

Ulster Carpets Merged Pension Plan ("the Plan")

Statement of Investment Principles

as Required by the Pensions Act 1995 and the Pension Act 2004

November 2018

The Trustee confirms that the following matters have been taken into account when preparing this Statement of Investment Principles:

The Trustee has considered written advice from the Investment Consultant prior to the preparation of this Statement and has consulted Ulster Carpet Millis (Holding) Limited, the Principal Employer, before agreeing this Statement and the investment strategy outlined in this document.

All day to day investment management decisions have been delegated to Investment Managers where the Investment Managers are authorised and regulated by the Financial Conduct Authority.

The Trustee has full regard to its investment powers under the Trust Deed and Rules and the suitability of types of investments, the need to diversify, the custodianship of assets and any self-investment.

The Investment Manager will continue to prepare detailed quarterly reports on its activities and the Trustee will meet with representatives of the Investment Manager as required.

This Statement of Investment Principles will be reviewed at least every three years or whenever changes to the principles or strategy are necessary. Any changes to this Statement will be undertaken having taken advice, as appropriate, and following consultation with the Principal Employer.

1. General

This statement sets out the principles governing decisions about the investment of the assets of the Ulster Carpets Merged Pension Plan (the “Plan”). It has been prepared on behalf of the Trustee to comply with section 35 of the Pensions Act 1995 (the “Act”) as amended by the Pensions Act 2004 and the Occupational Pension Schemes (Investment) Regulations 2005.

The Trustee reviews the Plan’s investment strategy at least every three years, following each formal actuarial valuation of the Plan (or more frequently should the circumstances of the Plan change in a material way).

2. Consulted Parties

As required under the Act, the Trustee has consulted a suitably qualified person in obtaining written advice from Deloitte Total Reward and Benefits Limited (“DTRB”) on the suitability of the investments, the need for diversification and the principles contained in this Statement. DTRB is authorised and regulated by the Financial Conduct Authority (“FCA”).

The Trustee, in preparing this Statement, has also consulted Ulster Carpet Millis (Holding) Limited, the Principal Employer (the “Company”) in particular on the Trustee’s objectives and investment strategy.

3. Investment Powers

The Trustee recognises that the assets must be invested in the best interests of members and beneficiaries and, in the case of a potential conflict of interest, in the sole interest of members and beneficiaries. The Trustee has overall responsibility for the prudent management of the Plan’s assets. The strategic management of the Plan assets is fundamentally the responsibility of the Trustee, acting on advice from DTRB, and is driven by its investment objectives as set out in Section 4 below.

The remaining elements of policy are part of the day-to-day management of the assets that is delegated to the professional investment manager, Legal & General Assurance (Pensions Management) Limited where the management of the assets is undertaken by Legal & General Investment Management (“LGIM” or the “Investment Manager”), who is authorised and regulated by the FCA.

4. Investment Objectives

The Trustee’s primary objectives for setting the investment strategy of the Plan are set out below:

- “funding objective” - to ensure that the Plan is fully funded using assumptions that contain a modest margin for prudence. Where an actuarial valuation reveals a deficit, a recovery plan will be put in place which will take into account the financial covenant of the Company;
- “security objective” – to ensure that the solvency position of the Plan (as assessed on a prudent basis) is expected to improve.
- “stability objective” – to have due regard to the Company’s ability in meeting its contribution payments given its size and incidence, and to have due regard to the volatility of measures of funding and security; and
- “liquidity objective” – to ensure, that over the shorter-term, the Plan’s income and cash holdings, including contributions and investment income, will meet expenditure, for

example on the provision of benefits and administration services except when exceptional payments are needed, such as members taking cash sums at retirement.

The investment arrangements outlined in Sections 6 & 7 have been designed with these considerations in mind.

5. Choosing investments

The Trustee recognises that there are two main factors driving the investment characteristics of the pension liabilities:

- Firstly, the actuarial calculation of the liabilities of the Plan uses a discount rate linked to bond rates and thus investments in similar bonds would result in asset values moving in a similar pattern - "matching assets"; and
- Secondly, the liabilities include those increased annually for inflation (with some caps). Thus these individual liabilities have a direct link to inflation i.e. they are "real" liabilities as opposed to "nominal" liabilities.

Therefore it is considered that the best "matching assets" for the liabilities are a mixture of nominal and index-linked bonds of appropriate durations. Such a portfolio of assets could be considered a "minimum risk" portfolio.

However the concurrent existence of a funding deficit within the Plan and the support of a sponsor are considered to justify a departure from a "minimum risk" position by investing, to a degree, in return seeking assets in the interim until relative market pricing and funding levels permit a reduction in the level of investment risk. The Trustee works with the Scheme Actuary and the investment consultant to decide what degree of risky assets are appropriate at each given point in time.

In addition, the Trustee recognises the "regret risk" associated with not holding return seeking investments over the longer term. Consequently, the Trustee feels that some equities, and other growth assets, are appropriate in an effort to improve the ongoing and solvency positions and to reduce the reliance on the Company's contributions to fund liabilities. However, both the Trustee and the Company recognise that holding return seeking assets will bring increased volatility of sponsor contribution requirements in anticipation of reduced costs in the long term.

6. Strategic Investment Benchmark

The Trustee has put in place the following strategic investment strategy for the Plan:

Asset Class	Fund	%
UK Equities	LGIM UK Equity Index Fund	19
Overseas Equities	LGIM World (ex UK) Developed Equity Index Fund (GBP currency hedged)	26
Corporate Bonds	LGIM AAA-AA-A Corporate Bond – Over 15 Year Index Fund	33
Liability Driven Investments (LDI)	LGIM Matching Core Funds	22
Total		100

All investments to be held are to be managed by an FCA authorised and regulated investment manager.

7. Performance Benchmark and Expected Return on Investments

The Trustee expects the performance of the Funds to match the benchmarks as detailed below:

Asset Class	Benchmark Index
LGIM UK Equity Index Fund	FTSE All Share
LGIM World (ex UK) Developed Equity Index Fund (GBP currency hedged)	FTSE Developed World (ex UK) Index – GBP Hedged
LGIM AAA-AA-A Corporate Bond – Over 15 Year Index Fund	iBoxx £ Non-Gilts ex BBB 15 Year+
LGIM Matching Core Funds	Custom benchmark

LGIM's objective for all of the funds invested in is to achieve the performance of the relevant benchmark within an appropriate tolerance range.

The investment strategy was formed with a view to likely returns on various asset classes over the long term. As at 31 December 2016, the 10 year median annual return assumptions were:

UK equities	5.5%
Overseas equities	5.3%
Corporate bonds	4.1%
Fixed interest gilts	1.3%
Index-linked gilts	1.3%

The assumptions and beliefs concerning investment risk and returns, on which the benchmark and investment management policy are based, are reviewed regularly by the Trustee.

8. Realising investments and rebalancing

In general, the Investment Manager has discretion in the timing of realisations of investments and in considerations relating to the liquidity of those investments.

As the Plan is currently cashflow negative, there is generally a need to realise investments for cashflow purposes. Where possible, income distributions received from the investments to be used as the primary source of cashflows. Additionally the Trustee will disinvest (or invest) assets in order to hold an appropriate short-term cash reserve to fulfil its liquidity objective; these cashflows will be used to partially rebalance towards its strategic benchmark.

Separate rebalancing between asset classes will be undertaken from time-to-time based on advice from the Trustee's investment advisor.

When rebalancing using cashflows or to move back towards the strategic benchmark, the LDI funds will generally not be rebalanced as this would alter the level of hedging that the Plan is exposed to. The level of investment in the LDI portfolio will be considered as part of larger strategic reviews of the Plan's investment strategy.

9. Risk

In determining its investment policy, the Trustee has considered the following risks:

- *the risk of failing to meet the objectives set out in Section 4* – the Trustee will regularly take advice and monitor the investments to mitigate this risk;
- *funding and asset and liability mismatch risk* – the Trustee addresses this through the asset allocation strategy and through regular actuarial and investment reviews;
- *underperformance risk* – this is addressed through investment in passive funds, monitoring the performance of the Investment Manager(s) and taking necessary action when this is not satisfactory;
- *risk of inadequate diversification or inappropriate investment* – the Trustee addresses this by investing in a diversified portfolio of assets thereby avoiding concentration of assets in one particular stock or sector;
- *organisational risk* – this is addressed through regular monitoring of the Investment Manager;
- *sponsor risk* – the Trustee seeks to maximise overall investment returns subject to an acceptable level of risk and, as far as possible, are mindful of the impact of any volatility on the rate of contribution; and
- *liquidity risk* – the Trustee may need to pay pension and lump sum benefits in the short-term and, therefore, address this risk by investing an appropriate amount in assets that are realisable at relatively short notice. In practice, all of the funds invested in by the Plan provide at least weekly liquidity.

- *credit and market risks* – the Trustee accepts a degree of each of these risks in the expectation of being rewarded by excess returns. The degree to which these risks are currently exposed to is expanded on further below.

The Trustee will monitor these risks from time-to-time, particularly those deemed to have high likelihood or significant adverse impact, and will look to introduce further control measures as appropriate to contain the overall level and distribution of risks to within acceptable limits.

10. Environmental, social and governance (ESG) policies and voting rights

In line with its legal requirement, the Trustee has requested the Investment Manager(s) to have the financial interests of the Plan members as their first priority when choosing investments. As the Plan’s assets are invested in pooled funds the Trustee is restricted in its ability to directly influence its Investment Manager(s) on the ESG policies and practices of the companies in which the pooled funds invest. Further The Trustee’s policy is to invest the Scheme’s equity and bond assets on a passive basis. The Trustee recognises the restrictions on the Investment Manager to take account of social, environmental or ethical considerations in the selection, retention and realisation of investments given that a passive or index tracking approach is adopted. However, it is the Trustee’s policy to give discretion to the passive investment manager to pursue a policy of engagement with companies. The extent to which ESG considerations are taken into account in this engagement policy is therefore left to the discretion of the passive investment manager.

The Investment Manager will undertake appropriate monitoring of current investments with regard to their policies and practices on all issues which could present a material financial risk to the long-term performance of the fund such as corporate governance and climate change. The Trustee monitors Investment Manager’s update on the ESG impact on an ongoing basis to ensure they are in line with relevant regulatory codes.

The Trustee has delegated the responsibility for the exercise of all rights (including voting rights) attaching to the investments to the Investment Manager. The Trustee expects the Investment Manager to provide regular update on how they exercise those rights and what impact on the portfolio they might have.

11. Governance

The Trustee of the Plan is responsible for the investment of the Plan’s assets. The Trustee takes some decisions itself and delegates others. When deciding which decisions to take itself and which to delegate, the Trustee has taken into account whether the Trustee directors have the appropriate training and expert advice in order to take an informed decision. The Trustee has established the following decision making structure:

<p>Trustee</p> <ul style="list-style-type: none"> • Select and monitor planned asset allocation strategy; • Select and monitor investment advisers and fund managers; • Select and monitor direct investments; • Responsible for all aspects of the investments of the Plan’s assets, including implementation.
<p>Investment Adviser</p> <ul style="list-style-type: none"> • Advises on this statement; • Advises the Trustees on areas of strategy, manager selection and implementation as required; • Provides required training when engaged on a separate basis by the Trustee.
<p>Fund Managers</p> <ul style="list-style-type: none"> • Operate within the terms of this statement and their written contracts;

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| <ul style="list-style-type: none">• Select individual investments with regard to their suitability and diversification. |
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The Pensions (Northern Ireland) Order 1995, amended by the Pensions (Northern Ireland) Order 2005, distinguishes between investment where the management is delegated to a fund manager within a written contract and those where a product is purchased directly, e.g. the purchase of an insurance policy or units in a pooled vehicle. The latter are known as **direct investments**.

The Trustee's policy is to review their direct investments and to obtain written advice about them at regular intervals. When deciding whether or not to make any new direct investments the Trustee will obtain written advice and consider whether future decisions about those investments should be delegated to the fund manager.

The written advice will consider the suitability of the investments, the need for diversification and the principles contained in this statement. DTRB was appointed to provide investment advisory services including the provision of this advice.

The Trustee recognises that, as the Plan is invested in a range of pooled funds, there is limited scope to influence the controls and restrictions used in the management of the underlying assets and acknowledge that derivatives may be used by the manager within the funds.

Legal & General's objective is to invest so as to replicate the benchmark index and its performance.

The Trustee has delegated all day-to-day decisions about the investments that fall within the mandate to the fund manager through a written contract. These duties include:

- Realisation of investments;
- Taking into account socially responsible factors;
- Voting and corporate governance in relation to the financial potential of the Plan's assets.

The Trustee expects the fund manager to manage the assets delegated to them under the terms of their contract and to give effect to the principles in this statement so far as is reasonably practicable.

The fund manager is remunerated on a percentage value of assets basis. In addition, the fund manager pays commissions to third parties on many trades they undertake in the management of the assets. The Trustee receives a regular statement setting out all the costs of the investment of the Plan. It uses this statement to ensure that the costs incurred are commensurate with the goods and services received.

12. Custodian

The Plan's investments are accessed via insurance policies. The investments in pooled pension funds are a share (measured in units) of larger pools of investments managed by Investment Managers. The custodianship arrangements are those operated by LGIM for all clients investing in the relevant pooled funds. The Investment Managers are expected to provide a statement of the security of the underlying assets annually.

13. Fees

LGIM levies the following annual management charges:

LGIM UK Equity Index Fund	
For the first £10m	0.10% p.a.
For the next £10m	0.075% p.a.
LGIM World (ex-UK) Developed Equity Index Fund – GBP Currency Hedged	
For the first £5m	0.225% p.a.
For the next £10m	0.195% p.a.
LGIM AAA-AA-A Corporate Bond – Over 15 Year Index Fund	
For the first £5m	0.15% p.a.
For the next £5m	0.225% p.a.
For the next £20m	0.10% p.a.
LGIM Matching Core Funds	0.24% p.a.

November 2018



Trustee Chairman

3/5/19

Ulster Carpets Merged Pension Plan

Implementation Statement

For Year End 01 September 2020

Introduction

This statement has been prepared by the Trustee of Ulster Carpets Merged Pension Plan (the “Trustee” and the “Plan” respectively) with input from its Investment Consultants. The statement demonstrates how the Trustee has acted on certain policies within their Statement of Investment Principles (‘SIP’).

Each year the Trustee must produce an Implementation Statement that demonstrates how they have followed certain policies within their SIP over the Plan year. This Implementation Statement covers the year 1 October 2019 to 30 September 2020.

This Implementation Statement has been prepared in accordance with the Occupational Pension Schemes (Investment and Disclosure) Regulations 2005 Amendments and is in respect of the Defined Benefit (‘DB’) investments held by the Plan. Note that this excludes any Additional Voluntary Contribution investments held by the Plan.

Trustees of DB pension schemes are required to provide details of how, and the extent to which, their SIP policies on engagement with investee companies have been followed over the year, including a description of their voting behaviour, the most significant votes cast and any use of a proxy voter on their behalf over the year.

SIP policies

This Implementation Statement should be read in conjunction with the Plan’s SIP covering the year under review which gives details of the Plan’s investment policies along with details of the Plan’s governance structure and objectives.

In the most recent SIP, the Trustee stated the following policies on the exercise of voting rights and engagement activities related to its investments:

- “As the Plan’s assets are invested in pooled funds the Trustee is restricted in its ability to directly influence its Investment Manager(s) on the ESG policies and practices of the companies in which the pooled funds invest.”
- “The Investment Manager will undertake appropriate monitoring of current investments with regard to their policies and practices on all such issues which could present a material financial risk to the long-term performance of the fund such as corporate governance and climate change. The Trustee monitors Investment Manager’s updates on the ESG impact on an ongoing basis to ensure they are in line with relevant regulatory codes.”
- “The Trustee has delegated the responsibility for the exercise of all rights (including voting rights) attaching to the investments to the Investment Manager. The Trustee expects the Investment Manager to provide regular updates on how they exercise those rights and what impact on the portfolio they might have.”

Description of voting behaviour

Over the year the Plan was invested in two mandates where the underlying assets included publicly listed equities. These were the UK Equity Index Fund and the World (excluding UK) Developed Equity Index Fund, both managed by Legal & General Investment Management (‘LGIM’).

The Trustee reviews and monitors the voting and engagement activity taken by the Investment Manager (‘LGIM’) on their behalf. Information published by LGIM provides the Trustees with comfort that their voting and engagement policies have been followed during the year. The following table shows LGIM’s voting summary covering the Plan’s investment in the UK Equity Index Fund and the World (ex. UK) Developed Equity Index Fund:

For year end 01 September 2020	UK Equity Index Fund	World (ex. UK) Developed Equity Index Fund
No. of meetings eligible to vote at	850	2468
No. of resolutions eligible to vote on	12,007	29,907
Eligible resolutions voted on	99.82%	98.57%
Of resolutions voted on, resolutions voted with management	93.12%	79.77%
Of resolutions voted on, resolutions voted against management	6.88%	20.08%
Of resolutions voted on, resolutions abstained from voting	0.01%	0.15%

Source: LGIM

In determining significant votes, LGIM's Investment Stewardship team considers the criteria provided by the Pensions & Lifetime Savings Association (PLSA) guidance. This includes but is not limited to:

- High profile vote which has such a degree of controversy that there is high client and/ or public scrutiny;
- Significant client interest for a vote: directly communicated by clients to the Investment Stewardship team at LGIM's annual Stakeholder roundtable event, or where LGIM note a significant increase in requests from clients on a particular vote;
- Sanction vote as a result of a direct or collaborative engagement;
- Vote linked to an LGIM engagement campaign, in line with LGIM Investment Stewardship's 5-year ESG priority engagement themes.

An analysis of the significant votes made by LGIM for the UK Equity Index Fund predominantly showed voting against approving management remuneration reports and long-term incentive plans as well as approving climate change resolutions.

With respect to the World Equity Index Fund, the analysis of voting information provided by LGIM showed significant votes against electing specific directors or shareholder proposals. LGIM's decisions for voting against the latter were driven by a disclosure to encourage a better understanding of process and performance of material issues and governance structures that benefit long-term shareholders.

How engagement policies have been followed

The Trustee monitors the Investment Manager's updates on the ESG impact on an ongoing basis to ensure they are in line with relevant regulatory codes. This includes receiving updates from the Investment Manager on how their voting rights have been exercised and any impact this might have on the portfolio.

The information published by the Investment Manager on their voting policies has provided the Trustees with comfort that their voting and engagement policies have been followed during the Fund year.

Engagement with investee companies

Exercising voting rights is not the only method of influencing behaviours of investee companies. Non-equity investments such as the Fund's corporate bond holdings can also include engagement activities, but these investments do not carry voting rights.

LGIM's voting and engagement activities are driven by ESG professionals and their assessment of the requirements in these areas seeks to achieve the best outcome for clients. LGIM's voting policies are reviewed annually and take into account client feedback.

Every year, LGIM holds a stakeholder roundtable event where clients and other stakeholders (civil society, academia, the private sector and fellow investors) are invited to express their views directly to the members of LGIM's Investment Stewardship team. The views expressed by attendees during this event form a key consideration as LGIM continue to develop voting and engagement policies and define strategic priorities.

Extent to which the Trustee's policies have been followed during the year

The Trustee will continue to monitor the actions taken on their behalf each year to ensure they are in line with relevant regulatory codes, particularly with respect to ESG factors.



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