

WEATHERBYS PENSION AND ASSURANCE SCHEME

**Report and Financial Statements for the year ended
31 December 2024**

Scheme Registration No: 10059563



WEATHERBYS PENSION AND ASSURANCE SCHEME

TABLE OF CONTENTS

Trustees and their Advisers	2
Trustees' Report	4
Investment Report	7
Report on Actuarial Liabilities	11
Actuary's Certificate of Schedule of Contributions	12
Statement of Trustees' Responsibilities	13
Independent Auditor's Report	14
Fund Account	17
Statement of Net Assets (Available for benefits)	18
Notes to the Financial Statements	19
Independent Auditor's Statement about Contributions	27
Summary of Contributions paid in the year	28
Implementation Statement	29

WEATHERBYS PENSION AND ASSURANCE SCHEME

TRUSTEES AND THEIR ADVISERS

Trustees:

P Mendham - Chairman
K Bridge *
S Cannons
M Butts * (from 3 December 2024)
** Member-Nominated*

Secretary to the Trustees:

Vidett Governance Governance Services

Actuary:

M Poyner FIA
XPS Group
1 Colmore Row
Birmingham B3 2BJ

Auditor:

JW Hinks LLP
19 Highfield Road
Edgbaston
Birmingham B15 3BH

Legal Advisers:

DLA Piper UK LLP
India Buildings
Water Street
Liverpool L2 0NH

Bankers:

Bank of Scotland
New Uberior House
Earl Grey Street
Edinburgh EH3 9BN

Investment Managers:

Legal & General Assurance (Pensions Management) Ltd
One Coleman Street
London EC2R 5AA

Baillie Gifford & Co
Calton Square
1 Greenside Row
Edinburgh EH1 3AN

BNY Mellon Fund Managers Limited
Client Service Centre
PO Box 12041
Brentwood
Essex CM14 9LS

Alcentra Limited (from 31 December 2024)
Cannon Place
78 Cannon Street
London EC4N 6HL

WEATHERBYS PENSION AND ASSURANCE SCHEME

TRUSTEES AND THEIR ADVISERS (continued)

<i>Custodians:</i>	Bank of New York HSBC Citibank BNY Mellon
<i>Consultants & Administrators:</i>	XPS Group 1 Colmore Row Birmingham B3 2BJ
<i>Sponsoring Employer:</i>	Weatherbys Limited Sanders Road Finedon Road Industrial Estate Wellingborough Northamptonshire NN8 4BX
<i>Participating Employers:</i>	Weatherbys Bank Limited (until 19 December 2024) Arkle Finance Limited Weatherbys Ireland GSB Limited Weatherbys GSB Limited The Point to Point Racing Company Limited Weatherbys Ireland Limited (until 4 June 2024)

WEATHERBYS PENSION AND ASSURANCE SCHEME

TRUSTEES' REPORT FOR THE YEAR ENDED 31 DECEMBER 2024

The Trustees present to the members their annual report and financial statements for the year ended 31 December 2024.

Scheme Information

The Weatherbys Pension and Assurance Scheme is governed by the Definitive Trust Deed, dated 22 December 1960, including subsequent amendments.

The Scheme provides pensions and lump sum benefits on retirement and death for those employees who are members of the Scheme, and is governed by a Trust Deed and Rules.

The Scheme currently provides defined benefit pensions. The Defined Benefit section is closed to new members, and closed to further accrual with effect from 6 April 2016.

Trustees are appointed and removed from office by the Principal Employer in accordance with the Trust Deed. They 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.

Under the provisions of the Pensions Act 2004, at least one-third of the Trustees must be nominated by Scheme members. In accordance with these provisions there are two Member Nominated Trustees.

During the year the Trustees met four times to review the management of the Scheme and to monitor the performance of the investment managers, administrators and advisers.

Membership

The number of members as at the year-end was:	Deferred Pensioners	Pensioners
At 1 January 2024	192	156
Opening adjustment	(1)	2
Retirements	(11)	11
Deaths	—	<u>(3)</u>
At 31 December 2024	<u>180</u>	<u>166</u>

Pension increases

All pensions in payment were increased in accordance with the Rules of the Scheme with effect from 1 January 2024. The increase applied to most elements of pension with effect from 1 January 2024 was 5% (representing the rise in Retail Prices Index over the 12 months ending in October 2023 capped as appropriate). GMP was increased by 0.5% in accordance with statutory requirements (applicable for increases on or after 6 April 2021).

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.

Benefit/Scheme Changes

On 5 July 2024 Weatherbys Bank Limited notified the Trustees of its intention to cease participation in the Scheme with an effective date of 31 May 2024. A Section 75 debt triggered by this event was received from Weatherbys Bank Limited to the Scheme for its share of the unfunded liabilities.

Going concern

The Trustees of the Scheme have made an assessment on going concern and given the funding position and the support from the Sponsoring Employer, the Trustees conclude that the Scheme retains sufficient liquidity to the extent that the going concern basis remains appropriate for the foreseeable future and at the very least for the next twelve months.

WEATHERBYS PENSION AND ASSURANCE SCHEME

TRUSTEES' REPORT FOR THE YEAR ENDED 31 DECEMBER 2024 (continued)

GMP Equalisation

In 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 Trustees of the Scheme are aware that the issue will affect the Scheme and will be considering this at a future meeting and decisions will be made as to the next steps.

Under the ruling schemes are required to backdate benefit adjustments in relation to GMP equalisation and provide interest on the backdated amounts. Based on an initial assessment of the likely backdated amounts and related interest the Trustees do not expect these to be material to the financial statements and therefore have not included a liability in respect of these matters in these financial statements. They will be accounted for in the year they are determined.

In November 2020, the High Court handed down a second judgment involving the Lloyds Banking Group's Defined Benefit pension schemes. This latest judgment confirms that Defined Benefit (DB) schemes which provide GMPs need to revisit and where necessary top up historic Cash Equivalent Transfer Values that were calculated based on unequalised benefits. It has been very approximately estimated that the uplift due to any historic transfer values may be in the order of £40,000, which is not deemed to be material for the purposes of these accounts and will be accounted for in the years they are determined.

Financial Development of the Scheme

The financial statements for the year have been prepared and audited in accordance with Sections 41(1) and (6) of the Pensions Act 1995.

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

	£
Net assets at 31 December 2023	46,439,626
Net additions from dealings with members	707,037
Net returns on investments	<u>647,285</u>
Net assets at 31 December 2024	<u><u>47,793,948</u></u>

Enquiries

All enquiries about the Scheme and individual benefit entitlements should be addressed to the Scheme Trustees.

c/o XPS Group
PO Box 562
Middlesbrough TS1 9JA
Email: weatherbysadmin@xpsgroup.com

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
Bedford Borough Hall
138 Cauldwell Street
Bedford MK42 9AB
Tel: 0800 011 3797
Email: pensions.enquiries@moneyhelper.org.uk
Website: www.moneyhelper.org.uk

WEATHERBYS PENSION AND ASSURANCE SCHEME

TRUSTEES' REPORT FOR THE YEAR ENDED 31 DECEMBER 2024 (continued)

Pensions Ombudsman

If you have a complaint concerning your Scheme pension arrangements, you should first make a formal complaint to the Scheme Trustee. Complaints should be addressed to the Scheme Trustee at the address above under Enquiries.

If you are unhappy with the response, you can refer your complaint to The Pensions Ombudsman free of charge. The Pensions Ombudsman deals with complaints and disputes which concern the administration and/or management of occupational and personal pension schemes.

Contact with The Pensions Ombudsman about a complaint needs to be made within three years of when the event(s) you are complaining about happened – or, if later, within three years of when you first knew about it (or ought to have known about it). There is discretion for those time limits to be extended. 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

You can also submit a complaint online: www.pensions-ombudsman.org.uk/making-complaint.

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:

Telecom House
125-135 Preston Road
Brighton BN1 6AF

Tel: 0345 600 0707

Email: customersupport@tpr.gov.uk

Website: www.thepensionsregulator.gov.uk

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 10059563. 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
Post Handling Site A
Wolverhampton WV98 1AF

Tel: 0800 731 0193

Website: www.gov.uk/find-pension-contact-details

WEATHERBYS PENSION AND ASSURANCE SCHEME

INVESTMENT REPORT

The Trustees determine their investment strategy after taking advice from their investment adviser. They have delegated the management of the investments to the investment managers listed on page 2.

Investment strategy

This report provides an overview of the assets supporting the Weatherbys Pension and Assurance Scheme for the period 1 January 2024 to 31 December 2024. The investments of the Scheme have been made in accordance with the Occupational Pension Schemes (Investment) Regulations 2005.

During the reporting year, the Trustees introduced an allocation to an illiquid asset, the Alcentra European Direct Lending Fund IV. This was purchased via the secondary market and was funded by a partial disinvestment from the Baillie Gifford Multi Asset Growth Fund and monies held within the Trustees Bank Account.

Statement of Investment Principles

The Trustees had in place a Statement of Investment Principles (SIP) over the previous reporting period as required by the Pensions Act 1995 (as amended by section 244 of the Pensions Act 2004) and the Occupational Pension Schemes (Investment) Regulations 2005. A new SIP regarding the inclusion of the investment in Alcentra is due to be signed in July 2025.

The SIP covers the Trustees' policy on the following matters:

- ensuring compliance with the current investment requirements;
- ensuring compliance with the minimum funding requirements;
- the types of investment and the allocation between different types of investment risk;
- expected return of investments;
- realisation of investments
- Environmental, Social and Governance factors
- expectation of Investment Managers to exercise their voting rights on the Scheme's behalf
- rebalancing policy if actual allocation, monitored on an annual basis via the governance report, moves further than +/- 5% from allocations set out in Appendix B of the SIP
- arrangements with Investment Managers

Custodial Arrangements

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.

Scheme Advisers

There are written agreements in place between the Trustees and each of the Scheme advisers.

WEATHERBYS PENSION AND ASSURANCE SCHEME

INVESTMENT REPORT (continued)

Trustees' Policies in relation to Financially Material Considerations

Range of assets

Based on the structure set out in the Statement of Investment Principles, 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 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 guidelines set by the Trustees or governing the pooled funds in which the Scheme is invested.

The Trustees will ensure that the Scheme's assets are predominantly invested in regulated markets to maximise their security.

Responsible Investment

The Trustees have considered their approach to environmental, social and corporate governance ("ESG") factors and believes there can be financially material risks relating to them. The Trustees have delegated the ongoing monitoring and management of ESG risks and those related to climate change to the Investment Managers. The Trustees require the 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 the 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 Trustees' requirements as set out in the Statement of Investment Principles.

Exercise of rights (including voting rights) attaching to investments and undertaking engagement activities in respect of the investments:

As the Scheme invests 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. The Trustees require the Investment Managers to report on significant votes made on behalf of the Trustees.

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 Trustees' expectation, then the Trustees may consider terminating the relationship with that Investment Manager.

When considering the selection, retention or realisation of investments, the Trustees have a fiduciary responsibility to act in the best interests of the beneficiaries of the Scheme, although they have neither sought, nor taken into account, the beneficiaries' views on matters including (but not limited to) ethical issues and social and environmental impact. The Trustees will review this policy if any beneficiary views are raised in future.

WEATHERBYS PENSION AND ASSURANCE SCHEME

INVESTMENT REPORT (continued)

Investment managers' arrangements and fee structure

Based on the structure set out in the Statement of Investment Principles, 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 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 guidelines set by the Trustees or governing the pooled funds in which the Scheme is invested.

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.

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

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.

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 Trustees' expectations, including their selection / deselection criteria.

The Trustees encourage Investment Managers to make decisions in the long-term interests of the Scheme. The Trustees expect engagement with management of the underlying issuers of debt or equity and the exercising of voting rights. This expectation is based on the belief that such engagement can be expected to help Investment Managers to mitigate risk and improve long term returns.

Asset allocation and Performance

The actual asset allocation at the year-end was:

	% of Scheme	% of Scheme
	2024	2023
LGIM LDI funds*	24.5	33.9
LGIM Dynamic Diversified Fund	19.3	21.9
BNY Mellon Multi- Asset Global Balanced Fund	24.9	22.5
Baillie Gifford Multi Asset Growth Fund	10.0	21.7
Alcentra European Direct Lending IV Fund	<u>21.3</u>	<u>-</u>
	<u>100.0</u>	<u>100.0</u>

Note: *As at the Scheme year end 2024, the LGIM LDI allocation consists of the LGIM Matching Core Fixed Short Fund, LGIM Matching Core Fixed Long Fund, LGIM Matching Core Real Short Fund and LGIM Matching Core Real Long Fund.

WEATHERBYS PENSION AND ASSURANCE SCHEME

INVESTMENT REPORT (continued)

Investment Performance

The performance to 31 December 2024 was (net of fees):

Defined Benefit Section	1 year		3 years		5 years	
	Fund %	Target %	Fund %	Target %	Fund %	Target %
Matching Core Fixed Short	-24.4	-24.7	-54.8	-54.6	-38.3	-38.2
Matching Core Fixed Long	-28.7	-28.7	-72.3	-71.3	-51.6	-50.7
Matching Core Real Short	-22.8	-23.0	-47.1	-47.1	-25.9	-25.8
Matching Core Real Long	-24.6	-24.7	-69.0	-67.5	-46.4	-44.9
Dynamic Diversified Fund	5.5	9.7	1.9	8.2	3.4	6.8
BNY Mellon						
Multi- Asset Global Balanced Fund	11.0	10.7	5.2	4.1	7.7	6.0
Baillie Gifford						
Multi Asset Growth Fund	5.7	8.7	-3.2	7.3	0.1	5.8
Alcentra						
European Direct Lending IV Fund	0.0	N/A	N/A	N/A	N/A	N/A

Note: Fund returns have been obtained from the Investment Manager and may not be Scheme specific.

The investment performance over 2024 for the Scheme is estimated to be 1.4% and the benchmark performance over 2024 is estimated to be -1.9%.

Implementation Statement

The Implementation Statement, which forms part of the Trustees' Report, is disclosed on page 29.

WEATHERBYS PENSION AND ASSURANCE SCHEME

REPORT ON ACTUARIAL LIABILITIES

Under Section 222 of the Pensions Act 2004, every scheme is subject to the Statutory Funding Objective, which is to have sufficient and appropriate assets to cover its technical provisions. The technical provisions represent the present value of the benefits members are entitled to. This is assessed using the assumptions agreed between the Trustees and the Employer and set out in the Statement of Funding Principles, which is available to Scheme members on request.

The most recent full actuarial valuation of the Scheme was carried out as at 31 December 2021. This showed that on that date:

- o The value of the technical provisions was £96.7 million
- o The value of the assets was £67.0 million

An actuarial update as at 31 December 2023 has been carried out, which showed that the deficit had reduced to £14.4 million at that date.

The method and significant actuarial assumptions used to determine the technical provisions are as follows (all assumptions adopted are set out in the Appendix to the Statement of Funding Principles dated 30 January 2023).

Method

The actuarial method to be used in the calculation of the technical provisions is the Projected Unit Method.

Significant actuarial assumptions

Discount rate up to 31 December 2035: based on the Bank of England gilt curve plus 0.7% p.a.

Discount rate after 1 January 2036: based on the Bank of England gilt curve plus 0.5% p.a.

Future Retail Price inflation: based on the Bank of England RPI-implied gilt curve less a deduction of 0.1% p.a.

Future Consumer Price inflation: before 2030, set equal to the Retail Price inflation assumption less 0.80% p.a. After 2030, set equal to the Retail Price inflation assumption.

Pension increases: derived from the term dependent rates for future retail and consumer price inflation where appropriate, allowing for the caps and floors on pension increases according to the provisions in the Scheme's rules.

Mortality: SAPS S3PA tables, adjusted by 95% for males and 103% for females, applied at year of birth, with future improvements in line with the CMI_2021 Model with an initial addition to mortality improvements of 0.3% p.a., a weighting of 7.5% to both 2020 and 2021, and a long-term rate of improvement of 1.50% p.a.

The next actuarial valuation is due as at 31 December 2024 and is currently underway.

WEATHERBYS PENSION AND ASSURANCE SCHEME

ACTUARY'S CERTIFICATE OF SCHEDULE OF CONTRIBUTIONS

Actuary's certification of schedule of contributions

Weatherbys Pension and Assurance Scheme

Adequacy of rates of contributions

I certify that, in my opinion, the rates of contributions shown in this schedule of contributions are such that the statutory funding objective can be expected to be met by the end of the period specified in the recovery plan dated 30 January 2023.

Adherence to statement of funding principles

I hereby certify that, in my opinion, this schedule of contributions is consistent with the Statement of Funding Principles dated 30 January 2023.

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

31 July 2024

Name

Mark Poyner

Qualification

Fellow of the Institute
and Faculty of Actuaries

Address

1 Colmore Row
Birmingham
B3 2BJ

Employer

XPS Pensions Limited

WEATHERBYS PENSION AND ASSURANCE SCHEME

STATEMENT OF TRUSTEES' 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 Trustees. Pension Scheme regulations require, and the Trustees are responsible for ensuring, that those financial statements:

- 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 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 making a statement whether the financial statements have been prepared in accordance with the relevant financial reporting framework applicable to occupational pension schemes.

In discharging the above responsibilities, the Trustees are responsible for selecting suitable accounting policies, to be applied consistently, making any estimates and judgments 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 Trustees are also responsible for making available certain other information about the Scheme in the form of an Annual Report.

The Trustees also have 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 Trustees are responsible under pensions legislation for preparing, maintaining and from time to time reviewing and if necessary revising 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 Trustees are also responsible for keeping records in respect of contributions received in respect of any active member of the Scheme and for adopting risk-based processes to monitor whether contributions are made to the Scheme by the employer in accordance with the Schedule of Contributions. Where breaches of the Schedules occur, the Trustees are required by the Pensions Acts 1995 and 2004 to consider making reports to The Pensions Regulator and the members.

Approval of the Trustees' Report

The Trustees' Report, which includes the Investment Report, the Implementation Statement, the Report on Actuarial Liabilities and the Statement of Trustees' Responsibilities, was approved by the Trustees.

For and on behalf of the Trustees

WEATHERBYS PENSION AND ASSURANCE SCHEME

INDEPENDENT AUDITOR'S REPORT TO THE TRUSTEES OF THE WEATHERBYS PENSION AND ASSURANCE SCHEME

Opinion

We have audited the financial statements of the Weatherbys Pension and Assurance Scheme (the 'Scheme') for the year ended 31 December 2024 which comprise the Fund Account, the Statement of Net Assets available for Benefits and associated 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 Financial Reporting Standard 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 31 December 2024, and of the amount and disposition at that date of its assets and liabilities, other than 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 statements, we have concluded that the Trustees' 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 Scheme's 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 Trustees 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 Trustees are 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.

WEATHERBYS PENSION AND ASSURANCE SCHEME

INDEPENDENT AUDITOR'S REPORT TO THE TRUSTEES OF THE WEATHERBYS PENSION AND ASSURANCE SCHEME (continued)

Responsibilities of Trustees

As explained more fully in the Trustees' responsibilities statement set out on page 13, the Scheme's Trustees are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Trustees determine 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 Trustees are responsible for assessing the Scheme's 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 Trustees either intend 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements and discussed the policies and procedures regarding compliance.

Specific areas considered were as follows:

- Enquiring with management and others to gain an understanding of the organisation itself including operations, financial reporting and known fraud or error.
- Evaluating and understanding the internal control system.
- Confirming investment valuations and bank balances directly with investment managers and bankers.
- Testing to ensure that contributions have been received in accordance with the Schedule of Contributions.
- Testing benefits payable to members.
- Performing analytical procedures as expected or unexpected variances in account balances or classes of transactions appear.

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected all irregularities including those leading to material misstatements in the financial statements or non-compliance with regulation, even though we have properly planned and performed our audit in accordance with auditing standards.

This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

A further description of our responsibilities is available on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditor's report.

WEATHERBYS PENSION AND ASSURANCE SCHEME

INDEPENDENT AUDITOR'S REPORT TO THE TRUSTEES OF THE WEATHERBYS PENSION AND ASSURANCE SCHEME (continued)

Use of our report

This report is made solely to the Scheme's Trustees, as a body, in accordance with Regulation 3 of the Occupational Pension Schemes (Requirement 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 Scheme's Trustees 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's trustees as a body, for our audit work, for this report, or for the opinions we have formed.

JW Hinks LLP

Statutory Auditor
19 Highfield Road
Edgbaston
Birmingham B15 3BH

Date: 7 July 2025

WEATHERBYS PENSION AND ASSURANCE SCHEME

FUND ACCOUNT

For the year ended 31 December 2024

	Note	2024 £	2023 £
CONTRIBUTIONS AND BENEFITS			
Employer contributions		<u>3,682,891</u>	<u>1,425,888</u>
Total contributions	4	3,682,891	1,425,888
Other income	5	<u>473</u>	<u>1,500</u>
		<u>3,683,364</u>	<u>1,427,388</u>
Benefits payable	6	(2,783,697)	(1,892,876)
Payments to and on account of leavers	7	-	(392,764)
Administrative expenses	8	<u>(192,630)</u>	<u>(2,821)</u>
		<u>(2,976,327)</u>	<u>(2,288,461)</u>
NET ADDITIONS/(WITHDRAWALS) FROM DEALINGS WITH MEMBERS		<u>707,037</u>	<u>(861,073)</u>
RETURNS ON INVESTMENTS			
Investment income	9	2,468	810
Change in market value of investments	11	707,780	1,790,085
Investment management expenses	10	<u>(62,963)</u>	<u>(59,710)</u>
NET RETURNS ON INVESTMENTS		<u>647,285</u>	<u>1,731,185</u>
NET INCREASE IN THE FUND FOR THE YEAR		1,354,322	870,112
OPENING NET ASSETS		<u>46,439,626</u>	<u>45,569,514</u>
CLOSING NET ASSETS		<u><u>47,793,948</u></u>	<u><u>46,439,626</u></u>

The notes on pages 19 to 26 form part of these financial statements.

WEATHERBYS PENSION AND ASSURANCE SCHEME

STATEMENT OF NET ASSETS (AVAILABLE FOR BENEFITS)

At 31 December 2024

	Note	2024 £	2023 £
INVESTMENT ASSETS			
Pooled investment vehicles	12	46,977,192	46,619,023
Cash deposits	11	<u>119,913</u>	<u>-</u>
TOTAL NET INVESTMENTS		47,097,105	46,619,023
CURRENT ASSETS	16	1,009,855	162,681
CURRENT LIABILITIES	17	<u>(313,012)</u>	<u>(342,078)</u>
CLOSING NET ASSETS		<u><u>47,793,948</u></u>	<u><u>46,439,626</u></u>

The financial statements summarise the transactions of the Scheme and deal with the net assets at the disposal of the Trustees. 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 11 of the Annual Report and these financial statements should be read in conjunction with this report.

The notes on pages 19 to 26 form part of these financial statements.

These financial statements were approved by the Trustees on 7/7/25 Date

Signed on behalf of the Trustees

WEATHERBYS PENSION AND ASSURANCE SCHEME

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2024

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 financial statements have been prepared on the going concern basis. At the date of signing these financial statements the Trustees believe that; due to its investments structure the Scheme is able to comfortably cover its related outgoings until at least 12 months from signing. As a result, and together with the relatively strong position of the Principal Employer, the Trustees consider the preparation of the financial statements on a going concern basis to be appropriate.

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, PO Box 562, Middlesbrough TS1 9JA.

3. ACCOUNTING POLICIES

(a) *Accounting Convention*

The financial statements are prepared on an accruals basis.

(b) *Contributions*

Employee contributions, including AVCs, are accounted for when they are deducted from pay by the Employer, except for the first contribution due where the employee has been auto-enrolled by the Employer, in which case it is accounted for when received by the Scheme.

Employer normal contributions that are expressed as a rate of salary are accounted for on the same basis as the employees' contributions.

Employer deficit funding contributions are recognised on the due dates in accordance with the Schedule of Contributions or in the absence of a formal agreement on a receipts basis.

(c) *Section 75 Debt*

Section 75 debts are accounted for when determined by the Actuary.

(d) *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 Trustees 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.

Opt-outs are accounted for when the Scheme is notified of the opt-out.

(e) *Expenses*

Expenses are accounted for on an accruals basis.

(f) *Investment Income*

Interest receivable is taken into account on an accruals basis.

Income arising on the underlying investments of accumulation funds is reflected within the change in market value.

WEATHERBYS PENSION AND ASSURANCE SCHEME

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2024

3. ACCOUNTING POLICIES (continued)

(g) Investments

Investments are included at fair value as follows:

Unitised pooled investment vehicles have been valued at the latest available bid price or dealing 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.

(h) Functional and presentation currency

The Scheme's functional and presentation currency is GBP Sterling.

(i) Critical accounting estimates and judgements

The preparation of the financial statements requires the Trustees to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the Statement of Net Assets date and the amounts reported for income and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates.

4. CONTRIBUTIONS	2024	2023
	£	£
Employer contributions		
Normal	2,391	2,272
Deficit funding	1,552,500	1,423,616
Additional	2,128,000	-
	<u>3,682,891</u>	<u>1,425,888</u>

The Employer paid contributions of £1,554,891 for the year ended 31 December 2024. As per the Schedule of Contributions dated 30 January 2023, and the new Schedule of Contributions dated 31 July 2024, for the year ended 31 December 2024 £1,552,500 is payable, for the year ended 31 December 2025 £1,606,837 is payable and from 1 January 2026 to 31 July 2031 £1,820,000 is payable, increasing on 1 January each year by 3.5% p.a., with the first increase due on 1 January 2027.

The additional contribution of £2,128,000 was a payment received from Weatherbys Bank Limited, a participating employer, following its intention to complete Section 75 process.

5. OTHER INCOME	2024	2023
	£	£
Transfer calculation	<u>473</u>	<u>1,500</u>

This income relates to a pensioner initially paying the Scheme bank account for an additional transfer value.

6. BENEFITS PAID OR PAYABLE	2024	2023
	£	£
Pensions	1,802,121	1,667,499
Commutation of pensions and lump sum retirement benefits	981,576	215,751
Refunds of contributions on death	-	9,626
	<u>2,783,697</u>	<u>1,892,876</u>

WEATHERBYS PENSION AND ASSURANCE SCHEME

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2024

7. PAYMENTS TO AND ON ACCOUNT OF LEAVERS

	2024	2023
	£	£

Individual transfers out to other schemes	-	392,764
---	---	---------

8. ADMINISTRATIVE EXPENSES

	2024	2023
	£	£

Administration	480	1,500
Legal fees	43,791	-
Trustees fees & expenses	5,750	1,000
Investment advice	142,311	-
Miscellaneous expenses	298	321
	192,630	2,821

The legal and investment fees relates to the purchase of an illiquid asset at the end of the Scheme year. These fees were agreed to be settled from the Scheme.

9. INVESTMENT INCOME

	2024	2023
	£	£

Interest on cash deposits	2,468	810
---------------------------	-------	-----

Pooled investment vehicle investment income is not distributed but reflected within the unit price of investments. Investment income is now incorporated in the increase in value of the unit price rather than accounted for separately.

10. INVESTMENT MANAGEMENT EXPENSES

	2024	2023
	£	£

Investment fees - management & custody	62,963	59,710
--	--------	--------

11. RECONCILIATION OF INVESTMENTS

	Value at 31.12.2023	Purchases at cost	Sales proceeds	Change in market value	Value at 31.12.2024
	£	£	£	£	£
Pooled investment vehicles	46,619,023	10,313,996	(10,663,607)	707,780	46,977,192
	46,619,023	10,313,996	(10,663,607)	707,780	46,977,192
Cash deposits	-				(30,087)
Cash in transit	-				150,000
	46,619,023				47,097,105

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. No direct transaction costs were incurred during the year.

In addition to the direct transaction costs, indirect costs are incurred through the bid-offer spread on investments within pooled investment vehicles and charges made within those vehicles.

WEATHERBYS PENSION AND ASSURANCE SCHEME

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2024

12. POOLED INVESTMENT VEHICLES

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

	2024	2023
	£	£
Multi-asset	25,457,050	30,806,667
Bonds	11,527,084	15,812,356
Private credit	9,993,058	15,812,356
	<u>46,977,192</u>	<u>46,619,023</u>

13. FAIR VALUE DETERMINATION

The fair value of financial instruments has been estimated using the following fair value hierarchy:

Level 1: The unadjusted quoted price in an active market for identical assets or liabilities that the entity can access at the measurement date.

Level 2: Inputs other than quoted prices included within Level 1 that are observable (i.e. developed using market data) for the asset or liability, either directly or indirectly.

Level 3: Inputs are unobservable (i.e. for which market data is unavailable) for the asset or liability.

The Scheme's investment assets and liabilities fall within the above hierarchy as follows:

	At 31 December 2024			
	Level 1	Level 2	Level 3	Total
	£	£	£	£
Pooled investment vehicles	-	36,984,134	9,993,058	46,977,192
Cash deposits	(30,087)	-	-	(30,087)
Cash in transit	150,000	-	-	150,000
	<u>119,913</u>	<u>36,984,134</u>	<u>9,993,058</u>	<u>47,097,105</u>
	At 31 December 2023			
	Level 1	Level 2	Level 3	Total
	£	£	£	£
Pooled investment vehicles	-	46,619,023	-	46,619,023
	<u>-</u>	<u>46,619,023</u>	<u>-</u>	<u>46,619,023</u>

WEATHERBYS PENSION AND ASSURANCE SCHEME

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2024

14. INVESTMENT RISK DISCLOSURES

(a) 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 or 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 Trustees determine their 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 Trustees manage investment risks through its choice of investments, the investment management agreements in place with the Scheme's investment managers and regular reviews of the investment portfolio.

Further information on the Trustees' approach to risk management, credit and market risk is set out below.

(i) Investment strategy

The investment objective of the Scheme is to ensure that the existing assets together with stable future contributions will be sufficient to provide for benefits as they fall due.

The Trustees set the investment strategy for the Scheme taking into account considerations such as the strength of the employer covenant, the long-term liabilities of the Scheme and the funding agreed with the Employer. The investment strategy is set out in the Statement of Investment Principles.

(ii) Credit risk

The Scheme invests in pooled investment vehicles and is therefore directly exposed to credit risk in relation to the instruments it holds in the pooled investment vehicles. The Scheme is indirectly exposed to credit risks arising on the financial instruments held by the pooled investment vehicles.

Cash is held within financial institutions which are at least investment grade credit rated. This is the position at the year-end.

Direct credit risk arising from pooled investment vehicles is mitigated by the underlying assets of the pooled arrangements being ring-fenced from the pooled manager, the regulatory environments in which the pooled managers operate and diversification of investments amongst a number of pooled arrangements. The Trustees carry out due diligence checks on the appointment of new pooled investment managers and on an ongoing basis monitor any changes to the operating environment of the pooled manager.

Indirect credit risk arises in relation to underlying investments held in the pooled bond investment funds. This risk is mitigated by investing mostly in funds which hold at least investment grade credit rated investments.

WEATHERBYS PENSION AND ASSURANCE SCHEME

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2024

14. INVESTMENT RISK DISCLOSURES (continued)

(ii) Credit risk (continued)

A summary of the Scheme's pooled investment vehicles by type of arrangement is detailed below:

	2024	2023
	£	£
Unit linked insurance policies	20,607,230	26,005,412
Open ended investment companies	<u>26,369,962</u>	<u>20,613,611</u>
	<u>46,977,192</u>	<u>46,619,023</u>

(iii) Currency risk

The Scheme is subject to indirect currency risk since some of the underlying assets within the pooled funds are held in overseas markets. The majority of the assets are held in GBP with the remainder being split between a number of different currencies, so the Trustees are comfortable with the risk taken and the level of diversification.

The Trustees review the strategies employed by the investment managers as part of its ongoing monitoring of the Scheme.

(iv) Interest rate risk

The Scheme's investments have exposure to interest rate risk. The value of the LDI funds is driven by movements in real and nominal interest rate expectations. The LGIM LDI funds use derivatives for leveraging purposes to increase the real and nominal interest rate exposure the Scheme is exposed to. This exposure is a deliberate position taken by the Trustee, in order to gain increased exposure to movements and anticipated changes to inflation and interest rates. As at Scheme year end, c.25% of assets were held in LDI.

The objective of this LDI exposure is to mitigate the impact of adverse movements in the Scheme's liabilities, which are also sensitive to real and nominal interest rate changes. The allocation and duration of these funds have been deemed appropriate by the Trustees, given the profile of the liabilities of the Scheme and after receiving investment advice.

Several of the derivatives used within the multi-asset funds had exposure to interest rate risk over the year. However, due to the components of the multi-asset funds and the level of the diversification achieved, the overall level of risk is largely mitigated through counteracting derivatives. This exposure is a deliberate and calculated action taken by the manager as a means to generate additional returns through expected interest rate movements and to increase diversification within the funds.

(v) Other price risk

Other price risk arises principally in relation to the Scheme's return seeking portfolio which includes equities, property and other return-seeking assets held in diversified growth funds. At the year-end, the Scheme invested c.75% of investments in return seeking assets, split across four funds.

The Trustees manage this exposure to overall price movements by investing in four different funds, which construct a diverse portfolio of investments across various markets.

WEATHERBYS PENSION AND ASSURANCE SCHEME

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2024

15. CONCENTRATION OF INVESTMENTS

The following investments represented over 5% of the net assets of the Scheme:

	2024		2023	
	£	%	£	%
Legal & General Dynamic Diversified Fund	9,080,146	19.0	10,193,056	21.9
Newton Global Balanced Fund	11,670,324	24.4	10,504,228	22.6
Baillie Gifford Managed Pension Fund	4,706,580	9.8	10,109,383	21.7
Legal & General Core Real Long	5,068,895	10.6	6,725,631	14.4
Legal & General Matching Core Fixed Long	n/a	n/a	2,879,758	6.2
Legal & General Marching Core Real Short	3,164,712	6.6	4,635,223	10.0
Alcentra European Direct Lending IV Fund	7,814,026	20.9	-	-

The Legal & General Matching Core Fixed Long fund is n/a this year as it is below 5%.

16. CURRENT ASSETS

	2024	2023
	£	£
Bank balance	1,009,855	114,065
Contributions receivable - employer	-	48,616
	<u>1,009,855</u>	<u>162,681</u>

17. CURRENT LIABILITIES

	2024	2023
	£	£
Unpaid benefits	33,564	323,646
Accrued expenses	202,861	18,432
Contributions prepaid	76,587	-
	<u>313,012</u>	<u>342,078</u>

18. TAXATION STATUS

The Scheme is a registered pension scheme within the meaning of Section 153 of the Finance Act 2004.

19. RELATED PARTIES

Other than those shown in Note 8, administration expenses are borne by the Company. In addition the Company provides payroll services at no cost to the Scheme.

During the year fees were paid to certain Trustees for their services to the Scheme by the Sponsoring Employer.

WEATHERBYS PENSION AND ASSURANCE SCHEME

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2024

20. 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 Trustees of the Scheme are aware that the issue will affect the Scheme and will be considering this at a future meeting and decisions will be made as to the next steps.

Under the ruling schemes are required to backdate benefit adjustments in relation to GMP equalisation and provide interest on the backdated amounts. Based on an initial assessment of the likely backdated amounts and related interest the Trustees do not expect these to be material to the financial statements and therefore have not included a liability in respect of these matters in these financial statements. They will be accounted for in the year they are determined.

On 20 November 2020, the High Court handed down a second judgment involving the Lloyds Banking Group's Defined Benefit pension schemes. This latest judgment confirms that Defined Benefit (DB) schemes which provide GMPs need to revisit and where necessary top up historic Cash Equivalent Transfer Values that were calculated based on unequalised benefits. It has been very approximately estimated that the uplift due to any historic transfer values may be in the order of £40,000, which is not deemed to be material for the purposes of these accounts and will be accounted for in the years they are determined.

WEATHERBYS PENSION AND ASSURANCE SCHEME

INDEPENDENT AUDITOR'S STATEMENT ABOUT CONTRIBUTIONS

We have examined the Summary of Contributions to the Weatherbys Pension and Assurance Scheme for the Scheme year ended 31 December 2024 which is set out in the Trustees' Report on page 28.

Statement about contributions payable under the Schedules of Contributions

In our opinion, contributions for the Scheme year ended 31 December 2024 as reported in the Summary of Contributions 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 Scheme Actuary on 30 January 2023 and 31 July 2024.

Scope of work on Statement about Contributions

Our examination involves obtaining evidence sufficient to give reasonable assurance that contributions reported 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 Trustees and the Auditor

As explained more fully in the Statement of Trustees' Responsibilities the Scheme's Trustees are responsible for preparing, and from time to time reviewing and if necessary, revising, a Schedule of Contributions and for monitoring whether contributions are made to the Scheme by the Employer in accordance with the Schedules 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 report

This report is made solely to the Trustees, as a body in accordance with Regulation 4 of The Occupational Pension Schemes (Requirement to obtain Audited Accounts and a Statement from the Auditor) Regulations 1996. Our work has been undertaken so that we might state to the Trustees those matters we are required to state to them in an Auditor's Statement about contributions 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's Trustees as a body, for our audit work, for this report, or for the opinions we have formed.

JW Hinks LLP

Statutory Auditor
19 Highfield Road
Edgbaston
Birmingham B15 3BH

Date: 7 July 2025

WEATHERBYS PENSION AND ASSURANCE 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 certified by the Scheme Actuary on 30 January 2023 and 31 July 2024 were as follows:

	£
Contributions due to the Scheme:	
Employer normal contributions	2,391
Employer additional contributions	2,128,000
Employer deficit funding contributions	<u>1,552,500</u>
	<u>3,682,891</u>
Reconciliation to the financial statements:	
Employer normal contributions	2,391
Employer additional contributions	2,128,000
Employer deficit funding contributions	<u>1,552,500</u>
Contributions receivable per the financial statements	<u><u>3,682,891</u></u>

The additional Employer contribution of £2,128,000 in the above reconciliation was paid to the Scheme in December 2024 from Weatherbys Bank Limited in full settlement of its Section 75 debt.

This summary was approved by the Trustees on

7/12/24

Signed on behalf of the Trustees

Weatherbys Pension and Assurance Scheme

Implementation Statement for the year ended 31 December 2024

Purpose

This Statement provides information on how, and the extent to which, the Trustees of the Weatherbys Pension and Assurance Scheme ("the Scheme") have followed the policies documented in their Statement of Investment Principles ("SIP") during the year ended 31 December 2024 ("the reporting year"). In addition, the statement provides a summary of the voting behaviour and most significant votes cast during the reporting year.

Background

The Trustees reviewed the SIP in October 2023 and there were no significant changes made to the Trustees' ESG, voting or engagement policies.

The Trustees' policy on ESG and stewardship

The Trustees believe that there can be financially material risks relating to ESG issues. 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 have delegated responsibility for the exercise of rights (including voting rights) attached to the Scheme's investments to the investment managers and encourage 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.

Manager selection exercises

One of the main ways in which this updated policy is expressed is via manager selection exercises: the Trustees seek advice from XPS on the extent to which their views on ESG and climate change risks may be taken into account in any future investment manager selection exercises.

During the reporting year, the Trustees introduced the following fund: Alcentra European Direct Lending IV. ESG factors were considered as part of the process.

Ongoing governance

The Trustees, with the assistance of XPS, monitor the processes and operational behaviour of the investment managers from time to time, to ensure they remain appropriate and in line with the Trustees' requirements as set out in this statement. Further, the Trustees have set XPS the objective of ensuring that any selected managers reflect the Trustees' views on ESG (including climate change) and stewardship.

Beyond the governance work currently undertaken, the Trustees believe that their approach to, and policy on, ESG matters will evolve over time based on factors including developments within the industry. In particular, whilst the Trustees have not, to date, introduced specific stewardship priorities, they will monitor the results of those votes deemed by the managers to be most significant in order to determine whether specific priorities should be introduced and communicated to the managers. Stewardship and ESG matters are therefore regularly discussed at Trustees' meetings. During the reporting year the Trustees, with the assistance of XPS engaged with the investment managers the reporting available on ESG matters, including engagement, and these discussions were finalised following the end of the reporting year.

The Trustees encourage Investment Managers to make decisions in the long-term interests of the Scheme. The Trustees expect engagement with management of the underlying issuers of debt or equity and the exercising of voting rights. This expectation is based on the belief that such engagement can be expected to help

WEATHERBYS PENSION AND ASSURANCE SCHEME

Investment Managers to mitigate risk and improve long term returns. The Trustees also require the Investment Managers to take ESG factors and climate change risks into consideration within their decision-making as the Trustees believe these factors could have a material financial impact in the long-term. The Trustees therefore make decisions about the retention of Investment Managers, accordingly.

The Investment Managers are remunerated by receiving a percentage of the Scheme's assets under management and, in some cases, through the application of a flat fee. In addition, a performance related fee may be payable although this does not apply to the assets the Scheme currently invests in. It is felt that this method of remuneration provides appropriate incentives for the Investment Managers to target the agreed level of outperformance whilst adhering to the level of risk specified by the Trustees.

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 Trustees' expectations, including the selection / deselection criteria set out in the SIP.

Adherence to the Statement of Investment Principles

During the reporting year the Trustees were satisfied that they followed their policy on the exercise of rights (including voting rights) and engagement activities to an acceptable degree.

Voting activity

The main asset class where the investment managers will have voting rights is equities. The Scheme has specific allocations to both public and private equities, and investments in equities will also form part of the strategy for the diversified growth funds in which the Scheme invests. A summary of the voting behaviour and most significant votes cast by each of the relevant investment manager organisations is shown below.

Whilst the Trustees have not, to date, introduced specific stewardship priorities, they will monitor the results of those votes deemed by the managers to be most significant in order to determine whether specific priorities should be introduced and communicated to the manager.

As the Scheme invests in pooled funds, the Trustees acknowledge that they cannot directly influence the policies and practices of the companies in which the pooled funds invest. They have therefore delegated responsibility for the exercise of rights (including voting rights) attached to the Scheme's investments to the investment managers <Where the Trustees have set priority topics for voting: but the Trustees have notified the investment managers about their specific priorities to the extent they may be considered and acted upon in future>.

The Trustees have confirmed this approach to be appropriate for the Scheme's investments. The information below is the investment managers' activity in relation to voting.

This voting information has been provided by the investment managers. The Trustees consider votes to be significant on the basis they are linked to key ESG issues including but not limited to: climate change; other climate issues such as natural capital; executive remuneration; governance; independence; modern slavery or other factors such as the size of the holding.

Where the manager has provided a selection of significant votes, the Trustees have reviewed the rationale for significant votes provided by the managers and are comfortable with the rationale provided, and that it is consistent with their policy. The Trustees, with the help of XPS, have considered the information the investment managers have been able to provide on significant voting, and have deemed the below information as most relevant.

Disclaimer: Neither XPS nor the Trustees have vetted these votes. These summaries have been provided by the investment manager(s) and any reference to "our", "we" etc. is from the investment manager's perspective.

WEATHERBYS PENSION AND ASSURANCE SCHEME

BNY Mellon

BNY Mellon Global Balanced Fund

The manager voted on 100% of resolutions of which they were eligible out of 1152 eligible votes.

Investment Manager Client Consultation Policy on Voting

As an active manager, we are keen to ensure that the decisions surrounding the exercise of ownership rights are aligned with our investment thesis as well as with our clients' expectations.

Stewardship activities are fundamental to the investment solutions we provide our clients. We believe the value of our clients' portfolios can be enhanced by the application of good stewardship. This is achieved by engagement with investee companies and through the considered exercise of voting rights. We consider the activities to be an integral and important part of our investment process. For this reason, we prefer to retain discretion in relation to exercising our clients' voting rights and have established policies and procedures to ensure the exercise of global voting rights. Our approach has been designed as an investment-led approach that is aligned with our wider investment activities. Our long-term approach to investing aligns well with our stewardship intentions by seeking to understand and influence the long-term sustainability of the investments and investment landscape and, ultimately, the long-term investment requirements for which our clients are seeking solutions and which are a key reason why they entrust the Newton Investment Management Group (Newton)* to manage their assets.

Identifying our clients' requirements and expectations is achieved at the outset of our relationship by way of initial discussions and formal provisions within investment management agreements. Regular meetings and ad-hoc requests from clients and their advisors provide us with additional insights. In addition, we often deliver presentations and training to clients on a variety of aspects of stewardship, which we believe helps support their expectations of their investment managers and also helps them to evolve their own position in relation to stewardship matters.

In a practical sense, our understanding of clients' stewardship expectations allows us to articulate clearly and explicitly in engagement meetings with companies the importance that the ultimate beneficiaries place on particular issues.

* The 'Newton Investment Management Group' (Newton) is used to collectively describe a group of affiliated companies that provide investment advisory services under the brand name 'Newton Investment Management'. Newton Investment Management Limited (NIM) is domiciled in the UK, and Newton Investment Management North America, LLC (NIMNA) is domiciled in the US. Both firms are indirect subsidiaries of The Bank of New York Mellon Corporation (BNY Mellon).

Investment Manager Process to determine how to Vote

Newton has established overarching stewardship principles which guide our ultimate voting decision, based on guidance established by internationally recognized governance principles including the OECD Corporate Governance Principles, the ICGN Global Governance Principles, the UK Investment Association's Principles of Remuneration and the UK Corporate Governance Code, in addition to other local governance codes. All voting decisions are taken on a case-by-case basis, reflecting our investment rationale, engagement activity and the company's approach to relevant codes, market practices and regulations. These are applied to the company's unique situation, while also taking into account any explanations offered for why the company has adopted a certain position or policy. It is only in the event that we recognise a material conflict of interest that we apply the vote recommendations of our third-party voting administrator.

Newton seeks to make proxy voting decisions that are in the best long-term financial interests of its clients and which

WEATHERBYS PENSION AND ASSURANCE SCHEME

seek to support investor value by promoting sound economic, environmental, social and governance policies, procedures and practices through the support of proposals that are consistent with following four key objectives:

- To support the alignment of the interests of a company's management and board of directors with those of the company's investors;
- To promote the accountability of a company's management to its board of directors, as well as the accountability of the board of directors to the company's investors;
- To uphold the rights of a company's investors to effect change by voting on those matters submitted for approval; and
- To promote adequate disclosure about a company's business operations and financial performance in a timely manner.

In general, voting decisions are taken consistently across all Newton's clients that are invested in the same underlying company. This is in line with Newton's investment process that focuses on the long-term success of the investee company. Further, it is Newton's intention to exercise voting rights in all circumstances where it retains voting authority.

All voting opportunities are communicated to Newton by way of an electronic voting platform.

The Responsible Investment team reviews all resolutions for matters of concern. Any such contentious issues identified may be referred to the appropriate global fundamental equity analyst or portfolio manager for comment. Where an issue remains contentious, Newton may also decide to confer or engage with the company or other relevant stakeholders.

An electronic voting service is employed to submit voting decisions. Each voting decision is submitted via the electronic voting service by a member of the Responsible Investment team but can only be executed by way of an alternate member of the team approving the vote within the same system.

Members of certain BNY Mellon operations teams responsible for administrative elements surrounding the exercise of voting rights by ensuring the right to exercise clients' votes is available and that these votes are exercised.

Where we plan to vote against management on an issue, we may seek to engage with the company on a best-effort basis and depending on the significance of our holding, to share our concerns and to provide an opportunity for our concerns to be allayed. In such situations, we only communicate our voting intentions ahead of the meeting direct to the company and not to third parties. In some cases, depending on the materiality of our holding and the issue of concern, we alert a company via email regarding an action we have taken at its annual general meeting (AGM) to explain our thought process. We may then hold a call with the board/investor relations teams to gain a better understanding of the situation and communicate further. This can often be in tandem with the global equity analyst.

Where Newton acts as a proxy for its clients, a conflict could arise between Newton (including BNY Mellon funds or affiliate funds), the investee company and/or a client when exercising voting rights. Newton has in place procedures for ensuring potential material conflicts of interests are mitigated, while its clients' voting rights are exercised in their best interests. Newton seeks to avoid potential material conflicts of interest through:

- I. the establishment of these proxy voting guidelines;
- II. the Responsible Investment team;
- III. internal oversight groups; and
- IV. the application of the proxy voting guidelines in an objective and consistent manner across client accounts, based on, as applicable, internal and external research and recommendations provided by third party proxy advisory services and without consideration of any Newton or BNY Mellon client relationship factors.

Where a potential material conflict of interest exists between Newton, BNY Mellon, the underlying company and/or a client, the voting recommendations of an independent third-party proxy service provider will be applied.

A potential material conflict of interest could exist in the following situations, among others:

1. Where a shareholder meeting is convened by Newton's parent company, BNY Mellon;

WEATHERBYS PENSION AND ASSURANCE SCHEME

2. Where a shareholder meeting is convened by a company for which the CEO of BNY Mellon serves as a Board Member;
3. Where a shareholder meeting is convened by a company that is a current client of BNY Mellon and contributed more than 5% of BNY Mellon's revenue as of the end of the last fiscal quarter;
4. Where a shareholder meeting involves an issue that is being publicly challenged or promoted (e.g., a proxy contest) by (i) a BNY Mellon Board member or (ii) a company for which a BNY Mellon Board member serves as Chairman of the Board of Directors, CEO, President, CFO or COO (or functional equivalent); and
5. Where a shareholder meeting is convened by a pooled vehicle with agenda items relating to services provided by (or fees paid to) a BNY Mellon affiliate (e.g., Investment Management Agreement, Custody Agreement, etc);
6. Where an employee, office or director of BNYM or one of its affiliated companies has a personal interest in the outcome of a particular proxy proposal); and
7. Where the proxy relates to a security where Newton has invested in two or more companies that are subject to the same merger or acquisition.

All instances where a potential material conflict of interest has been recognised and Newton engages its proxy voting service provider are reported separately in Newton's publicly available Responsible Investment Quarterly Reports*. Newton employees are required to identify any potential or actual conflicts of interest and take appropriate action to avoid or manage these and report them to Newton's Conflicts of Interest Committee for review, further information can be found in Newton's Conflicts of Interest Policy**.

* <https://www.newtonim.com/us-institutional/responsible-investment/>

** <https://www.newtonim.com/global/special-document/conflict-of-interest-policy/#:~:text=This%20Conflicts%20of%20Interest%20Policy,controls%20adopted%20to%20manage%20such>

How does this manager determine what constitutes a 'Significant' Vote?

Newton's significant holdings universe is determined based on the proportion of a shares of investee companies held, as well as the size of the investment based on its value above certain thresholds. The significant votes will be drawn from this universe and are defined as votes that are likely to generate significant scrutiny from end clients or other stakeholders. They may relate to resolutions that receive a particularly high proportion of dissent from investors or involve a corporate transaction or resolutions raised by shareholders.

Does the manager utilise a Proxy Voting System? If so, please detail

Newton utilises an independent voting service provider for the purposes of managing upcoming meetings and instructing voting decisions via its electronic platform, and for providing research. Its voting recommendations are not routinely followed; it is only in the event that we recognise a potential material conflict of interest (as described below) that the recommendation of our external voting service provider will be applied.

Newton's external voting provider is subject to the requirements set by Newton's Vendor Management Oversight Group. As such, regular due diligence meetings are held and minutes maintained with this provider, which includes reviewing its operational performance, service quality, robustness of research and its internal controls, including management of its potential material conflicts of interest. In addition, and along with its other clients, Newton participates in consultations that seek specific feedback on proxy voting matters. This helps ensure alignment of interest between Newton's expectations and the voting recommendations provided by the external provider.

Top 5 Significant Votes during the Period

Company	Date of Vote	Size of fund holdings	Voting subject	How did the Investment Manager Vote	Outcome
Shell Plc	21-May-24	245%	Advise Shell to Align its Medium-Term Emissions Reduction Targets Covering the Greenhouse	Against Management	81% AGAINST

WEATHERBYS PENSION AND ASSURANCE SCHEME

			Gas (GHG) Emissions of the Use of its Energy Products (Scope 3) with the Goal of the Paris Climate Agreement		
<p>Why the vote was deemed significant: While we do find some merits to the proponent's asks and legitimate concerns, aligning Scope 3 targets at Shell to a 1.5 degree scenario would mean a significant loss of customers to competitors. Such a decision is best in the hands of management, and the disclosure of a partial Scope 3 target shows some responsiveness from the company to our concerns, tackling mainly the emissions it directly has control of. Shareholders have signalled a significant buy-in to management's strategy.</p>					
<p>Where voted against the company, was this communicated: N/A</p>					
<p>Rationale: We did not support a shareholder proposal for a report on GHG (greenhouse gas) emission-reduction targets aligned with the Paris Agreement as we believed the company has disclosed enough information for shareholders to assess the related risks. Moreover, the company has disclosed a partial Scope 3 target which is considered an appropriate response to the proponent's asks.</p>					
<p>Implication: As a significant GHG emitter, it is critical for Shell to have a credible transition plan.</p>					
AstraZeneca PLC	11/04/2024	187%	Approve Remuneration Report	For Management	95% FOR
<p>Why the vote was deemed significant: We deem this vote as significant due to its strategic importance, impact on shareholder value, risk of leadership disruption, industry benchmarking, and strong shareholder support. It aligns with our investment case, emphasizing the need to retain and compensate effective leadership.</p>					
<p>Where voted against the company, was this communicated: N/A</p>					
<p>Rationale: We decided to support the CEO pay package based on the CEO's proven track record of creating significant value for shareholders and turning around a company once considered beyond recovery. For many years, he has been compensated below global peers in the industry, despite his accomplishments, and has also hinted at possibly leaving previously. At this juncture, where execution is critical, we want to avoid any potential disruptions that a change in leadership might bring. Our decision to support CEO pay aligns with our broader investment case for AZ, as we believe under Pascal's leadership, the company is well-positioned to continue executing on its strategic initiatives and delivering value to shareholders.</p>					
<p>Implication: The level of support behind this vote signifies shareholder confidence in executive leadership at this juncture. It also brings the company closer to global peers regarding executive pay. We will continue to monitor performance to ensure it aligns with our interests as shareholders.</p>					
AstraZeneca PLC	11/04/2024	187%	Approve Remuneration Policy	For Management	64% FOR
<p>Why the vote was deemed significant: We deem this vote as significant due to its strategic importance, impact on shareholder value, risk of leadership disruption, industry benchmarking, and strong shareholder support. It aligns with our investment case, emphasizing the need to retain and compensate effective leadership.</p>					
<p>Where voted against the company, was this communicated: N/A</p>					
<p>Rationale: We decided to support the CEO pay package based on the CEO's proven track record of creating significant value for shareholders and turning around a company once considered beyond recovery. For many years, he has been compensated below global peers in the industry, despite his accomplishments, and has also hinted at possibly leaving previously. At this juncture, where execution is critical, we want to avoid any potential disruptions that a change in leadership might bring. Our decision to support CEO pay aligns with our broader investment case for AZ, as we believe under Pascal's leadership, the company is well-positioned to continue executing on its strategic initiatives and delivering value to shareholders.</p>					
<p>Implication: The level of support behind this vote signifies shareholder confidence in executive leadership at this juncture. It also brings the company closer to global peers regarding executive pay. We will continue to monitor performance to ensure it aligns with our interests as shareholders.</p>					

WEATHERBYS PENSION AND ASSURANCE SCHEME

AstraZeneca PLC	11/04/2024	187%	Amend Performance Share Plan 2020	For Management	65% FOR
Why the vote was deemed significant: We deem this vote as significant due to its strategic importance, impact on shareholder value, risk of leadership disruption, industry benchmarking, and strong shareholder support. It aligns with our investment case, emphasizing the need to retain and compensate effective leadership.					
Where voted against the company, was this communicated: N/A					
Rationale: We decided to support the CEO pay package based on the CEO's proven track record of creating significant value for shareholders and turning around a company once considered beyond recovery. For many years, he has been compensated below global peers in the industry, despite his accomplishments, and has also hinted at possibly leaving previously. At this juncture, where execution is critical, we want to avoid any potential disruptions that a change in leadership might bring. Our decision to support CEO pay aligns with our broader investment case for AZ, as we believe under Pascal's leadership, the company is well-positioned to continue executing on its strategic initiatives and delivering value to shareholders.					
Implication: The level of support behind this vote signifies shareholder confidence in executive leadership at this juncture. It also brings the company closer to global peers regarding executive pay. We will continue to monitor performance to ensure it aligns with our interests as shareholders.					
The Goldman Sachs Group, Inc.	24/04/2024	74%	Report on Lobbying Payments and Policy	For Management	39% FOR
Why the vote was deemed significant: We determined this vote as significant owing to the rarity of a shareholder proposal receiving significant support.					
Where voted against the company, was this communicated: No					
Rationale: We supported a shareholder proposal asking for a report on lobbying payments and policy as we felt additional information on the bank's direct and indirect lobbying activities will help shareholders better assess risks and opportunities.					
Implication: This is the second consecutive AGM we have supported this proposal. Even after significant support at the 2023 AGM, gaps still persist with respect to the bank's disclosures around its lobbying payments. Greater transparency around the bank's direct and indirect lobbying activities would be helpful for shareholders to assess if there are any risks that could arise due to these activities. We will continue to voice our views through our voting.					

Baillie Gifford

Baillie Gifford Multi Asset Growth Fund
The manager voted on 96.21% of resolutions of which they were eligible out of 633 eligible votes.
Investment Manager Client Consultation Policy on Voting
All voting decisions are made by our ESG team in conjunction with investment managers. We do not regularly engage with clients prior to submitting votes, however if a segregated client has a specific view on a vote then we will engage with them on this. If a vote is particularly contentious, we may reach out to clients prior to voting to advise them of this or request them to recall any stock on loan.
Investment Manager Process to determine how to Vote

WEATHERBYS PENSION AND ASSURANCE SCHEME

Thoughtful voting of our clients' holdings is an integral part of our commitment to stewardship. We believe that voting should be investment led, because how we vote is an important part of the long-term investment process, which is why our strong preference is to be given this responsibility by our clients. The ability to vote our clients' shares also strengthens our position when engaging with investee companies. Our ESG team oversees our voting analysis and execution in conjunction with our investment managers. Unlike many of our peers, we do not outsource any part of the responsibility for voting to third-party suppliers. We utilise research from proxy advisers for information only. Baillie Gifford analyses all meetings in-house in line with our ESG Principles and Guidelines and we endeavour to vote every one of our clients' holdings in all markets.

How does this manager determine what constitutes a 'Significant' Vote?

- Baillie Gifford's holding had a material impact on the outcome of the meeting
- Management resolutions that receive 20 per cent or more opposition in the prior year
- Egregious remuneration
- Controversial equity issuance
- Shareholder resolutions that received 20 per cent or more support from shareholders in the prior year
- Where there has been a significant audit failing
- Mergers and acquisitions
- Where we have opposed the financial statements/annual report
- Where we have opposed the election of directors and executives
- Where we identify material 'E' 'S' or 'G' issues that result in Baillie Gifford opposing management

Does the manager utilise a Proxy Voting System? If so, please detail

Whilst we are cognisant of proxy advisers' voting recommendations (ISS and Glass Lewis), we do not delegate or outsource any of our stewardship activities or follow or rely upon their recommendations when deciding how to vote on our clients' shares. All client voting decisions are made in-house. We vote in line with our in-house policy and not with the proxy voting providers' policies. We also have specialist proxy advisors in the Chinese and Indian markets to provide us with more nuanced market specific information.

Top 5 Significant Votes during the Period

Company	Date of Vote	Size of fund holdings	Voting subject	How did the Investment Manager Vote	Outcome
NEXTERA ENERGY, INC.	23/05/2024	122%	Shareholder Resolution - Climate	For	Fail
Why the vote was deemed significant: This resolution is significant because it received greater than 20% opposition.					
Where voted against the company, was this communicated: No					
Rationale: We supported the resolution on climate lobbying as we believe that clear and transparent support for Paris-aligned goals through lobbying is one-way shareholders look to demonstrate consistency with their climate targets.					
Implication: We reached out to the Company to explain why we decided to support the resolution. While we welcomed the real zero target set, we believe that the lobbying reporting could be improved with identification of misalignment between the company's lobbying activities and its Net Zero goal.					
EQUINIX, INC.	23/05/2024	96%	Appoint/Pay Auditors	Against	Pass

Why the vote was deemed significant: This resolution is significant because we opposed the election of auditors.

WEATHERBYS PENSION AND ASSURANCE SCHEME

Where voted against the company, was this communicated: No					
Rationale: We opposed executive compensation as there are overlapping metrics within the short and long term incentive plans, which risks rewarding executives twice for the same performance, and one-year performance periods in the long term incentive plan, which we don't find to be sufficiently long-term.					
Implication: We have opposed executive compensation for a number of years due to ongoing concerns with the stringency of targets under the long term incentive plan. Having already engaged the company on our concerns, we will reassess the suitability of the plan ahead of the next AGM.					
MP MATERIALS CORP.	11/06/2024	92%	Remuneration	Abstain	Pass
Why the vote was deemed significant: This resolution is significant because it received greater than 20% opposition.					
Where voted against the company, was this communicated: No					
Rationale: We abstained on the executive compensation because of an increase in the annual bonus which did not seem to correlate with the company's financial performance, and the absence of sufficient disclosure to assess the rigour of targets.					
Implication: Having engaged with the company on compensation last year, we were disappointed by poor disclosure of targets for the executive pay plan. We were also concerned by the mismatch between company performance and CEO pay. On this basis, we decided to abstain with a view to engaging on the issues above. We have organised a post-AGM to communicate our concerns in relation to the issues highlighted above.					
JLEN ENVIRONMENTAL ASSETS GROUP LIMITED	13/09/2024	87%	Other	Against	Fail
Why the vote was deemed significant: This resolution is significant because it received greater than 20% opposition.					
Where voted against the company, was this communicated: No					
Rationale: We opposed a resolution concerning the discontinuation of the company in line with the board's recommendation. At present, we believe value is most likely to be generated through a continuation of the company.					
Implication: A resolution concerning the discontinuation of the company received 92.73 per cent opposition. We were comfortable opposing this resolution, in line with the board's recommendation, because we believe value is most likely to be generated through a continuation of the company.					
REXFORD INDUSTRIAL REALTY, INC.	11/06/2024	79%	Remuneration	Against	Pass
Why the vote was deemed significant: This resolution is significant because we opposed remuneration.					
Where voted against the company, was this communicated: No					
Rationale: We opposed the executive compensation as we do not believe the performance conditions are sufficiently stretching.					
Implication: We continued to oppose the executive compensation report as we do not believe the performance conditions are sufficiently stretching. We once again communicated our reservations over the inclusion of a relative TSR metric which allows for vesting below median in the executive pay plan. In line with previous correspondence, we encouraged the company to adopt more stretching targets going forward.					

WEATHERBYS PENSION AND ASSURANCE SCHEME

Legal and General Investment Management (LGIM)

LGIM Dynamic Diversified Fund

The manager voted on 99.8% of resolutions of which they were eligible out of 102973 eligible votes.

Investment Manager Client Consultation Policy on Voting

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 all our clients. Our voting policies are reviewed annually and take into account feedback from our clients.

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 the Investment Stewardship team. The views expressed by attendees during this event form a key consideration as we continue to develop our voting and engagement policies and define strategic priorities in the years ahead. We also take into account client feedback received at regular meetings and/or ad-hoc comments or enquiries.

Investment Manager Process to determine how to Vote

All decisions are made by LGIM's Investment Stewardship team and in accordance with our relevant Corporate Governance & Responsible Investment and Conflicts of Interest policy documents which are reviewed annually. Each member of the team is allocated a specific sector globally so that the voting is undertaken by the same individuals who engage with the relevant company. This ensures our stewardship approach flows smoothly throughout the engagement and voting process and that engagement is fully integrated into the vote decision process, therefore sending consistent messaging to companies.

How does this manager determine what constitutes a 'Significant' Vote?

As regulation on vote reporting has recently evolved with the introduction of the concept of 'significant vote' by the EU Shareholder Rights Directive II, LGIM wants to ensure we continue to help our clients in fulfilling their reporting obligations. We also believe public transparency of our vote activity is critical for our clients and interested parties to hold us to account.

For many years, LGIM has regularly produced case studies and/ or summaries of LGIM's vote positions to clients for what we deemed were 'material votes'. We are evolving our approach in line with the new regulation and are committed to provide our clients access to 'significant vote' information.

In determining significant votes, LGIM's Investment Stewardship team takes into account 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 we note a significant increase in requests from clients on a particular vote;
- Sanction vote as a result of a direct or collaborative engagement;

WEATHERBYS PENSION AND ASSURANCE SCHEME

- Vote linked to an LGIM engagement campaign, in line with LGIM Investment Stewardship's 5-year ESG priority engagement themes.

We provide information on significant votes in the format of detailed case studies in our quarterly ESG impact report and annual active ownership publications.

The vote information is updated on a daily basis and with a lag of one day after a shareholder meeting is held. We also provide the rationale for all votes cast against management, including votes of support to shareholder resolutions.

If you have any additional questions on specific votes, please note that LGIM publicly discloses its vote instructions on our website at: <https://vds.issgovernance.com/vds/#/MjU2NQ==/>

Does the manager utilise a Proxy Voting System? If so, please detail

LGIM's Investment Stewardship team uses ISS's 'ProxyExchange' electronic voting platform to electronically vote clients' shares. All voting decisions are made by LGIM and we do not outsource any part of the strategic decisions. Our use of ISS recommendations is purely to augment our own research and proprietary ESG assessment tools. The Investment Stewardship team also uses the research reports of Institutional Voting Information Services (IVIS) to supplement the research reports that we receive from ISS for UK companies when making specific voting decisions.

To ensure our proxy provider votes in accordance with our position on ESG, we have put in place a custom voting policy with specific voting instructions. These instructions apply to all markets globally and seek to uphold what we consider are minimum best practice standards which we believe all companies globally should observe, irrespective of local regulation or practice.

We retain the ability in all markets to override any vote decisions, which are based on our custom voting policy. This may happen where engagement with a specific company has provided additional information (for example from direct engagement, or explanation in the annual report) that allows us to apply a qualitative overlay to our voting judgement. We have strict monitoring controls to ensure our votes are fully and effectively executed in accordance with our voting policies by our service provider. This includes a regular manual check of the votes input into the platform, and an electronic alert service to inform us of rejected votes which require further action.

Top 5 Significant Votes during the Period

Company	Date of Vote	Size of fund holdings	Voting subject	How did the Investment Manager Vote	Outcome
Apple Inc.	28/02/2024	0.49826	Report on Risks of Omitting Viewpoint and Ideological Diversity from EEO Policy	Against	Fail

Why the vote was deemed significant: Thematic - Diversity: LGIM views diversity as a financially material issue for our clients, with implications for the assets we manage on their behalf.

Where voted against the company, was this communicated: LGIM publicly communicates its vote instructions on its website with the rationale for all votes against management. It is our policy not to engage with our investee companies in the three weeks prior to an AGM as our engagement is not limited to shareholder meeting topics.

WEATHERBYS PENSION AND ASSURANCE SCHEME

<p>Rationale: Shareholder Resolution - Environmental and Social: A vote AGAINST this proposal is warranted, as the company appears to be providing shareholders with sufficient disclosure around its diversity and inclusion efforts and non-discrimination policies, and including viewpoint and ideology in EEO policies does not appear to be a standard industry practice.</p>					
<p>Implication: LGIM will continue to engage with our investee companies, publicly advocate our position on this issue and monitor company and market-level progress.</p>					
Microsoft Corporation	10/12/2024	0.475249	Resolution 9: Report on AI Data Sourcing Accountability	For	Fail
<p>Why the vote was deemed significant: High Profile meeting: This shareholder resolution is considered significant due to the relatively high level of support received.</p>					
<p>Where voted against the company, was this communicated: LGIM publicly communicates its vote instructions on its website with the rationale for all votes against management. It is our policy not to engage with our investee companies in the three weeks prior to an AGM as our engagement is not limited to shareholder meeting topics.</p>					
<p>Rationale: Shareholder Resolution - Governance: A vote FOR this resolution is warranted as the company is facing increased legal and reputational risks related to copyright infringement associated with its data sourcing practices. While the company has strong disclosures on its approach to responsible AI and related risks, shareholders would benefit from greater attention to risks related to how the company uses third-party information to train its large language models</p>					
<p>Implication: LGIM will continue to engage with our investee companies, publicly advocate our position on this issue and monitor company and market-level progress.</p>					
Shell Plc	21/05/2024	0.299244	Resolution 22: Approve the Shell Energy Transition Strategy	Against	Pass
<p>Why the vote was deemed significant: Thematic - Climate: LGIM is publicly supportive of so called "Say on Climate" votes. We expect transition plans put forward by companies to be both ambitious and credibly aligned to a 1.5C scenario. Given the high-profile nature of such votes, LGIM deem such votes to be significant, particularly when LGIM votes against the transition plan.</p>					
<p>Where voted against the company, was this communicated: LGIM publicly communicates its vote instructions on its website the day after the company meeting, with a rationale for all votes against management. It is our policy not to engage with our investee companies in the three weeks prior to an AGM as our engagement is not limited to shareholder meeting topics.</p>					
<p>Rationale: Climate change: A vote against is applied. We acknowledge the substantive progress the company has made in respect of climate related disclosure over recent years, and we view positively the commitments made to reduce emissions from operated assets and oil products, the strong position taken on tackling methane emissions, as well as the pledge of not pursuing frontier exploration activities beyond 2025. Nevertheless, in light of the revisions made to the Net Carbon Intensity (NCI) targets, coupled with the ambition to grow its gas and LNG business this decade, we expect the company to better demonstrate how these plans are consistent with an orderly transition to net-zero emissions by 2050. In essence, we seek more clarity regarding the expected lifespan of the assets Shell is looking to further develop, the level of flexibility in revising production levels against a range of scenarios and tangible actions taken across the value chain to deliver customer decarbonisation. Additionally, we would benefit from further transparency regarding lobbying activities in regions where hydrocarbon production is expected to play a significant role, guidance on capex allocated to low carbon beyond 2025 and the application of responsible divestment principles involved in asset sales, given portfolio changes form a material lever in Shell's decarbonization strategy.</p>					

WEATHERBYS PENSION AND ASSURANCE SCHEME

Implication: LGIM will continue to engage with our investee companies, publicly advocate our position on this issue and monitor company and market-level progress.					
National Grid Plc	10/07/2024	0.247313	Resolution 17: Approve Climate Transition Plan	For	Pass
Why the vote was deemed significant: Thematic - Climate: LGIM is publicly supportive of so called "Say on Climate" votes. We expect transition plans put forward by companies to be both ambitious and credibly aligned to a 1.5C scenario. Given the high-profile nature of such votes, LGIM deem such votes to be significant, particularly when LGIM votes against the transition plan.					
Where voted against the company, was this communicated: LGIM publicly communicates its vote instructions on its website with the rationale for all votes against management. It is our policy not to engage with our investee companies in the three weeks prior to an AGM as our engagement is not limited to shareholder meeting topics.					
Rationale: Climate Change: LGIM is voting in favour of the National Grid Climate Transition plan. We commend the company's efforts in committing to net-zero emissions across all scopes by 2050 and setting 1.5C-aligned near term science based targets. We also appreciate the clarity provided in the 'Delivering for 2035 report' and look forward to seeing the results of National Grid's engagement with SBTi regarding the decarbonisation of heating.					
Implication: LGIM will continue to engage with our investee companies, publicly advocate our position on this issue and monitor company and market-level progress.					
Unilever Plc	01/05/2024	0.276244	Resolution 4: Approve Climate Transition Action Plan	For	Pass
Why the vote was deemed significant: Thematic - Climate: LGIM is publicly supportive of so called "Say on Climate" votes. We expect transition plans put forward by companies to be both ambitious and credibly aligned to a 1.5C scenario. Given the high-profile nature of such votes, LGIM deem such votes to be significant, particularly when LGIM votes against the transition plan.					
Where voted against the company, was this communicated: LGIM publicly communicates its vote instructions on its website with the rationale for all votes against management. It is our policy not to engage with our investee companies in the three weeks prior to an AGM as our engagement is not limited to shareholder meeting topics.					
Rationale: Climate change: A vote FOR the CTAP is applied as we understand it to meet LGIM's minimum expectations. This includes the disclosure of scope 1, 2 and material scope 3 GHG emissions and short, medium and long-term GHG emissions reduction targets consistent with a 1.5°C Paris goal. Despite the SBTi recently removing their approval of the company's long-term scope 3 target, we note that the company has recently submitted near term 1.5 degree aligned scope 3 targets to the SBTi for validation and therefore at this stage believe the company's ambition level to be adequate. We therefore remain supportive of the net zero trajectory of the company at this stage.					
Implication: LGIM will continue to engage with our investee companies, publicly advocate our position on this issue and monitor company and market-level progress.					

Chair of Trustees

Date: 7/7/25