided here:

- Most managers were able to provide evidence of high levels of engagement activity.
- The common themes over the Scheme year were environmental issues, (climate strategy in particular), executive pay and board diversity.
- Water stress and engagement on improving social targets were also key themes.
- Each relevant manager demonstrated very high levels of voting rights being acted on.
- Challenge to management was demonstrated through votes against management.
- Significant votes provided were typically in relation to board remuneration.
- BlackRock has a strong engagement philosophy and has made more commitments to this very recently.

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Appendix – Voting statistics

There are c. 30 managers in the default strategy. Set out below is the voting statistics for the most material equity holdings during the period that held voting rights, namely BNY Mellon Global Equity. Within other asset classes there are no voting rights. However, engagement activity is very important and so examples of engagement activity for the managers that represent 2.5% or more of the portfolio have also been reviewed by the Trustee.

Summary of voting activity – BNY Mellon Global Equity Fund

Total meetings eligible to vote	1,124
Total resolutions eligible to vote	14,052
% of resolutions did you vote on for which you were eligible?	98%
% did vote with management?	89%
% vote against management?	9%
% abstained	1%
% of resolutions, on which you did vote, did you vote contrary to the recommendation of your proxy adviser? (if applicable)	2%

- BNY Mellon uses Institutional Shareholder Services, "ISS", for proxy voting services.
- The voting statistics provided may slightly differ depending on the exact composition the Scheme holds.

Most significant vote(s) and examples of engagement

WALMART, INC.

BNY Mellon voted for a shareholder proposal requesting that Walmart publish a report on the impact of single-use plastic bags. In terms of phasing out plastic bags, in BNY Mellon's view Walmart does not lag its peers in the retail industry, but it lags its peers in the grocery sector. BNY Mellon hold companies to a high environmental standard and believe this proposal will result in Walmart acknowledging the positive impact it can have through the elimination or reduction of single-use plastic bags.

THE PROCTER & GAMBLE COMPANY

BNY Mellon believe that Procter & Gamble lags its peers in terms of deforestation commitments and policies that monitor supplier actions. The company has been accused of contributing to the destruction of forests that have high wildlife and climate change value. The lack of information presents potential competitive and reputational risks to the company. As a result, BNY Mellon voted for a shareholder proposal requesting the company report on efforts to eliminate deforestation. BNY Mellon will continue to engage with the company to ensure that the lack of reporting is adequately addressed.

RIO TINTO LIMITED

In May 2020, BNY Mellon voted for a proposal approving emission targets for Rio Tinto. BNY Mellon believe this resolution will provide shareholders with increased transparency, allowing them to understand how the company is addressing climate change and mitigating these risks.

KELLOGG COMPANY

In an effort to promote accountability, BNY Mellon voted for a shareholder proposal in April 2020 to declassify Kellogg's board of directors. BNY Mellon believe it is beneficial for directors to be elected each year. BNY Mellon maintain that a board that is refreshed annually is often best equipped with fresh viewpoints and counsel.

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VISA, INC.

In January 2020, BNY Mellon voted against the election of a director to Visa's board as the individual was serving on five boards. Generally, if an individual serves on more than five boards, BNY Mellon vote against electing them to an additional board. BNY Mellon expect the board members they elect to focus on their current board memberships, which BNY Mellon believe is difficult to accomplish beyond our threshold of five boards.

ORACLE CORPORATION

BNYN withheld their vote for a director because the nominee owns a large stake in the company and pledged what BNY Mellon believe is a disproportionate number of shares against that stake. Stock pledging can have a negative impact on the company. Should market conditions deteriorate, sudden forced selling could create an inordinate amount of technical pressure on a company's share price.