

Statement of Investment Principles

The Carlyle (1972) Pension & Life Assurance Scheme

September 2020

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1. Introduction

1.1. What is the purpose of this Statement of Investment Principles ("SIP")?

This SIP sets out the policy of the Trustees of The Carlyle (1972) Pension & Life Assurance Scheme (the "Trustees" and the "Scheme") on matters governing decisions about the investments of the Scheme.

The Scheme is a Registered Pension Scheme for the purpose of the Finance Act 2004. It is classed as a defined benefit pension scheme and is open to future contributions from existing and new members.

1.2. Who has had input to the SIP?

This SIP has been prepared after obtaining and considering written professional advice from Quantum Advisory ("Quantum"), the Trustees' investment adviser, and consulting The Carlyle Trust Limited (the "Sponsoring Employer") as required by the Pensions Act 1995 (the "Act") and subsequently by the Regulations. Quantum has the knowledge and experience required under the Regulations to provide professional advice on the management of the Scheme's investments.

1.3. What is the legal and statutory background to the SIP?

The SIP is designed to meet the requirements of Section 35 of the Act and all subsequent legislation, Regulations and guidance from the Pensions Regulator applying to UK pension schemes.

2. Policy, objectives and strategy

2.1. Investment policy

The Scheme's assets are held in trust by the Trustees. The investment powers of the Trustees are set out in the Scheme's Trust Deed.

The Trustees are aware of the need to invest assets in the best and sole interest of the members and that the powers of investment must be exercised in a manner which supports the security, quality, liquidity and profitability of the Scheme as a whole.

The Trustees recognise that the assets of the Scheme must consist predominantly of investments admitted to trading on regulated markets and investment in assets which are not admitted to trading on such markets must, in any event, be kept to a prudent level.

2.2. Investment objective

The Trustees, with the help of their advisers and in consultation with the Sponsoring Employer, set the current investment strategy following a consideration of the Scheme's objectives and other related matters. The last formal review was during 2020 where it was agreed that the Trustees would change the Schemes investment strategy.

The Trustees have identified the following objectives:

- The Trustees' seek to maintain an investment strategy that is likely to deliver sufficient long term returns for the Scheme to meet its funding requirements. In the short to medium-term, this involves managing the Plan's assets to be able to meet cash flow requirements as they arise. In the long-term, this involves targeting a funding level of 100% on a Technical Provisions basis.
- To have a reasonable expectation of achieving that return without taking an intolerable level of risk.
- The Trustees' seek to avoid unnecessary complexity. A pragmatic investment strategy is sought, which takes account of the value of Scheme assets, the current governance structure, the number of funds utilised and the payment of proportionate fees for the advice received.
- The Trustees' seek to delegate "day-to-day" investment decisions, as far as possible, to a third-party investment professional as they do not possess the resources or desire to invest assets directly.

2.3. What risks were considered and how are they managed?

In setting their strategy, the Trustees recognised the following investment risks:

- the risk that investment returns in general will not achieve expectations;
- the risk that an investment manager will not meet its targets;
- the risk that the value of liabilities will increase due to changes in actual and expected inflation and interest rates;
- the risk of a mis-match between the value and timing of the Scheme's income and outgo;

- the risk of a shortfall in the liquid assets held by the Scheme relative to its immediate liabilities;
- the risk that the performance of any single investment within the Scheme assets might disproportionately affect the ability of the Scheme to meet its overall investment objectives;
- the risk of misappropriation, unauthorised use or mis-delivery of Scheme assets; and
- the risk that ESG factors, including climate change, adversely impact the value of the Scheme’s assets if this is not given due consideration and/or is misunderstood.

The Trustees recognise these different types of risk and seek to minimise them as far as possible by the use of regular monitoring of investment performance, by a deliberate policy of diversification, by taking into account the timing of future payments and by regularly reviewing the appropriateness of the prevailing strategy against the Scheme’s objectives.

The Trustees are cognisant of the need to balance the level of risk adopted by the Scheme’s investment strategy against the strength of the Sponsoring Employer’s covenant. The Trustees do not currently obtain an independent assessment of the strength of the covenant, but reserve the right to do so at a future date.

Given the complex and correlated nature of these risks, the Trustees consider them as part of each formal investment strategy review. Some of these risks may also be modelled explicitly during such reviews.

2.4. Dynamic de-risking

The Trustees believe that the greatest likelihood of achieving its investment objectives is through the adoption of a dynamic investment approach.

The Trustees, with the assistance of Quantum Advisory, will agree a de-risking framework, from time-to-time, which will vary the allocation to matching assets and return seeking assets.

Specifically, the investment strategy will be de-risked when:

- Experience suggests that such action is reasonable; and / or
- The Trustees’ risk appetite wanes.

2.5. What is the investment strategy?

The investment strategy uses two key types of assets:

- “Matching assets”: these exhibit characteristics similar to those of the Scheme’s liabilities. Typically, matching assets are low risk fixed income investments and the return from them is similar to the return on UK government bonds (referred to as the ‘minimum risk’ return).

The Trustees recognise that there are benefits to be derived from the use of Liability Driven Investment (“LDI”) solutions, such as the use of gearing. However, such solutions come with enhanced governance criteria, such as the management of collateral and counterparty risk.

- “Return seeking assets”: these target a rate of return in excess of the minimum risk return. Typically, these are equities or a diversified pool of other non-matching assets.

Following the most recent investment strategy review, a strategic asset allocation was agreed. The strategy aims to deliver an appropriate mix of investments, both across and within the two broad asset classes, which support the Scheme’s investment objectives.

The Trustees have agreed the appropriateness of the asset allocation benchmarks, performance benchmarks and the various controls adopted by the incumbent managers in managing each fund in which Scheme assets are invested.

The Trustees monitor the performance of the Scheme’s investments on a quarterly basis. Written advice is received as required from their investment consultant.

Further details of the Scheme’s investments are set out below.

Asset class	Allocation (%)
Return Seeking Assets	70.0
Diversified Growth	20.0
Alternatives	15.0
Equity	15.0
Credit	20.0
LDI & Collateral (Cash)	30.0
Total	100.0
Target hedge (% of asset value)	100.0

The strategy aims to deliver a diversified mix of investments which support the Scheme’s investment objectives. Following deliberations, it was agreed that the Scheme’s LDI solution would be implemented over a period of 18 – 24 months.

Further details of the Scheme’s investments are set out in Appendix 1.

2.6. Fund managers, style and target returns

The funds in which the Scheme invests are pooled funds, which the Trustees believe are appropriate given the Scheme’s size and nature. The Trustees invest in the majority of these funds through Mobius Life Limited, an implementation solution provider (see section 4).

The relationship with each investment manager is open ended and is reviewed on a periodic basis.

Further details can be found in Appendix 1.

2.7. Currency hedging and re-balancing

The Trustees do not have a policy of explicitly hedging currency risk, (with the exception of the Equity Fund) instead, this risk is managed by the investment managers.

Rebalancing is considered on a regular basis and, where practicable, cash-flows into and out of the Scheme are used to achieve this. Further details are set out in Appendix 2.

2.8. Financially material considerations, non-financial matters and stewardship policies

2.8.1. Financially material considerations

The Trustees acknowledge the potential impact upon the Scheme's investments (both in terms of risk and return) arising from financially material matters. The Trustees define these as including, but not limited to, ESG factors (including climate change).

With specific regard to ESG factors, the Trustees consider how these are integrated into the investment processes when: (i) appointing new investment managers; and (ii) monitoring existing investment managers. The Trustees have provided the appointed investment managers with full discretion concerning the evaluation of ESG factors. The Trustees also periodically consider publicly available ESG related publications pertaining to the incumbent investment managers, and the Trustees have also produced a report to review the ESG credentials of the Scheme's managers.

The Trustees acknowledge that some of the Scheme's investments are implemented on a passive basis. This restricts the ability of the manager to take active decisions on whether to hold securities based on the investment managers consideration of ESG factors. The Trustees do however expect the incumbent manager, where relevant, to utilise their position to engage with companies on these matters.

To date, the Trustees have not established any restrictions on the appointed investment managers, but may consider this in future.

2.8.2. Stewardship policy

The Trustees acknowledge the constraints that they face in terms of influencing change due to the size and nature of the Scheme's investments. They do, however, acknowledge the need to be responsible stewards and exercise the rights associated with the Scheme's investments in a responsible manner.

The Trustees consider how stewardship factors are integrated into the investment processes when: (i) appointing new investment managers; and (ii) reviewing existing investment managers. The Trustees have provided the appointed investment managers with full discretion concerning the stewardship of the Scheme's investments.

2.8.3. Non-financial matters

The Trustees consider non-financial factors (where members have been forthcoming with their views). However, the Trustees do not employ a formal policy in relation to this when selecting, retaining and realising investments.

3. Additional Voluntary Contributions (AVCs)

3.1. What is the strategy for new AVC?

Members are offered an AVC policy for additional contributions.

The Trustees have a responsibility to provide a range of investment vehicles suitable for the AVC accounts. The Trustees have considered the long-term performance characteristics of various asset classes, in terms of their expected returns and the variability of those returns, in deciding on the range of funds to make available to members.

In deciding upon the funds to offer, the Trustees have also considered:

- the need to offer a diverse range of asset classes; and
- the risks and rewards of different asset classes.

For administrative ease, the Trustees have decided to retain the services of Phoenix Life, which secures additional benefits on a money purchase basis for those members electing to pay Additional Voluntary Contributions.

The Trustees periodically review the suitability and performance of these investments.

Each member is responsible for specifying one or more of the available funds for investment of their account, having regard to their attitude to the risks involved.

4. Implementation solution

4.1. What is an implementation solution and why use it?

An implementation solution is a service that enables pension schemes to buy, sell and hold their investments all in one place. This allows greater flexibility and efficiency when switching investments as the Scheme strategy changes or fund managers have to be replaced.

The centralisation of funds also allows consolidated reporting to be obtained more easily and more regularly, assisting in ensuring that an investment strategy and associated flight path can be effectively tracked and monitored. All of these features allow pension schemes greater administrative efficiency, enhanced ease of strategy implementation and potential fee reductions.

4.2. How to access an implementation solution?

Pension schemes enter into a unit linked life policy through a Trustee Investment Policy (TIP). The policy's value is linked to the underlying investments, which the implementation solution provider, in this case Mobius Life Limited, has been directed to purchase. Mobius Life Limited is responsible for investing into the underlying funds and takes responsibility for the relationship with the underlying fund managers. This includes transactions, reporting and governance. This differs from a traditional relationship that a pension scheme would have had with their fund managers where they would have invested directly with these managers and maintained a number of these individual relationships.

5. Appointment of investment managers

5.1. How many investment managers are there?

The Scheme currently holds assets with its investment managers through Mobius Life Limited, with the exception of the LDI & Collateral arrangement, which is held directly with Insight Investments (“Insight”). Details of the appointed investment managers, together with fund objectives and characteristics, are outlined in Appendix 1.

5.2. What formal agreements are there with the investment managers and implementation solution provider?

The Trustees select investment managers and funds which are appropriate to implement the investment strategy.

The Trustees have signed policy documentation as appropriate with Mobius Life Limited for the Scheme. The Trustees requested a legal review of the Mobius Life Limited policy documentation prior to utilising Mobius Life Limited’s Services.

The Trustees have also signed policy documents and agreements and application forms as appropriate with the investment managers (setting out in detail the terms on which the portfolio is managed) that are not held through the Mobius Life Limited implementation solution.

The Trustees keep the appointment of all investment managers and AVC providers under review and will seek to replace any managers, or funds, which no longer remain appropriate to implement the Scheme’s investment strategy.

5.3. What are the investment managers’ responsibilities?

The investment managers are responsible for the day-to-day management of the investments and are responsible for appointing custodians, if required.

The managers are authorised under the Financial Services and Markets Act 2000 to carry out such activities.

5.4. How do the Trustees review the performance and remuneration of investment managers?

The Trustees have appointed Quantum Advisory to assist in the selection and ongoing monitoring of the Scheme’s investment managers.

The Trustees with the assistance of Quantum Advisory will monitor the performance of each fund against its agreed objectives. The Trustees receive regular monitoring reports to assess the managers’ performance. The Trustees may also meet with managers periodically to interrogate their returns and ensure their philosophy and process remain appropriate.

In addition, the Trustees review the charges applicable to each fund on a periodic basis to ensure these continue to represent value for money.

5.5. Custodians and administrators

The Scheme's investments are through pooled investment vehicles. Therefore, there is no need for the Trustees to formally appoint a custodian as the investment comprises units held in listed investment vehicles rather than the underlying stocks and shares. However, the investment managers have themselves appointed custodians for the safe custody of assets.

As the Scheme invests via Mobius Life Limited, custody of the assets held with managers is under the Mobius Life Limited name.

5.6. What is the Trustees' policy on investment in the Sponsoring Employer?

The Scheme does not directly hold any investments in the Sponsoring Employer. The Trustees' policy is not to invest in the Sponsoring Employer.

6. Other matters

6.1. What is the Trustees' policy on the realisation of investments?

The investment managers have discretion over the timing of realisation of investments within the pooled vehicles held by the Scheme and in considerations relating to the liquidity of investments.

Under the circumstances where the Scheme experiences negative cash-flow, the Trustees and their advisers will decide on the amount of cash required for benefit payments and other outgoings and will inform Mobius Life Limited of any liquidity requirements.

In the absence of any strong conviction concerning the future movement of markets, assets will be invested/disinvested so as to move the allocation closer to the strategic benchmark.

6.2. How are various parties remunerated?

The Scheme invest in pooled funds. The Trustees note that the investment strategy and decisions of the fund managers cannot be tailored to the Trustees' policies and the managers are not remunerated directly on this basis. However, the Trustees, with the help of Quantum Advisory, set the investment strategy for the Scheme and select appropriate managers and funds to implement the strategy.

The Trustees do not directly incentivise the investment managers to engage with the issuers of debt or equity to improve their performance. The Trustees do, however, expect the investment managers to participate in such activities as appropriate and necessary to meet the investment objectives of the respective fund. The funds utilised typically include an objective that is expected to result in a positive return over the medium-to-longer term and, as such, the investment managers engagement with the issuers of debt or equity is expected to be undertaken so as to target medium-to-long term value creation.

The Trustees consider the fees and charges associated with each investment before investing.

Quantum Advisory, Mobius Life Limited and the investment managers are generally remunerated on an ad valorem fee basis, which is calculated as a percentage of the total value of the funds they hold under management. This structure has been chosen to align their interests with those of the Scheme. The Scheme's LDI provider (Insight) charges an ad valorem fee, which is calculated as a percentage of the total exposure provided by the solution. In addition, the private market assets, which are actively managed, are subject to a performance related fee.

In addition, the fund managers pay commissions to third parties on many trades they undertake in the management of the assets. The Trustees periodically review this matter.

6.3. Direct investments

The Trustees' policy is to review its direct investments (if any) and to obtain written advice about them at regular intervals. When deciding whether to make any new direct investments or terminate any direct investments, the Trustees will obtain written advice from the Scheme's investment adviser. If the Trustees believe that an investment is no longer suitable for the

Scheme, they will withdraw the assets from the arrangement deemed to be unsuitable and select an alternative.

6.4. How do the Trustees monitor portfolio turnover costs and portfolio turnover?

The Trustees have delegated the selection and The Trustees receive an annual report from the investment managers setting out portfolio turnover and the associated costs. However, the Trustees have not set a specific portfolio turnover target for each investment manager and recognise that the manager has ultimate responsibility for the underlying holdings within the Funds. The Trustees will however compare the annual turnover for each Fund and draw out any potential inconsistencies with previous years with the investment managers to ensure the investment manager's process and philosophy remain consistent.

6.5. Monitoring the capital structure of investee companies

The responsibility for monitoring the capital structure of investee companies (including any relevant developments) is delegated to the investment managers. Investment managers are expected to partake in a sufficient level of monitoring and action that is appropriate to the nature of the mandate.

6.6. How do the Trustees manage potential conflicts of interest?

The Trustees consider any potential and actual conflicts of interest (subject to reasonable levels of immateriality) at the start of each Trustees' meeting and document these in the minutes.

6.7. Do the Trustees make any investment decisions of their own?

The Trustees are responsible for the investment of the Scheme's assets. They take some decisions themselves and delegate others.

When deciding which decisions to take, and which to delegate, the Trustees take into account whether they have the appropriate training and expertise in order to make an informed decision.

The Trustees have established the following decision making structure:

Trustees

- Set structures and processes for carrying out their role.
- Select and monitor planned asset allocation.
- Prepare and maintain the Statement of Investment Principles.

Investment adviser

- Advise on the investment of the Scheme's assets, including implementation.
- Advise on this Statement.
- Provide required training.

Investment managers/Implementation solution

- Operate within the written contracts and agreements.
- Select individual investments with regard to their suitability and diversification for the individual pooled vehicles.
- Ensure the suitability of the chosen benchmark for the respective investment vehicle.

7. Reviews

7.1. How often are investments reviewed?

Strategy reviews are undertaken periodically. Typically, these occur after triennial actuarial valuations of the Scheme; but more frequent reviews can occur in light of a material change of circumstances.

Investment return experience and the performance of individual funds is reviewed quarterly, with assistance from Quantum Advisory as required.

7.2. How do the Trustees monitor portfolio turnover and costs?

The Trustees expect the Investment Managers to change underlying holdings to an extent required to meet their investment objectives. The reasonableness of such turnover will vary by fund and change according to market conditions.

The Trustees therefore do not set a specific portfolio turnover target for the strategy or the underlying funds.

The Investment Managers can provide information on portfolio turnover and associated costs to the Trustees so that this can be monitored, as appropriate.

7.3. How often is this SIP reviewed?

The Trustees will review this SIP at least every three years and following any significant change in investment policy.

Appendix 1

Managers, fund objectives and characteristics

Manager	Fund	Asset class/sector	Fund objective
BNY Mellon	Real Return Fund ¹	Diversified Growth	The Fund targets an investment return of 4% p.a. above 1-month LIBOR (gross of fees), measured over a 5-year period.
LGIM	Dynamic Diversified Fund ²	Diversified Growth	The Fund targets an investment return of 4.5% p.a. above the Bank of England Base Rate (gross of fees).
Partners Group	Generations Fund ³	Alternatives	The Fund aims to achieve stable returns, moderate risk and low correlation to equity and bond markets. For benchmarking purposes, the performance of the Fund is compared to both the MSCI World (100% Hedged to GBP) Net Total Return Index and an absolute range of 7% - 11% p.a. over a full market cycle.
LGIM	World Equity Index (GBP Hedged) ⁴	Equity	The Fund seeks to track the performance of the FTSE World Index (GBP Hedged).
LGIM	Buy and Maintain Credit ⁵	Credit	The Fund aims to provide investors with a combination of growth and income.
M&G	Long Dated Corporate Bond ⁶	Credit	The Fund seeks to outperform (gross of fees) the iBoxx Sterling Over 15 Years Non-Gilts Index plus 0.8% per annum.
Jupiter	Strategic Bond ⁷	Credit	The Fund aims to provide income with the prospect of capital growth to provide a return (net of fees) greater than the IA Sterling Strategic Bond Sector Average over the longer-term (at least five years).

Insight	Partially Funded Gilts range ⁸	LDI	The Fund range seeks to match the profile of nominal gilts over the relevant maturities for each fund within the range.
Insight	Partially Funded Index-Linked Gilts range ⁸	LDI	The Fund range seeks to match the profile of index-linked gilts over the relevant maturities for each fund within the range.
Insight	GBP Liquidity Fund ⁹	LDI Collateral	The Fund is benchmarked against 7-Day GBP LIBID.

¹Scheme relationship initiated during Q3 2011. ²Scheme relationship to be initiated during Q4 2020. ³Scheme relationship initiated during Q2 2018. ⁴Scheme relationship initiated during Q2 2018. ⁵Scheme relationship to be initiated during Q4 2020. ⁶Scheme relationship to be initiated during Q4 2020. ⁷Scheme relationship to be initiated during Q4 2020. ⁸Scheme relationship to be initiated during Q4 2020. ⁹Scheme relationship to be initiated during Q4 2020.

Appendix 2

Strategic asset allocation

The following table outlines the Scheme's strategic asset allocation.

Manager	Fund	Strategic asset allocation (%)	Tolerance range +/- (%)
Diversified Growth		20.0	2.0
BNY Mellon	Real Return	5.0	--
LGIM	Dynamic Diversified Fund	15.0	--
Alternatives		15.0	1.5
Partners Group	Generations	15.0	--
Equity		15.0	1.5
LGIM	World Equity Index (GPB Hedged)	15.0	--
Credit		20.0	2.0
LGIM	Buy and Maintain Credit	8.0	--
M&G	Long Dated Corporate Bond	6.0	--
Jupiter	Strategic Bond	6.0	--
LDI & Collateral		30.0	4.0
Insight	Partially Funded Gilts range	--	--

Insight	Partially Funded Index-Linked Gilts range	--	--
Insight	GBP Liquidity	--	--

It is the Trustees' intention that, in the absence of any strong conviction about the direction of markets, the allocation of the Scheme's assets will be as set out in the table above.

Cash flows

Where possible cash flows are used to rebalance back towards the strategic benchmark.

Rebalancing

The asset allocation relative to the tolerance ranges will be reviewed on a quarterly basis by the Scheme's administrator. If any tolerance ranges are breached then the Scheme's investment advisor will contact the Trustees to discuss any possible rebalancing of assets, taking into account the costs and possible risks to the Scheme. If a rebalancing of assets is considered necessary, any contributions accumulated in the Trustees' bank account will be given consideration for rebalancing purposes.

The Trustees recognise that rebalancing is not an exact process; therefore it is important to avoid the additional costs arising from the diminishing benefits associated with trying to precisely replicate the Scheme's strategic allocation.

For the avoidance of doubt, the rebalancing procedure is with recourse to the Trustees.

Use of derivatives

The Trustees recognise that investment in derivative instruments typically may be made only in so far as they contribute to a reduction of risks, or facilitate efficient portfolio management. However, a variety of standard derivatives are also used for investment purposes that allow the funds to take positions that can benefit investors in upward and downward markets.