



The Edinburgh Woollen Mill Limited Retirement Benefits Scheme

Statement of Investment Principles

September 2020

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This report has been prepared for you under our terms of engagement for the purpose of performance monitoring. This report is up to date as of September 2019. It is confidential and may not be disclosed (in whole or in part) without our written consent.

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01 Introduction

This document constitutes the Statement of Investment Principles ('the SIP') required under Section 35 of the Pensions Act 1995 for The Edinburgh Woollen Mill Limited Retirement Scheme ('the Scheme'). It describes the investment policy being pursued by the Trustees of the Scheme and is in accordance with the Government's voluntary code of conduct for Institutional Investment in the UK ("the Myners Principles"). This SIP also reflects the requirements of Occupational Pension Schemes (Investment) Regulations 2005.

The Scheme Actuary is Gerry Devenney XPS Pensions Group and the Investment Adviser is XPS Investment (collectively termed 'the Advisers').

The Trustees confirm that, before preparing this SIP, they have consulted with the employer, Edinburgh Woollen Mill Limited ('the Employer') and the Advisers and have obtained and considered written advice. The Trustees believe the Advisers to be qualified by their ability and practical experience of financial matters and to have appropriate knowledge of the investment arrangements that the Scheme requires.

The Trustees are responsible for the investment of the Scheme's assets and the administration of the Scheme. Where it is required to make an investment decision, the Trustees always receive advice from the Advisers first and they believe that this ensures that they are appropriately familiar with the issues concerned.

Given the size of the Scheme, the Trustees have decided the most cost effective way of investing the Scheme assets is to invest in pooled funds managed by an organisation, rather than directly appointing an individual investment manager. Decisions about which pooled funds to invest in are made after receiving investment advice from an FCA regulated firm.

01.01 Declaration

The Trustees confirm that this Statement of Investment Principles reflects the Investment Strategy they have decided to implement. The Trustees acknowledge that it is their responsibility, with guidance from the Advisers, to ensure the assets of the Scheme are invested in accordance with these Principles.

Signed:

Date:

Name:

For and on behalf of the Trustees of the Scheme.

02 Scheme Governance

The Trustees are responsible for the governance and investment of the Scheme's assets. The Trustees consider that the governance structure set out in this SIP is appropriate for the Scheme as it allows the Trustees to make the important decisions on investment policy, while delegating the day-to-day aspects to the relevant Advisers. The responsibilities of each of the parties involved in the Scheme's governance are detailed in Appendix A.

The Trustees have decided not to appoint an Investment Sub-Committee to deal with investment matters.

03 Investment Objectives

The primary investment objectives of the Scheme are to achieve an overall rate of return that will ensure:

- sufficient resources available to meet all liabilities as they fall due; and
- subject to the strength of the Employer covenant, the Trustees will seek to achieve a level of investment return which mitigates the cost of the Scheme to the Employer over the long term.

Further, the Trustees will seek to limit interest rate and inflation risk in the Scheme by investing in pooled liability driven investment funds to protect a portion of the liabilities against movements in interest rates and inflation.

The Trustees believe the investment objectives and the resultant investment strategy are consistent with the actuarial scheme funding valuation methodology and assumption adopted by the Trustees.

03.01 Alignment of Incentives

Based on the structure set out in Appendix B, the Trustees consider the arrangements with the Investment Managers to be aligned with the Scheme's overall strategic objectives. Details of each specific mandate are set out in guidelines, agreements and pooled fund documentation with each Investment Manager.

The amounts allocated to any individual category or security will be influenced by the overall benchmark and objectives, varied through the Investment Managers' tactical asset allocation preferences at any time, within any scope given to them through any asset allocation parameters or guidelines set by the Trustees or governing the pooled funds in which the Scheme is invested.

Investment Managers are incentivised to perform in line with expectations for their specific mandate as their continued involvement as Investment Managers as part of the Scheme's investment strategy – and hence the fees they receive – are dependent upon them doing so. They are therefore subject to performance monitoring and reviews based on a number of factors linked to the Trustee's expectations, including the selection / deselection criteria.

04 Asset Allocation Strategy

The Trustees have taken the view that the investment objective is best achieved by determining, and investing in accordance with, an appropriate split between "on-risk" assets (e.g. equities, property, high-yield corporate bonds and 'rotational' funds) and "off-risk" assets (e.g. fixed and index-linked gilts and high quality corporate bonds).

The allocation between the asset classes making up the on-risk and off-risk assets will vary over time to reflect, amongst other factors, the profile of the liabilities, the perceived relative value of the different asset classes and the perceived risk to the primary investment objective arising from any shortfall in the funding of the Scheme. The current benchmark and target allocation is set out in Appendix B and any changes in such allocations will only be made after receiving written advice from the Investment Advisers that such allocation remains consistent with the investment objectives.

Due to the size of the fund, the Trustees have decided to use pooled index funds to invest the Scheme's assets.

04.01 Rebalancing Policy

The Trustees, in conjunction with the Advisers, will monitor the actual asset allocation of the Scheme on a quarterly basis via the governance report. If the actual allocation moves further than $\pm 5\%$ from the allocation set out in Appendix B, the Trustees will make a decision as to whether to switch assets back to the strategy following consideration of advice.

Cash inflows into the Scheme and cash outflows from the scheme will be invested or disinvested so as to minimise the need to rebalance.

04.02 Rates of Return

The target rates of return for each asset class are detailed in Appendix B.

04.03 Diversification

The Trustees have sought to achieve diversification by investing in pooled funds which have investment restrictions i.e. funds which impose concentration limits on individual positions and limits on the exposure to individual issuers. Generally speaking each asset class would expect to have different issuers and therefore add to the diversification of the Scheme. The Trustees will monitor the strategy regularly to ensure that they are comfortable with the level of diversification.

Asset Allocation Strategy

continued

04.04 Suitability

The Trustees have taken advice from the relevant Advisers to ensure that the asset allocation strategy is suitable for the Scheme, given its investment objectives.

Within the “off-risk” assets The Trustees have chosen to hold a portion of the Scheme’s assets in pooled corporate bond funds and loan funds in order to benefit from the higher expected long-term returns over fixed interest gilts with some level of matching to the Scheme’s liabilities. The Trustees consider the additional credit risk to be consistent with the investment objectives. Liability Driven Investment products which make use of leveraged fixed interest and index-linked gilts have been selected in order to provide a degree of interest rate and price inflation matching with the liabilities.

The aim of the return-seeking assets (e.g. equity and diversified growth funds) is to provide additional expected return above that achieved by the off-risk assets, consistent with the investment objectives.

Recognising that non-sterling investments carry an element of currency risk the Trustees have a policy of holding substantially all of the assets in Sterling-denominated investments, to match the Scheme’s liabilities. The trustees have also decided to make use of currency hedging, where appropriate, to minimise the risk of holding non-sterling investments.

04.05 Liquidity

All of the non-cash assets are held in pooled funds with frequent dealing dates.

05 Strategy Implementation

The Trustees have decided to invest in both passively managed and actively managed funds. The Trustees have decided to implement their strategy by investing with several Investment Managers, as stated in Appendix B.

05.01 Mandate and Performance Objectives

The Trustees have received advice on the appropriateness of each pooled fund that the Scheme is invested in from the Advisers and believe them to be suitable to meet the Scheme's investment objectives. The benchmark for each fund currently held and its objectives are set out in Appendix B.

05.02 Manager Agreement

Although the Scheme is invested in pooled funds and as such there is no formal agreement between the Trustees and an individual fund manager relating to investments in each asset class, there is an investment management agreement covering the rebalancing arrangements between asset classes including the approach to investment and disinvestment.

05.03 Diversification

The assets are invested in pooled funds with diversification requirements. Further diversification is achieved by investing in funds offered by a number of Investment Managers. The Trustees will monitor the strategy regularly to ensure that they are comfortable with the level of diversification being achieved.

05.04 Custody

Custody of the underlying assets is at the discretion of the pooled funds, whilst shares and/or units in the funds are held in book form only. Cash is held securely in separate accounts with approved counterparties.

06 Monitoring

06.01 Investment Managers

Appointments of Investment Managers are expected to be long-term, but the Trustees will review the appointment of the Investment Managers in accordance with their responsibilities.

The Trustees receive regular performance monitoring reports from the Investment Consultant which consider performance over the quarter, one and three year periods. In addition, any significant changes relating to the Trustee's selection and deselection criteria that the Investment Consultant is aware of will be highlighted, which may lead to a change in the Investment Consultant's rating for a particular mandate.

These ratings help to determine an Investment Manager's ongoing role in implementing the investment strategy. If there are concerns, the Trustees may carry out a more in-depth review of a particular Investment Manager. Investment Managers will also attend Trustee's meetings as requested.

If the Trustees are not satisfied with the performance of the funds they will ask the manager of those funds what steps they intend to take to rectify the situation. If the funds still do not meet the Trustees' requirements, they will look to purchase other funds - potentially with a different manager - after consultation with the Investment Adviser.

The Investment Consultant has also carried out a review of how well the Trustee's guidelines in relation to ESG factors are incorporated into each Investment Manager's processes and the Trustees will re-assess progress on ESG issues periodically.

Fund manager remuneration is considered as part of the manager selection process. It is also monitored regularly with the help of the Investment Consultant to ensure it is in line with the Trustee's policies and with fee levels deemed by the Investment Consultant to be appropriate for the particular asset class and fund type.

06.02 Advisers

The Trustees will monitor the advice given by the Advisers on a regular basis.

06.03 Other

The Trustees are required to review this SIP on a triennial basis, or, without undue delay, following any changes to the investment strategy.

07 Fees

07.01 Funds

The Trustees will ensure that the fees charged by funds and their expense ratios are consistent with levels typically available in the industry for similar funds. The current fee basis for each of the funds is set out in Appendix B.

The Trustees are aware of the investment manager policy regarding soft commission arrangements. Information about the investment manager's fees, commissions and other transaction costs is available in the annual report of the pooled funds in accordance with the Financial Conduct Authority ('FCA') Disclosure Code.

The Trustees require the Investment Managers to report on actual portfolio turnover at least annually, including details of the costs associated with turnover, how turnover compares with the range that the Investment Manager expects and the reasons for any divergence.

07.02 Advisers

Fees paid to the Advisers are based either on actual time spent and hourly rates for relevant individuals, or on fixed fees agreed in advance for specifically defined projects.

07.03 Custodian

There is no custodian appointed directly by the Trustees.

07.04 Trustees

The Independent Trustee, "BESTrustees PLC", is paid directly for their trustee duties. None of the other Trustees is paid directly for their duties.

08 Risks

The Trustees recognise a number of risks involved in the investment of assets of the Scheme:

- i. The risk of failing to meet the objectives as set out in Section 3 – the Trustees will regularly monitor the investments to mitigate this risk.
- ii. The risk of adverse consequences arising through a mismatch between the Scheme's assets and its liabilities. This is addressed through the asset allocation strategy and through regular actuarial and investment reviews and the funding target.
- iii. Risk of lack of diversification of investments – addressed through investing in pooled funds with diversification requirements and through the asset allocation policy.
- iv. Risk of holding assets that cannot be easily sold should the need arise – addressed through the use of pooled funds with frequent dealing dates.
- v. Underperformance risk – addressed through monitoring closely the performance of each fund and taking necessary action when this is not satisfactory.
- vi. Organisational risk – addressed through regular monitoring of the Investment Manager and the Advisers.
- vii. Sponsor risk – the risk of the Employer ceasing to exist, which for reasons of prudence, the Trustees have taken into account when setting the asset allocation strategy.
- viii. Environmental, Social and Governance risk – the risk that environmental, social and governance factors are not given significant consideration. This is addressed by having a policy whereby such factors should be given appropriate consideration in relation to current and future investment decisions made.

The Trustees will keep these risks under regular review.

09 Other Issues

09.01 Statutory Funding Requirement

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

The Trustees will consider with the Advisers whether the results of these actuarial valuations suggest that any change to investment strategy is necessary to ensure continued compliance with the statutory funding requirement.

09.02 Environmental, Social and Governance

The Trustees have considered their approach to environmental, social and corporate governance ("ESG") factors and believe there can be financially material risks relating to them over the long term timescale of their investments. The Trustees have delegated the ongoing monitoring and management of ESG risks and those related to climate change to the Scheme's investment managers. The Trustees require the Scheme's investment managers to take ESG and climate change risks into consideration within their decision-making, recognising that how they do this will be dependent on factors including the characteristics of the asset classes in which they invest.

The Trustees will seek advice from the Investment Adviser on the extent to which its views on ESG and climate change risks may be taken into account in any future investment manager selection exercises. Furthermore, the Trustees, with the assistance of their Investment Adviser, will monitor the processes and operational behaviour of the investment managers from time to time to ensure they remain appropriate and in line with the Trustee's requirements as set out in this Statement.

The Trustees' policy is that non-financial matters should not be taken into account in the selection, retention and realisation of investments.

09.03 Voting rights

For the Scheme's investments in pooled funds, the Trustees acknowledge that they cannot directly influence the policies and practices of the companies in which the pooled funds invest. The Trustees have therefore delegated responsibility for the exercise of rights (including voting rights) attached to the Scheme's investments to the investment managers and encourages them to engage with investee companies and vote whenever it is practical to do so on financially material matters including those deemed to include a material ESG and/or climate change risk in relation to those investments. For the Scheme's segregated investments, the Trustees are able to influence the policies and practices of the companies more. The Trustees require the Investment Managers to report on significant votes made on behalf of the Trustee. If the Trustees become aware of an Investment Manager engaging with the underlying issuers of debt or equity in ways that they deem inadequate or that the results of such engagement are mis-aligned with the Trustee's expectation and the investment mandate guidelines provided, then the Trustees may consider terminating the relationship with that Investment Manager.

Appendix A

Responsibilities

Trustees

The Trustees of the Scheme are responsible for, amongst other things:

- i. Determining the investment objectives of the Scheme and reviewing these from time to time.
- ii. Agreeing an investment strategy designed to meet the investment objectives of the Scheme.
- iii. Reviewing triennially the content of this SIP and modifying it if deemed appropriate, in consultation with the Advisers.
- iv. Reviewing the suitability of the investment policy following the results of each actuarial or investment review, in consultation with the Advisers.
- v. Assessing the quality of the performance and process of the pooled funds by means of regular reviews of the investment results and other information, by way of meetings and written reports, in consultation with the Advisers.
- vi. Selecting pooled funds which are consistent with the investment strategy after consultation with the Advisers.
- vii. Assessing the ongoing effectiveness of the Advisers.
- viii. Consulting with the Employer when reviewing investment policy issues.
- ix. Monitoring compliance of the investment arrangements with this SIP on an ongoing basis.
- x. Informing the Advisers of any changes to Scheme benefits, significant changes in membership.

Investment Adviser

The Investment Adviser will be responsible for, amongst other things:

- i. Participating with the Trustees in reviews of this SIP.
- ii. Advising the Trustees how any changes within the Scheme's benefits, membership and funding position may affect the manner in which the assets should be invested.
- iii. Advising the Trustees of any changes in the funds that could affect the interests of the Scheme.
- iv. Undertaking reviews of the Scheme's investment arrangements including reviews of the asset allocation policy and current pooled funds and advising on the selection of new funds.

Scheme Actuary

The Scheme Actuary will be responsible for, amongst other things:

- i. Performing the triennial (or more frequently as required) valuations and advising on the appropriate contribution levels.

Appendix A Responsibilities continued

- ii. Commenting on the appropriateness of the investment strategy relative to the liabilities of the Scheme at the triennial valuations.
- iii. Advising the Trustees of any changes to contribution levels and funding level.

Appendix B

Current Asset Allocation

The Trustees have appointed six Investment Manager: Legal & General Investment Management ('LGIM'), Newton Investment Management Limited ('Newton'), Fidelity Fund Management Limited ('Fidelity'), Baillie Gifford & Co Limited ('Baillie Gifford'), Aberdeen Standard Investment ('ASI') and Barings Global Investment Funds ('Barings') to manage the assets of the Scheme.

The mandate for the Investment Manager is as follows:

Asset Classes	Fund	%	Investment Style
Risk Assets			
UK Equity	Newton UK Equity Index Fund	19	Active
Overseas Equity	LGIM North America Equity Index GBP Hedged Fund	8	Passive
Overseas Equity	LGIM Asia Pacific (ex Japan) Equity Index Fund	4	Passive
Overseas Equity	Fidelity Global Special Situations Fund	4	Active
Diversified Growth	Baillie Gifford Diversified Growth Pension Fund	21	Active
Low Risk/Matching assets			
Corporate Bonds	ASI Corporate Bond Fund	5	Active
Loan Fund	Barings European Loan Fund	15	Active
Liability Driven Investments	LGIM Matching Core Funds	25	Passive

Long Term Asset Allocation

The Trustees have recently implemented changes to their investment strategy which has included an increase in the allocation to LDI assets designed to increase the interest rate and inflation hedge to 80% of assets. The Trustees are targeting the implementation of the long term target asset allocation shown on this page. This asset allocation was last reviewed in 2018.

Asset Class	Long term Target Allocation (%)
Return Seeking Assets	55
Equity	26
Diversified Growth	29
Matching Assets	45
Loan Fund	15
Liability Driven Investments	30

Expected Returns and Performance Monitoring

The Trustees have agreed the following performance target with each Investment Manager.

Fund	Benchmark Index	Objective
Newton UK Equity Fund	FTSE All-Share Index	To outperform the benchmark by over 2% p.a. over rolling 5 year periods
LGIM North America Equity Index GBP Hedged Fund	FTSE World North America Index – GBP Hedged	To track the benchmark index within +/- 0.50% p.a. for 2 years out of 3
LGIM Asia Pacific (ex Japan) Equity Index Fund	FTSE World Asia Pacific ex Japan Index	To track the benchmark index within +/- 0.75% p.a. for 2 years out of 3
Fidelity Global Special Situations Fund	MSCI AC World Index	To outperform the benchmark by 4% p.a. (gross of fees)
Baillie Gifford Diversified Growth Pension Fund	UK Base Rate	To outperform the benchmark by 3.5% p.a. (net of fees) over rolling 5 year periods
ASI Corporate Bond Fund	Bank of America Merrill Lynch Sterling Non Gilts All Stocks Index	The Fund aims to be above median in the sector over rolling 1 year periods, and top quartile over rolling 3 year periods
Barings European Loan Fund	Credit Suisse Institutional western European Leveraged Loan Index	To provide current income and, where appropriate, capital appreciation
LGIM Matching Core Funds	N/A	To provide interest rate and inflation protection reduce funding level volatility

Fees

The investment management fees paid to the Investment Manager are as follows:

LGIM charge a flat fee of [REDACTED] per annum plus ad valorem charges based on the average value of the Scheme's holdings as follows:

Fee % p.a.				
LGIM				
Asset Class	First £1m	Next £1.5m	Next £7.5m	Next £20m
North America Equity Index	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
	First £1m	Next £1.5m	Next £7.5m	Next £20m
Asia Pacific ex Japan Equity Index	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
	First £25m		Above £25m	
Matching Core Funds	[REDACTED]		[REDACTED]	
Aberdeen Standard Investments				
Corporate Bond Fund	[REDACTED]			
Barings				
European Loan Fund	[REDACTED]			
Newton				
UK Equity Empty Fund	[REDACTED]			
Fidelity				
Global Special Situations Fund	[REDACTED]			
Bailie Gifford				
Diversified Growth Pension Fund	[REDACTED]			

Contact us
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