Hermes Group Pension Scheme

Scheme Registration Number: 10243702

Trustee's Annual Report and Financial Statements Year Ended 31 December 2017

CONFIDENTIAL

Contents

Trustee, Principal Employers and their Advisers

Trustee:	Hermes Pension Trustees Limited	
Directors of the Trustee Company	PTL Governance Limited ("PTL")	
	(represented by A Bostock)	– Appointed 12 October 2017
	C Woodley	– Resigned 31 December 2017
	D C Bridges	– Resigned 17 September 2017
	I A Kirby	
	M A Simms	
	D P Bradford	
	A Ormrod	– Appointed 22 September 2017
Chairman of the Trustee:	C Woodley	– Resigned 11 October 2017
	A Bostock	– Appointed 12 October 2017
Secretary to the Trustee:	Inside Pensions Limited	
Principal Employers:	Hermes Fund Managers Limited	– Until 15 December 2017
	BT Pension Scheme Trustees Limited	
Actuary:	Ms E Palfreyman Willis Towers Watson Limited	
Auditor:	Deloitte LLP	
Legal Adviser:	Sackers & Partners LLP	
Administrator:	Capita Employee Benefits Limited	
Investment Managers:	Barings Global Investment Funds 2 plc Hermes Alternative Investment Management Limited Hermes Investment Management Limited Insight Investment Funds Management Limited Legal & General Investment Management Limited M&G Investment Management Limited Standard Life Aberdeen plc (formerly Standard Life Investments Limited)	
AVC Provider:	Prudential Assurance Company Limited	
Investment Adviser:	Hymans Robertson LLP	
Banker:	National Westminster Bank plc	
Stewardship Adviser:	Hermes Equity Ownership Services	

Trustee's Mission Statement

The Trustee's mission is to manage the Hermes Group Pension Scheme efficiently in the interests of the members, to provide the expected benefits, and to ensure that an excellent quality of service is given to those members.

Chairman's Statement

It is a pleasure to present this report giving you an update on how the Scheme has progressed during the last year.

The total value of the Scheme's assets rose from £181.1m at 31 December 2016 to £234.5m at 31 December 2017. The return on the Scheme assets in 2017 was 11.0%.

The Trustee does not consider the performance of the assets in isolation, but instead sets its investment strategy and measures performance by reference to both the value of Scheme assets and the value of Scheme liabilities i.e. the value of benefits due to be paid to members under the Scheme's rules.

In accordance with the Recovery Plan, agreed as part of the last triennial actuarial valuation carried out as at 31 December 2014, £7.0m of deficit contributions were paid into the Scheme in 2017. The next triennial actuarial valuation is due as at 31 December 2017.

Further information on Scheme funding is included in the Report on Actuarial Liabilities on pages 15 and 16. The Actuary's certification of the Schedule of Contributions is also included at the end of this Report.

The Trustee entered into a Flexible Apportionment Arrangement with the two principal employers of the Scheme in December 2017, removing Hermes Fund Managers Limited ("Hermes") as an employer. As part of this agreement, an additional payment of £35m was made to the Scheme by Hermes, eliminating the estimated funding deficit and providing further opportunities to de-risk.

The Trustee continued to review its investment strategy and implemented some de-risking, based on advice from Hymans Robertson. The Trustee will look to implement further de-risking as the Scheme matures and opportunities arise.

Finally, there were a number of changes to Trustee Directors this year. I would like to thank the members of the Trustee Board, both past and present, for their good work for the Scheme over the year.

Alison Bostock

Date: 21st May 2018

Trustee's Report

The Trustee of the Hermes Group Pension Scheme ("HGPS", or "the Scheme") has pleasure in presenting its annual report together with the investment report, actuarial statement and certification, summary of contributions, compliance statement and financial statements for the year ended 31 December 2017.

Scheme Management

The Scheme

The Scheme is a defined benefit pension scheme and its purpose is to provide retirement benefits for Scheme members and, in the event of a member's death, to provide benefits to their spouse and dependants as prescribed in the rules.

The Scheme was originally set up by two principal employers - Hermes Pensions Management Limited, subsequently called Hermes Fund Managers Limited ("Hermes"), and the Trustees of the BT Pension Scheme (now BT Pension Scheme Trustees Limited) ("BTPST") - by a Deed made on 16 September 1998.

With effect from 15 December 2017, BTPST became the sole employer of the Scheme.

The Scheme is a registered pension scheme under the Finance Act 2004. This means that members, their employer and the Scheme benefit from favourable tax treatment.

The Trustee

The Trustee is a trustee company limited by guarantee which acts as Trustee for the Scheme, and is independent of the principal employers. A list of the Trustee Directors at 31 December 2017 is shown on page 2 of the report.

The independent Chairman during most of 2017 was Carol Woodley. Alison Bostock, representing PTL, was appointed as a Trustee Director and became Chairman in October 2017. Carol Woodley continued as a sixth Trustee Director until December 2017. Two of the Trustee Directors at the start of the accounting period, David Bridges and Douglas Bradford, were elected by the members. David Bridges' term of office expired in September 2017 and Alan Ormrod was elected and appointed as a Member Nominated Trustee Director from September 2017. Two of the Trustee Directors, Ingrid Kirby and Matthew Simms, were nominated by the principal employers. Irrespective of who appoints them, the Directors act collegiately in the best interests of all of the members of the Scheme.

Details of the provisions relating to the power to appoint and remove Trustee Directors and on the normal term of office are included in the Appendix to this report.

The Trustee Directors receive training appropriate to their needs, and they continue to assess whether they have the right set of skills both individually and collectively with regular reviews.

Audit Committee

An Audit Committee aids the Trustee's oversight of the Scheme's financial controls. For 2017 the Committee initially comprised three Trustee Directors: David Bridges, Ingrid Kirby and Carol Woodley, who was the Chairman. David Bridges' term of office expired in September 2017. Alison Bostock joined the Audit Committee as Chairman with effect from her appointment as a Trustee Director in October 2017. Carol Woodley resigned as Chairman in October 2017 and as a Trustee Director in December 2017.

Scheme Management (continued)

Change to the Scheme during the Year

The Trustee entered into a Flexible Apportionment Agreement ("FAA") with the two principal employers of the Scheme, with all three parties signing a deed dated 15 December 2017, removing Hermes as an employer.

As part of the agreement to the FAA, Hermes made a one-off payment of £35m to the Scheme in December 2017 as reported in contributions (see note 3). As at 31 December 2017, this payment was held as a current asset in the Scheme's Trustee bank account (see note 18) pending investment in January 2018.

As a result of the FAA, BTPST took over full responsibility for the ongoing funding of the Scheme, including the obligations under the current Schedule of Contributions dated 24 March 2016.

Scheme Advisers

The names of the professional advisers to the Trustee and other individuals and organisations who have acted for or were retained by the Trustee during the year are listed on page 2.

The Trustee meets regularly with its advisers and carries out a formal review occurring at least triennially. Earlier reviews will be arranged if problems arise or an adviser resigns. At the triennial reviews the Trustee decides if it is necessary to arrange for a tendering process, or if the incumbent adviser is to be retained.

The Auditor, Deloitte LLP, does not provide any non-audit work for the Scheme. However, they do undertake non-audit work for the principal employers. The Trustee has arrangements in place to enable it to be satisfied about the independence of the Auditor.

Scheme Administration

Capita Employee Benefits Limited ("Capita") maintains the membership records of the Scheme, calculates benefits, and deals with other administrative matters. Capita also provides accounting and pension payroll services.

The administrator's full address is:

Capita Employee Benefits Limited
PO Box 323
Whitstable
CT5 9BY

Telephone number:	01227 771445
Fax number:	01227 771466
Email:	hermes.pensions@capita.co.uk

Scheme Management (continued)

Scheme Governance

The Trustee conducts itself in accordance with the Myners principles (as updated in 2008) and Regulatory guidance from The Pensions Regulator.

The Trustee has an Audit Committee, Investment Implementation Committee and other ad hoc committees have been established from time to time when necessary. The Trustee Board meets at least quarterly and all investment decisions are considered by the entire Board although implementation of those decisions may be delegated to the Investment Implementation Committee. The Audit Committee meets twice per year and the Investment Implementation Committee meets on an ad hoc basis.

The Trustee has a business plan, which it reviews at each meeting, and a calendar of business which enables it to carry out its duties and monitor the performance of all aspects of the Scheme.

The Scheme administrator's performance is measured against a number of service level targets and the Trustee Board monitors performance regularly.

In 2017, the Trustee met a total of five times for regular Trustee Board meetings. The normal number of regular Trustee Board meetings is four, however one meeting was carried forward from December 2016. In addition, the Trustee Board met on a number of separate occasions to discuss specific items of business, generally by conference call.

The Audit Committee met twice in the year. The Committee considers the Annual Report and Financial Statements before it is finally approved by the Trustee Board, and meets with the external auditor and Capita. The Committee regularly considers a number of areas of the Scheme's operations including financial control, risk assessment, and the effectiveness of the audit process, and makes recommendations to the full Trustee Board where necessary. At every meeting, the Committee discusses a risk assessment report for HGPS.

When considering the risks to the Scheme, the Audit Committee takes into account both financial and reputational risks and what can be done to reduce them through additional controls. The Committee employs the use of a traffic light system to represent the combination of Impact and Likelihood, for example red indicates risks where both the Impact and Likelihood are high. The latest risk assessment resulted in all the risks being considered "amber" or "green". Although the Trustee Board would wish all the risks to be "green", there are some that will never be 'green' because any control the Trustee puts in place will not reduce the risk altogether.

The Trustee Board, and all sub-committees are supported by a professional secretariat firm, Inside Pensions, for whom contact details are included on page 19 of this Annual Report. The Trustee Board monitors the performance of Inside Pensions regularly.

Contributions

As a result of the FAA referred to on page 6, BTSPT took over full responsibility to meet the current obligations of the existing Schedule of Contributions dated 24 March 2016 with effect from the date of that deed, prior to which, contributions were paid by Hermes.

During the year ending 31 December 2017 contributions of £736,000 were paid to the Scheme towards meeting its administrative expenses of £894,000 (note 6). Under the Schedule of Contributions, the shortfall of £158,000 reported as receivable within current assets (note 18), is payable to the Scheme by BTPST by 31 December 2018.

Scheme Management (continued)

Financial Statements and Financial Developments of the Scheme

The financial statements included in this annual report are the financial statements required by the Pensions Act 1995 and have been prepared and audited in compliance with regulations made under sections 41(1) and (6) of that Act.

The financial development of the Scheme during the year ended 31 December 2017 can be summarised as follows:

	£000's
Contributions receivable	42,931
Member related costs	(8,820)
Administrative expenses	(894)
Net additions from dealings with members	33,217
Investment income	809
Change in market value of investments	19,561
Investment management expenses	(163)
Net returns on investments	20,207
Net increase in the fund during the year	53,424
Scheme value as at 1 January 2017	181,122
Scheme value as at 31 December 2017	234,546

Significant developments affecting the financial position of the Scheme during the year included the receipt of employer deficit contributions of £7.0m paid in accordance with the Scheme's Schedule of Contributions and an additional contribution of £35m paid as part of the FAA agreement referred to on page 6.

Membership and Benefits

Scheme Membership

The change in membership during the year was as follows:

	Employed deferred members*	Deferred	Pensioners	Totals
At 31 December 2016 - as reported	57	381	176	614
Prior year adjustments	-	(1)	-	(1)
At 31 December 2016 - as amended	57	380	176	613
Changes in the year:				
Left employment	(3)	3	-	-
Transfers out	-	(11)	-	(11)
New retirement pensions	(2)	(6)	8	-
Deaths	-	-	(1)	(1)
At 31 December 2017	52	366	183	601

* *When the Scheme closed to future benefit accrual on 31 October 2011 the active members became 'employed deferred members'.*

At 31 December 2017, included within total pensioners above are 3 members (2016 as amended: 6 members) who have passed their normal retirement date and who have not yet commenced a drawdown of their pensions.

The deferred prior year adjustment relates to a death of a deferred member relating to an earlier period but advised to the Scheme in the current year.

Benefits

For active members who joined HGPS from 1 April 1999 onwards, benefits for pensionable service from 1 January 2009 were based on career average revalued earnings. Benefits for these members accrued before 1 January 2009 are based on final salary. All benefits for members who joined prior to 1 April 1999, i.e. former members of the Hermes Pension Scheme, are based on final salary.

Lump sum death benefits payable from HGPS on the death of Employed Deferred Members if they die before taking their benefits is 1.25 times pensionable salary. This is not insured.

Added Years and Additional Voluntary Contributions

Until 31 October 2011 active members of the Scheme were able to purchase increased benefits in two ways:

i) by buying added years of pensionable service in the Scheme by paying an additional percentage of salary during their active membership; and

ii) by making additional voluntary contributions (AVCs) to a with-profits fund managed by Prudential Assurance Company Limited.

From 1 November 2011 these options ceased.

Members can no longer pay AVCs or any contributions to HGPS. The members who paid AVCs to Prudential, the Scheme's AVC investment manager, retain their investment in the fund which can be used to provide additional benefits when they retire. The added years benefit a member purchased up to 31 October 2011 is included in their main HGPS benefits.

Membership and Benefits (continued)

Pension Increases

Former Hermes Pension Scheme Members Who Joined Pre-1 April 1999

Pensions in payment and deferred pensions are increased in April each year in line with the Government's pension increase orders, in the same way that public sector pensions are increased. In practice these increases are currently based on Consumer Prices Index (CPI) inflation for the twelve months ending the previous September, and there is no cap on the increases. As a result, pensions in payment and deferred pensions were increased by 1% from April 2017.

Members Who Joined Post-1 April 1999

Pensions in payment are increased each April in line with Retail Prices Index (RPI) inflation for the twelve months ending the previous September, up to a maximum of 5% each year. Pensions in payment increased by 2% from April 2017.

Deferred pensions are revalued up to retirement in line with government legislation. In practice these increases in deferment are currently based on CPI inflation for the twelve months ending the previous September. The increases are capped at 5% per annum for benefits earned before 6 April 2009 and at 2.5% per annum for benefits earned on or after 6 April 2009. The cap is applied cumulatively across the whole period of deferment not in respect of each individual year. The CPI increased 1% in the year from September 2015 to September 2016.

No discretionary increases were awarded during the year.

Transfers

It is the responsibility of the Trustee to decide the basis on which cash equivalent transfer values (CETVs) are calculated. Transfer values represent fair value in relation to the alternative benefits payable. No allowance is made for any discretionary increases to pensions. When the Scheme closed to future benefit accrual on 31 October 2011 the Trustee ceased to accept transfers-in of benefits from other pension schemes. However, the Trustee and the employer did agree that Employed Deferred Members may transfer in benefits from the Hermes Group Stakeholder Pension Plan if they take their pension when they retire, if employed by Hermes at that time. The transfer amount from the stakeholder plan can then be used to increase the defined benefit pension and / or cash payable from HGPS on terms determined by the Trustee in agreement with the employer.

Investment Management

Overview

The Trustee, with the assistance of its appointed investment adviser, determines the overall investment strategy for the Scheme and sets out the broad policy to be adopted by each of the appointed fund managers.

Investment Managers

The names of those who have managed the Scheme's investments during the year are listed on page 2. The Trustee has delegated the day-to-day management of investment to its appointed fund managers. A written agreement between the Trustee and each manager sets out the terms on which the manager will act.

The Trustee understands that environmental, social and governance considerations are among the factors which the Scheme's active investment managers take into account, where relevant, when selecting investments. The Trustee expects that the extent to which these considerations may have a fundamental impact on the portfolio will be taken into account by the investment managers as part of their delegated duties. The Trustee's policy is to consider the managers' policy as part of the manager selection process, and then to leave implementation to their discretion.

Investment Principles

In compliance with Section 35 of the Pensions Act 1995, the Trustee maintains a Statement of Investment Principles ("SIP"), which sets out its policy for investing the assets of the Scheme. During the year, a review of the strategic asset allocation was undertaken and a revised SIP reflecting the changes to the allocation was approved by the Trustee in March 2017.

Any member of the Scheme who would like a copy of the current SIP should contact the Scheme Secretary, at the address on page 19. A copy is also available on the HGPS website at www.hermes.co.uk/hgps/investment.htm.

Departures from SIP

The SIP in place as at 31 December 2017 did not reflect the recent agreement to the FAA effected by a deed dated 15 December 2017. As part of the FAA, it was agreed to further de-risk the Scheme's assets. In addition, other initiatives in the second half of 2017, including the setting up of the LDI funds held within a QIAIF from November 2017, as outlined below, resulted in the current SIP being under review. As a result, changes to the asset allocation during the year and consequently the asset allocation at the year end, as shown in the table on page 14, represented a departure from the SIP. A revised SIP reflecting these changes was approved by the Trustee in May 2018.

Employer Related Investment

There have been no employer related investments during the year.

Custodial Arrangements

The Trustee considers that it is important to keep the investment management of its assets separate from their custody, to minimise the risk of the assets being misused. For pooled funds it is the responsibility of the fund manager to appoint and monitor custodians.

Investment Management (continued)

Investment Strategy

All of the Scheme's assets are held in pooled investment vehicles to improve diversification.

While it is correct for accounting purposes to treat the pooled investment vehicles in the financial statements as a single line, the Trustee nevertheless considers that for asset-mix purposes the values of the underlying funds should be used to determine sector exposure and the following tables and charts have been drawn up on that basis.

During 2017 the Trustee took the decision to move from pooled liability-driven funds ("LDI") into a new Qualifying Investor Alternative Investment Fund ("QIAIF"). The QIAIF allows greater flexibility in managing the LDI strategy and invests in assets such as fixed interest and index-linked gilts, gilt and index-linked repurchase transactions and cash and cash-like assets. In addition, the Trustee reached agreement on a further de-risking of the asset portfolio which would result in the target allocation to LDI increasing from 25% to 40% of Scheme assets. The transfer of assets to reach this position was concluded in January 2018. Leverage is used to achieve the objective of aiming to match the Scheme's liabilities due to movements in interest rates and inflation (up to an agreed level). The leverage of the QIAIF was around 2 times as at end January 2018. The Trustee's aim is to gradually increase the hedge to 100% of assets, with a 40% of total Scheme asset allocation to the QIAIF. This would mean that the maximum amount of leverage would be around 2.5 times once the target hedge is reached.

In July 2017 it was agreed to hedge currency exposure in developed equity holdings by way of a 50% allocation into their equivalent currency-hedged funds.

At the end of 2017 the Scheme held investments in the following funds managed by Legal & General Investment Management ("LGIM"):

- World Developed Equity Index
- World Developed Equity Index - Hedged
- FTSE RAFI All World 3000 Equity
- FTSE RAFI All World 3000 Equity - Hedged
- LDI assets invested in the QIAIF

The total value of funds held by LGIM on behalf of the Scheme at 31 December 2017 was £100 million.

The remaining funds held by the Scheme at 31 December 2017 were as follows:

Asset Class	Fund
Equities:	Hermes Global Emerging Markets Fund
Multi asset:	Insight Broad Opportunities Fund
Diversified credit:	Baring Global High Yield Strategies Fund and M&G Illiquid Credit Opportunities Fund
Property:	Hermes Property Unit Trust and Standard Life Long Lease Property Fund

Investment Management (continued)

Investment Strategy (continued)

At the end of 2017, the Hermes Group of Companies were involved in managing two of the Scheme's portfolios, with Hermes Alternative Investment Management Limited managing the Hermes Property Unit Trust and Hermes Investment Management Limited managing the Hermes Global Emerging Markets Fund.

The Trustee reviews the performance of all the Scheme's investment managers and funds regularly.

Investment Performance

The Trustee continues to monitor investment performance against Scheme benchmarks. The overall benchmark return is obtained by combining the strategic asset allocation of the Scheme with the asset class returns of appropriate market indices.

Over the year the overall investment return for the Scheme was 11.0% against the benchmark return of 8.3%.

The Scheme's performance in the last five years is shown in the table below:

Comparison with benchmark 2013 - 2017

Annual Rate of Return (%)	**2013**	**2014**	**2015**	**2016**	**2017**	**2013 to 2017 Annualised***
HGPS	**9.7**	**12.6**	**3.0**	**24.3**	**11.0**	**11.9**
Benchmark	7.9	13.2	4.5	23.2	8.3	11.2
HGPS out/(under) performance of benchmark	1.8	-0.6	-1.5	1.1	2.7	0.7

**The differences in this table are based on an arithmetic approach*

Over 2017, the Scheme's passively managed funds (the liability driven investments and equities held with Legal & General) broadly tracked their benchmarks, as expected. The Insight Broad Opportunities Fund, the Hermes Global Emerging Markets Fund and the two diversified credit funds (Barings Global High Yield Credit Strategies Fund and the M&G Illiquid Credit Opportunities Fund) delivered positive returns (relative to their respective benchmarks), benefitting from the strong performance of the major asset classes over the year.

The Scheme's property funds (Hermes Property Unit Trust and the Standard Life Long Lease Property Fund) performed well relative to their respective benchmarks.

Over the five year period from 2013 to 2017, the Scheme returned 11.9% per annum, outperforming its benchmark return. For background, over the year to 31 December 2017, the Consumer Prices Index rose by a modest 2.9%.

Investment Management (continued)

Asset Allocation

The table below shows the asset allocation of the new long term strategic asset mix as agreed in principle by 31 December 2017. The 2016 comparative numbers have been included to highlight the main changes at Scheme level during 2017.

	Long Term Strategic Asset Allocation (%)	Actual Asset Allocation (%) 31 Dec 2017	Actual Asset Allocation (%) 31 Dec 2016	Notes
Global developed and emerging market equity	**20.0**	**25.6**	**32.0**	**2**
Multi asset (active)	**15.0**	**15.7**	**16.8**	**2**
Property (active)	**10.0**	**9.0**	**10.8**	
Diversified credit	**15.0**	**13.0**	**15.7**	
LDI (passive)	**40.0**	**22.1**	**24.2**	**1, 2**
Cash	**0.0**	**14.6**	**0.5**	**1**
	100.0	**100.0**	**100.0**	

Notes:

1. At 31 December 2017, an amount of £34m held in the Scheme's Trustee bank account (as reported within current assets) was earmarked for investment in LDI assets on 2 January 2018.
2. Given the strategic changes outlined above, the strategic asset allocations have changed with a higher allocation to LDI (from 25% to 40%) and lower allocation to certain "growth" assets (the long term target allocations for both equities and multi asset have reduced, by 10% and 5% respectively, compared to the positions at 31 December 2016).

Report on Actuarial Liabilities

As required by Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" (FRS102), the financial statements do not include liabilities in respect of promised retirement benefits.

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 based on pensionable service to the valuation date, assessed using the assumptions agreed between the Trustee 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 2014. This showed that on that date:

The value of the Technical Provisions was:	£170.7 million
The value of the assets at that date was:	£138.6 million

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):

Method

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

Significant actuarial assumptions

Discount interest rate: 4.6% per annum pre-retirement and 3.05% per annum post-retirement at 31 December 2014.

The discount rate for liabilities prior to retirement differs from the discount rate for liabilities after retirement to reflect the expected change in the investment strategy as the Scheme matures. For liabilities pre-retirement the discount rate assumes a notional portfolio of assets which is heavily weighted in return seeking assets. For liabilities post-retirement the discount rate assumes a notional portfolio of assets which is heavily weighted in matching assets.

The expected return on the return seeking assets in the discount rate assumptions was set based on a realistic asset return model at a level of prudence deemed appropriate. The expected returns on the matching assets in the discount rate assumptions was set with reference to the yields on matching assets expected to be held.

Future Retail Price inflation (RPI): 3.3% per annum at 31 December 2014. The RPI assumption takes into account information available in respect of bond markets at the effective date of the actuarial valuation and data published by the Bank of England.

Future Consumer Price inflation (CPI): 2.3% per annum at 31 December 2014. The assumption for future CPI is set by reference to the RPI assumption and allows for a prudent view of the expected long term gap between RPI and CPI (at 31 December 2014, this long term gap was set at 1.0% per annum).

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

Report on Actuarial Liabilities (continued)

Significant actuarial assumptions (continued)

Pay increases: general pay increases of 2.5% for the first year and in line with consumer price inflation each year thereafter.

Mortality: SAPS Light ("S2 Light normal health pensioner tables") series with a 95% multiplier for males and SAPS ("S2 Normal health pensioner tables") with a 90% multiplier for females, based on member's year of birth and projected from 2007 in line with the CMI 2014 Core Projections model with a long term trend of 1.5% pa.

Recovery Plan

The valuation of the Hermes Group Pension Scheme as a continuing Scheme revealed a past service deficit as at 31 December 2014 of £32.1 million. To eliminate this deficit, the employer is making a series of deficit contributions, as set out in the Schedule of Contributions, which are targeted to eliminate the deficit by 31 October 2020.

Taken in conjunction with the assumed rate of investment return on the invested assets, Ms Palfreyman certified at the valuation date that she expected the target of full funding against the ongoing valuation assumptions to be achieved on payment of the above contributions.

The employer has also agreed to make further special contributions, if applicable, to meet the strains which arise on account of redundancies or early retirements of active-deferred members.

In the unlikely event that the employer ceased paying contributions to the Scheme ("discontinuance"), the Trustee could seek to meet benefits payments either by winding up the Scheme or by continuing it as a closed fund. The terms available from insurance companies at 31 December 2014 were such that, based on the Scheme's assets and liabilities at that date, the premiums charged to secure accrued rights in full would have exceeded the value of the Scheme's assets.

Actuarial Valuation

The next actuarial valuation of the Scheme is currently in progress with an effective date no later than 31 December 2017. It is anticipated that the results will be available in 2018.

Funding Update

Following the last formal triennial actuarial valuation reported above as at 31 December 2014, the Scheme's overall funding position on a Technical Provisions basis was rolled forward in the actuarial annual update report as at 31 December 2016. While the 2016 report is not as formal as the 2014 report, it shows that the funding position had improved by £9.4m from a deficit of £32.1m to a deficit of £22.7m. This was a result of the payment of employer deficit reduction contributions to the Scheme and higher investment returns than assumed, offset by interest on the deficit and a change in actuarial basis to reflect economic conditions at 31 December 2016.

Statement of Trustee's Responsibilities

Trustee's Responsibilities in Respect of the Financial Statements

The financial statements, which are prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including the Financial Reporting Standard applicable in the UK (FRS 102), are the responsibility of the Trustee. Pension Scheme regulations require, and the Trustee is 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 that 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 the 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 Trustee is responsible for selecting suitable accounting policies, to be applied consistently, making any estimates and judgments on a prudent and reasonable basis, and for the preparing of the financial statements on a going concern basis unless it is inappropriate to presume that the Scheme will not be wound up.

The Trustee is also responsible for making available certain other information about the Scheme in the form of an annual report.

The Trustee also has a general responsibility for ensuring that adequate accounting records are kept and for taking such steps as are reasonably open to them to safeguard the assets of the Scheme and to prevent and detect fraud and other irregularities, including the maintenance of an appropriate system of internal control.

The Trustee is responsible for the maintenance and integrity of the corporate and financial information included on the Scheme's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Trustee's Responsibilities in Respect of Contributions

The Trustee is 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 dates on or before which such contributions are to be paid.

The Trustee is also responsible 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 Schedule of contributions occur, the Trustee is required by the Pensions Acts 1995 and 2004 to consider making reports to The Pensions Regulator and the members.

Compliance Matters

The purpose of this Statement is to provide information, which is required to be disclosed in accordance with Schedule 3 of The Occupational Pension Schemes (Disclosure of Information) Regulations 1996 or voluntarily by the Trustee. The information deals with matters of administrative routine.

Transfer Values

Transfer values are calculated and verified as required under the provisions of the Pensions Act 1993.

Taxation

The Scheme is a registered Pension Scheme under Chapter 2 of Part 4 of the Finance Act 2004 and is therefore exempt from income tax and capital gains tax. Tax charges are accrued on the same basis as the investment income to which they relate.

Internal Dispute Resolution Procedure

The Trustee has found that most queries or requests for information about the Scheme are capable of being answered satisfactorily by Capita Employee Benefits Limited or the Scheme Secretary.

Nevertheless the Trustee has a procedure to resolve disputes, which gives a member the means of having a grievance considered at the highest level.

The Internal Dispute Resolution Procedure (IDRP) is in two stages. At stage 1, the dispute/complaint is considered by the Secretary to the Trustee. A member not satisfied with the decision can ask at stage 2 for the matter to be reconsidered by the Trustee Board.

A member of the Scheme who has a query or complaint which is likely to prove difficult to resolve is given a copy of the IDRP. A copy of the procedure can be obtained from the Secretary to the Scheme at the address shown on page 19 of this report.

The Pensions Advisory Service ("TPAS")

TPAS is available to assist members and beneficiaries of the Scheme on pension matters. TPAS may be contacted at 11 Belgrave Road, London, SW1V 1RB.

Telephone: 0800 011 3797

Pensions Ombudsman

The Pensions Ombudsman will assist members and beneficiaries of the Scheme in connection with difficulties which they have failed to resolve with the Trustee or Administrator of the Scheme and may investigate and determine any complaint or dispute of fact or law in relation to an occupational pension scheme. The Pensions Ombudsman can be contacted at 11 Belgrave Road, London, SW1V 1RB.

Telephone: 0800 917 4487

Early resolution email: helpline@pensions-ombudsman.org.uk

Email: enquiries@pensions-ombudsman.org.uk

Pensions Regulator

The Pensions Regulator is able to intervene in the running of schemes where trustees, employers or Professional Advisers have failed in their duties.

The Pensions Regulator may be contacted at Napier House, Trafalgar Terrace, Brighton, BN1 4DW.

Compliance Matters (continued)

Pension Tracing

A pension tracing service is carried out by the Department for Work and Pensions. The Pension Tracing Service can be contacted at The Pension Service 9, Mail Handling Site A, Wolverhampton, WV98 1LU

Contact for Further Information

Members who have a general query about this report or the Scheme in general, should contact Inside Pensions at the following address:

The Secretary of the Hermes Group Pension Scheme
Inside Pensions
54-56 Victoria Street
St Albans
AL1 3HZ

Telephone: 01727 733150

Email: john.dutton@insidepensions.com

Further information on the Scheme is available on the Scheme's website www.hermes.co.uk/hgps.

Members seeking information about their own benefits are referred to the Scheme's Administrators, Capita. Their contact details can be found on page 6.

Approval of the Trustee's Report

The Trustee's Report was approved by the Trustee Board on 21st May 2018 and signed on its behalf by:

Trustee Director

Date: 21st May 2018

Independent Auditor's Report to the Trustee of the Hermes Group Pension Scheme

Report on the audit of the financial statements

Opinion

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 2017 and of the amount and disposition at that date of its assets and liabilities, other than the liabilities to pay pensions and benefits after the end of the year;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; 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.

We have audited the financial statements of the Scheme which comprise the fund account, the statement of net assets, and the related notes 1 to 22.

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).

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

We are required by ISAs (UK) to report in respect of the following matters where:

- the Trustee's use of the going concern basis of accounting in preparation of the financial statements is not appropriate; or
- the Trustee has not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Scheme's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

We have nothing to report in respect of these matters.

Report on the audit of the financial statements (continued)

Other information

The Trustee is responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, 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 audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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 respect of these matters.

Responsibilities of the Trustee

As explained more fully in the Statement of Trustee's Responsibilities, the Trustee is 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 Trustee determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Trustee is responsible for assessing the 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 Trustee either intends to liquidate the Scheme or to cease operations, or has 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.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Report on the audit of the financial statements (continued)

Use of our report

This report is made solely to the Scheme's Trustee 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 Trustee those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Scheme's Trustee as a body, for our audit work, for this report, or for the opinions we have formed.

Deloitte LLP

Deloitte LLP
Statutory Auditor
London, United Kingdom

Date: 21 May 2018

Fund Account
For the Year Ended 31 December 2017

	Note	2017 £'000	2016 £'000
Contributions and benefits			
Employer contributions	3	**42,931**	7,967
Benefits paid or payable	4	**(3,659)**	(3,396)
Transfers	5	**(5,161)**	(2,030)
Administrative expenses	6	**(894)**	(715)
		(9,714)	(6,141)
Net additions from dealings with Members		**33,217**	1,826
Net returns on investments			
Investment income	7	**809**	832
Change in market value of investments	8	**19,561**	34,587
Investment management expenses	9	**(163)**	(168)
Net returns on investments		**20,207**	35,251
Net increase in the fund during the year		**53,424**	37,077
Net assets of the Scheme at start of year		**181,122**	144,045
Net assets of the Scheme at end of year		**234,546**	181,122

The accompanying notes on pages 25 to 40 are an integral part of these financial statements.

Statement of Net Assets
Available for Benefits as at 31 December 2017

	Note	2017 £'000	2016 £'000
Investment assets:			
Pooled investment vehicles	10	**198,734**	180,304
AVC investments	12	**9**	7
Other investment balances		**126**	162
Total net investments	8	**198,869**	180,473
Current assets	18	**35,958**	906
Current liabilities	19	**(281)**	(257)
Net assets of the Scheme at end of year		**234,546**	181,122

The accompanying notes on pages 25 to 40 are an integral part of these financial statements.

The financial statements summarise the transactions of the Scheme and deal with the net assets at the disposal of the Trustee. They do not take account of obligations to pay pensions and benefits which fall due after the end of the Scheme year. The actuarial position of the Scheme, which takes into account such obligations for the defined benefit section, is dealt with in the Report on Actuarial Liabilities on pages 15 and 16 of the Annual Report and these financial statements should be read in conjunction with this report.

These financial statements were approved by the Trustee on 21st **May 2018 and signed on its behalf by:**

ABr .... **Trustee Director**

Notes to the Financial Statements
For the Year Ended 31 December 2017

1. ### Basis of Preparation

The financial statements have been prepared in accordance with the Occupational Pension 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, the Amendments to FRS 102 – Fair Value Hierarchy Disclosures (March 2016) issued by the Financial Reporting Council and with guidance set out in the Statement of Recommended Practice (Revised November 2014). The Trustee has adopted the changes proposed by the FRC in Amendments to FRS 102 – Fair Value Hierarchy Disclosures to align the reporting standards more consistently with International Financial Reporting Standards (IFRS).

2. ### Accounting Policies

The principal accounting policies of the Scheme, which have been applied consistently in the current and preceding year, are as follows:

Contributions

Employer deficit funding contributions and other employer contributions payable in respect of Scheme expenses are accounted for on the due dates on which they are payable under the Schedule of Contributions or on receipt if earlier with the agreement of the employer and Trustee.

Employer augmentation contributions are accounted for in accordance with the agreement under which they are payable.

Employer additional contributions are accounted for when received, or when a formal agreement is made, whichever is earlier.

Payments to Members

Benefits are accounted for in the period in which the member notifies the Trustee of his decision on the type or amount of benefit to be taken, or if there is no member choice, on the date of retiring or leaving.

Pensions in payment are accounted for in the period to which they relate.

Individual transfers in or out of the Scheme are accounted for when member liability is accepted or, discharged which is normally when the transfer amount is paid or received.

Expenses

Expenses are accounted for on an accruals basis.

Investment Income

Income from cash and short term deposits is accounted for on an accruals basis.

Income from pooled investment vehicles which distribute income is accounted for on an accruals basis on the date stocks are quoted ex-dividend.

Income from pooled investment vehicles which is reinvested within the funds and is therefore not directly paid to the Scheme, is included within change in market value.

Notes to the Financial Statements (continued)

2. Accounting Policies (continued)

Valuation and Classification of Investments

Investment assets and liabilities are included in the financial statements at fair value. Where separate bid and offer prices are available, the bid price is used for investment assets and the offer price for investment liabilities. Otherwise, the closing single price, single dealing price, or most recent transaction price is used.

The methods of determining fair value for the principal classes of investments are:

Certain pooled investment vehicles which are traded on an active market are included at the quoted price, which is normally the bid price.

Unitised pooled investment vehicles which are not traded on an active market but where the manager is able to demonstrate they are priced daily, weekly or at each month end, and are actually traded on substantially all pricing days, are included at the latest price provided by the manager at or before the year end.

Where the value of a pooled investment vehicle is primarily driven by the fair value of its underlying assets, the net asset value advised by the fund manager is normally considered a fair approximation to fair value unless there are restrictions or other factors which prevent realisation at that value, in which case adjustment is made.

The change in market value of investments during the year comprises all increases and decreases in the market value of investments held at any time during the year, including profits and losses realised on sales of investments during the year.

Presentation Currency

The Scheme functional and presentation currency is pounds sterling. Monetary items denominated in foreign currency are translated into sterling using the closing exchange rates at the Scheme year end. Foreign currency transactions are recorded in sterling at the spot exchange rate at the date of the transaction.

Notes to the Financial Statements (continued)

3. Contributions

	2017 £'000	2016 £'000
Employer contributions		
Deficit funding	**7,037**	7,357
Additional – FAA	**35,000**	-
Other - expenses	**894**	610
	42,931	7,967

In order to improve the Scheme's funding position, the Schedule of Contributions, certified on 24 March 2016, requires the employer to pay £7.0m in the period 1 January 2017 to 31 December 2017, and £5.0m in the years ending 31 December 2018 and 2019. For the period 1 January 2020 to 31 October 2021, a further payment of £4.2m is payable.

In addition, the previous Schedule of Contributions certified 16 July 2012, required the principal employer to pay deficit contributions of £1.8m for the period 1 January 2016 to 31 March 2016.

An additional contribution of £35m was paid as part of the FAA agreement referred to on page 6.

Other expenses contributions of £894,000 (2016 - £610,000), equivalent in value to the Scheme's administrative expenses incurred for the financial year as reported in note 6, include £158,000 (2016 - £Nil) payable to the Scheme by 31 December 2018.

4. Benefits Paid or Payable

	2017 £'000	2016 £'000
Pensions	**3,203**	3,065
Commutations of pensions and lump sum retirement benefits	**456**	331
	3,659	3,396

5. Transfers Out

	2017 £'000	2016 £'000
Individual transfers out to other schemes	**5,161**	2,030

Notes to the Financial Statements (continued)

6. Administrative Expenses

	2017 £'000	2016 £'000
Administration and secretarial services	**207**	196
Actuarial fees	**181**	174
Audit fees	**24**	22
Legal fees	**59**	61
Covenant consultancy fees	**101**	-
Investment consultancy fees	**223**	165
Trustee Director fees and expenses	**99**	97
	894	715

Trustee Director's fees, excluding VAT, were payable as follows:

	2017 £'000	2016 £'000
Mr D P Bradford	**8**	8
Mr D C Bridges	**6**	8
Mrs I A Kirby	**8**	8
Mr A Ormrod	**2**	-
Mr M Simms	**8**	11
Mrs C L Woodley	**50**	50
PTL Governance Limited	**6**	-
	88	85

All Trustee Directors, other than the Chairman, each receive a payment of £8,000 per annum, pro-rated for split periods of service.

The 2016 fees reported in respect of Mr M Simms included a £3,000 under-accrual of his 2016 fees.

7. Investment Income

	2017 £'000	2016 £'000
Income from pooled investment vehicles	**809**	829
Interest on cash deposits	**-**	3
	809	832

Notes to the Financial Statements (continued)

8. Investment Reconciliation

	Value at 1 January 2017 £'000	Purchases at cost £'000	Sales proceeds £'000	Change in market value £'000	Value at 31 December 2017 £'000
Pooled investment vehicles	180,304	**215,041**	**(216,170)**	**19,559**	**198,734**
AVC investments	7	**-**	**-**	**2**	**9**
	180,311	**215,041**	**(216,170)**	**19,561**	**198,743**
Other investment balances	162				**126**
	180,473				**198,869**

9. Investment Management Expenses

	2017 £'000	2016 £'000
Administration, management and custody	**201**	215
Fee rebates	**(38)**	(47)
	163	168

10. Pooled Investment Vehicles

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

	2017 £'000	2016 £'000
Equity	**59,461**	58,881
Bonds	**18,740**	61,136
Property	**20,987**	19,326
Illiquid credit	**11,602**	10,636
Diversified growth	**36,627**	30,325
LDI	**51,317**	-
	198,734	180,304

The LDI relates to a bespoke pooled fund held with Legal & General (QIAIF), where the Scheme is the sole investor in the fund. Further details are provided in note 11.

Notes to the Financial Statements (continued)

11. Sole Investor Fund

The Scheme is the sole investor in the Legal & General QIAIF Fund. At the year end the underlying assets of this fund were as follows:

	2017	2016
	£'000	£'000
Bonds	**119,016**	-
Cash deposits	**3,712**	-
Repurchase agreements	**(71,411)**	-
	51,317	-

Collateral deposited by the Scheme at 31 December 2017 in respect of the repayment obligations attributed to the above repurchase agreements amounted to £598,000, comprising UK Government index-linked gilts. While collateralised assets are held with the counterparties custodian, the assets are reported within the Scheme's net assets.

12. Additional Voluntary Contributions (AVC) Investments

Members' additional voluntary contributions, when received, are invested separately from the main Scheme fund in the form of insurance policies and deposits securing additional benefits on a money purchase basis for those members electing to pay additional voluntary contributions. Members participating in this arrangement each receive an annual statement made up to 31 December confirming the amounts held in their account and the movements in the year. The aggregate amounts of money purchase AVC investments are as follows:

	2017	2016
	£'000	£'000
Prudential Assurance Company Limited	**9**	7

13. Transaction Costs

Transaction costs are included in the cost of purchases and sale proceeds. Indirect costs are incurred through the bid-offer spread on investments within pooled investment vehicles and charges made within those vehicles. There are no separately identifiable direct costs incurred.

Notes to the Financial Statements (continued)

14. Investment Fair Value

The fair value of financial instruments has been determined 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 for the asset or liability, either directly or indirectly.
Level 3 -	Inputs are unobservable for the asset or liability.

The Scheme's investment assets have been fair-valued using the above hierarchy levels as follows:

As at 31 December 2017	**Level 1 £'000**	**Level 2 £'000**	**Level 3 £'000**	**Total £'000**
Pooled Investment Vehicles				
Barings Capital – Global High Yield Credit Strategies	-	18,740	-	18,740
Hermes – Global Emerging Markets	-	10,803	-	10,803
Hermes – Property Unit Trust	-	-	13,764	13,764
Insight – Broad Opportunities	-	36,626	-	36,626
Legal & General – FTSE RAFI	-	12,213	-	12,213
Legal & General – FTSE RAFI Hedged	-	12,703	-	12,703
Legal & General – QIAIF	-	51,318	-	51,318
Legal & General – World Developed Equity	-	11,619	-	11,619
Legal & General – World Developed Equity Hedged	-	12,124	-	12,124
M&G – Illiquid Credit	-	-	11,602	11,602
Standard Life – Long Lease Property	-	7,222	-	7,222
Total Pooled Investment Vehicles	-	173,368	25,366	198,734
AVC Investments	-	-	9	9
Other Investment Balances	126	-	-	126
	126	173,368	25,375	198,869

Notes to the Financial Statements (continued)

14. Investment Fair Value (continued)

As at 31 December 2016	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
Pooled Investment Vehicles				
Barings Capital – Global High Yield Credit Strategies	-	17,617	-	17,617
Hermes – Global Emerging Markets	-	10,914	-	10,914
Hermes – Property Unit Trust	-	-	12,653	12,653
Insight – Broad Opportunities	-	30,324	-	30,324
Legal & General – Leveraged Index Linked Gilts	-	43,519	-	43,519
Legal & General – FTSE RAFI	-	24,186	-	24,186
Legal & General – World Developed Equity	-	23,782	-	23,782
M&G – Illiquid Credit	-	-	10,636	10,636
Standard Life – Long Lease Property	-	6,673	-	6,673
Total Pooled Investment Vehicles	-	157,015	23,289	180,304
AVC Investments	-	-	7	7
Other Investment Balances	162	-	-	162
	162	157,015	23,289	180,304

Notes to the Financial Statements (continued)

15. Investment Risks Disclosures

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 of 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 of future cash flows of a financial asset will fluctuate because of changes in market interest rates.
- Other price risk: this is the risk that the fair value of future cash flows of a financial asset will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market.

The Trustee determines its investment strategy after taking advice from a professional investment adviser. The Scheme has exposure to these risks because of the investments it makes in following the investment strategy as detailed below. The Trustee manages investment risks, including credit risk and market risk, using monitoring reports produced by its investment adviser and taking into account the Scheme's strategic investment objectives. Investment objectives and risks are also managed through the investment management agreements in place with the Scheme's investment managers and monitored by the Trustee by regular reviews of the investment portfolio.

Further information on the Trustee's approach to risk management is set out below.

In respect of the Scheme's sole investor fund, its investment risks on a look-through basis are disclosed separately in note 16.

Investment Strategy

The investment objective of the Scheme is to maintain a portfolio of suitable assets of appropriate liquidity which will generate investment returns to meet, together with future contributions, the benefits of the Scheme payable under the trust deed and rules as they fall due.

The Trustee sets 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.

Notes to the Financial Statements (continued)

15. Investment Risks Disclosures (continued)

Investment Strategy (continued)

The strategy at 31 December 2017 was to hold:

a. 25% in investments that move broadly in line with the long term liabilities of the Scheme. This is referred to as Liability Driven Investment (LDI) and the purpose is to mitigate the impact of changes in interest rates and inflation on long term liabilities.

   During 2017 the Trustee took the decision to move the portfolio from pooled LDI funds into a new Qualifying Investor Alternative Investment Fund (QIAIF). The QIAIF allows greater flexibility in managing the LDI portfolio and invests in assets such as fixed interest and index-linked gilts, gilt and index-linked repurchase transactions and cash and cash-like assets.

   In addition, the Trustee reached agreement on a further de-risking of the asset portfolio which has resulted in the target allocation to LDI being increased from 25% to 40% of Scheme assets. The transfer of assets to reach this position was concluded in January 2018.

b. 75% in investments comprising UK and overseas equities (including emerging market equities), investment property, multi-asset / absolute return funds and diversified credit funds. The purpose of these investments is to deliver income and capital growth to assist in meeting the Scheme's objectives.

Risk Exposures

As the Scheme's economic exposure to its investments is obtained via pooled funds (including the QIAIF), it has exposure to the credit and market risks arising from the pooled investment vehicles as well as indirect exposure to the credit and market risks arising from the underlying investments within the pooled investment vehicles.

The Scheme's pooled investment vehicles comprise the following:

- Unit-linked long term insurance policies;
- Unit trusts
- Open ended investment companies; and
- Qualifying Investor Alternative Investment Fund

Each type of arrangement has different regulatory and legal structures, for example whether governed by trust or company law and, therefore, the underlying investments will have differing degrees of protection in the event of insolvency of the pool manager.

Notes to the Financial Statements (continued)

15. Investment Risks Disclosures (continued)

Risk Exposures (continued)

The Trustee has considered the extent, if any, to which each of the Scheme's funds are affected by the direct and indirect risks set out under FRS 102. This is captured pictorially in the table below, which is based on the opinion of the Trustee's investment adviser:

Pooled investment vehicles	Credit risk		Market risk					
			Currency risk		Interest rate risk		Other price risk	
	Direct	Indirect	Direct	Indirect	Direct	Indirect	Direct	Indirect
Liability Driven Investments	●	●	○	○	○	●	○	○
Equity	●	○	○	●	○	○	○	●
Multi asset	●	◐	○	●	○	◐	○	●
Diversified credit	●	●	○	●	○	◐	○	○
Property	●	○	○	○	○	○	○	●

In the table above, the risk noted affects the asset class [●] significantly, [◐] partially or [○] hardly / not at all.

The following section provides further details on the risk exposures and the steps taken by the Scheme to mitigate these risks.

Credit Risk

The Scheme has direct credit risk in so far as it is dependent on the pooled arrangements to deliver the cash flows which support the units in them held by the Scheme. As the Scheme is wholly invested in pooled investment vehicles, direct credit risk affects all of the Scheme's funds.

Direct credit risk is mitigated by the underlying assets of the pooled arrangements being, in part, 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. Through the use of its adviser, the Trustee carries out due diligence checks on the appointment of any new pooled investment manager (an example of this was the introduction of the QIAIF in November 2017) and on an ongoing basis monitors any changes to the regulatory and operating environment of the pooled manager.

The Scheme is also indirectly exposed to credit risks arising on the financial instruments within the pooled arrangements which have credit risk. For example, the Scheme's diversified credit mandate and, to a lesser extent, the multi asset strategy are invested in a range of credit instruments, such as investment grade and non-investment grade debt, and therefore, the Scheme is indirectly exposed to the risk of default of the underlying issuers. In addition, the Scheme is also exposed to the credit risk arising from the financial instruments the LDI manager uses in the efficient management of that portfolio; this mostly concerns the use of derivative investments.

Notes to the Financial Statements (continued)

15. Investment Risks Disclosures (continued)

Credit Risk (continued)

The Trustee has considered the indirect credit risk through the choice of funds it uses to carry out the investment strategy and will have an expectation that the investment managers, through their approach to investment, will seek to diversify their holdings on an ongoing basis to minimise the impact of default by any one issuer. The risk is further mitigated by the types of investments held. For example, the Scheme's LDI portfolio invests in gilts (which are backed by the UK government). Further, the credit risk of the assets within the multi asset and diversified credit mandates is mitigated by the investment managers' continuous analysis of the credit quality of the securities held within these mandates.

Currency risk

The Scheme does not have direct currency risk as its interest in the pooled investment vehicles is predominately priced in sterling, which is the same currency as the Scheme's liabilities.

The Scheme is, however, subject to indirect currency risk as some of the underlying investments are held in overseas markets and priced in the local currency. As such the value of the Scheme's assets may be affected favourably or unfavourably by fluctuations in currency rates, relative to sterling. Further, currency risk may arise from investment in derivative instruments exposed to non-sterling currencies. Indirect currency risk mainly applies to the Scheme's equity, diversified credit and multi asset mandates.

In order to mitigate some currency risk exposure, the Trustee has implemented a 50% currency hedge on developed equities.

The Trustee expects that the Scheme's underlying investment managers will review the impact of currency movements in their investment decision-making as part of their ongoing management of the portfolios. Where applicable, the investment managers have discretion over whether or not to hedge underlying currency risk based on their views of financial markets.

Interest Rate Risk

The Scheme's interest in pooled investment vehicles is largely unaffected by movements in interest rates and therefore there is no direct interest rate risk. However, some of the underlying investments within the pooled investment vehicles are exposed to interest rates detailed below and therefore the Scheme has indirect interest rate risk.

As noted above, the Scheme's LDI portfolio is able to invest in assets such as fixed interest and index-linked gilts, gilts and index-linked repurchase transactions, swaps and cash and cash like assets. These broadly move in line with the Scheme's liabilities as a consequence of changing interest rates and inflation. The Scheme's target allocation to LDI is 25% of assets (increasing to 40% once the planned de-risking is completed) which is intended to provide hedging up to the funding level on Technical Provisions. The Trustee has a plan to increase the hedging to this level in a phased manner.

In addition, the Scheme is subject to an element of interest rate risk on the underlying holdings within the diversified credit and multi asset mandates. However, the bond assets within these mandates typically have short duration and therefore are less sensitive to changes in interest rates. Further, the investment managers are tasked with taking into account interest rate risk as part of the mandates' holistic risk management approach.

Notes to the Financial Statements (continued)

15. Investment Risks Disclosures (continued)

Other Price Risk

The Scheme has indirect exposure to other price risk, principally in relation to its "return seeking" portfolio which includes equities, multi asset and investment property held in pooled vehicles.

The Scheme manages this exposure to overall price movements by constructing a diverse portfolio of investments across various markets. According to the Scheme's Statement of Investment Principles, each investment manager is expected to manage broadly diversified portfolios and to spread assets across a number of individual shares and securities.

16. Investment Risks Disclosures - Sole Investor Fund

Pooled investment vehicles include the Scheme's investment in a (QIAIF) Fund (note 12) held with Legal & General.

The Scheme is the sole investor in this fund and accounting regulations require that the risk disclosures required by FRS102 are made on a 'look through' basis as if the Scheme held the investments in this fund directly.

The following table summarises the extent to which the underlying investments of this fund are affected by financial risks:

	Credit risk		Market risk		
	Direct	Indirect			
			Currency	Interest rate	Other price
Bonds	●	○	○	●	○
Repurchase agreements	●	○	○	○	○
Liquidity Fund	●	●	○	◐	○

In the table above, the risk noted affects the asset class [●] significantly, [◐] partially or [○] hardly / not at all.

As sole investor, the Scheme is subject to the following risks arising on the underlying investments held at the year end within the QIAIF:

Credit risk

Credit risk arising on bonds is mitigated by investing in UK government bonds where the credit risk is minimal.

Credit risk on repurchase agreements is mitigated through collateral arrangements as disclosed in note 11. In addition, the risk is also mitigated by transacting with counterparties which are at least investment grade credit rated.

16. Investment Risks Disclosures - Sole Investor Fund (continued)

Credit risk (continued)

Direct credit risk on the Liquidity Fund is mitigated by the underlying assets of the fund being ring-fenced from Legal & General's wider business and the regulatory environment in which Legal & General operate.

The QIAIF is also subject to indirect credit risk in relation to the instruments held within the Legal & General Liquidity Fund. This is mitigated by ensuring cash is held with a diversified range of institutions which are at least investment grade credit rated.

Currency Risk

The QIAIF's underlying assets were not subject to currency risk as at 31 December 2017 as none were held in overseas markets.

Interest Rate Risk

The underlying assets of the QIAIF are subject to interest rate risk because a proportion of its investments are held in bonds and bond-like instruments (fixed interest gilts, index linked gilts, repurchase agreements and cash).

If interest rates rise, the value of these investments will fall but this risk is mitigated as it will be offset by a fall in the actuarial value of the Schemes liabilities as a result of a rise in the discount rate.

Other Price Risk

There is no other price risk as there is no equity or other return seeking assets in QIAIF.

Leverage Risk and collateral monitoring

The Scheme utilises leverage in the QIAIF. Leverage in this context is the ratio of hedging exposure to the amount of collateral held in the QIAIF. Leverage may result in mark-to-market losses that exceed the amount of capital invested. Leverage is used to achieve the objective of aiming to match the Scheme's liabilities due to movements in interest rates and inflation (up to an agreed level). The leverage of the QIAIF was around 2 times as at end January 2018. The Trustee's aim is to gradually increase the hedge to 100% of assets, with a 40% of total Scheme asset allocation to the QIAIF. This would mean that the maximum amount of leverage would be around 2.5 times once the target hedge is reached.

The leverage is kept under regular review by the Trustee, within the objectives of the portfolio. The Trustee also has an expectation that the manager of the QIAIF has robust processes in place to monitor and manage collateral adequacy to support the underlying derivative positions as part of the ongoing management of the QIAIF.

Notes to the Financial Statements (continued)

17. Concentration of Investments

The following holdings, with the exception of UK government securities, represented more than 5% of the net assets of the Scheme as at 31 December 2017 and the prior year:

	2017 Market value £000	**2017 % of net assets**	2016 Market value £000	2016 % of net assets
Barings Capital Global High Yield Credit Strategies Fund	**18,740**	**8.0**	17,617	9.7
Hermes Global Emerging Markets	**10,803**	**4.6**	10,914	6.0
Hermes Property Unit Trust	**13,764**	**5.9**	12,653	7.0
Insight Absolute Broad Opportunities	**36,626**	**15.6**	30,324	16.7
Legal & General FTSE RAFI AW 3000 - Hedged	**12,703**	**5.4**	-	-
Legal & General FTSE RAFI AW 3000	**12,213**	**5.2**	24,186	13.4
Legal & General QIAIF	**51,318**	**21.9**	-	-
Legal & General World Developed Equity - Hedged	**12,124**	**5.2**	-	-
Legal & General World Developed Equity	**11,619**	**5.0**	23,782	13.1
Legal & General 2062 Leveraged Index-Linked Gilt	**-**	**-**	12,239	6.8
M&G Illiquid Credit Opportunities Fund	**11,602**	**4.9**	10,636	5.9

18. Current Assets

	2017 £'000	2016 £'000
Contributions due from employer in respect of:		
Employer other – expense contributions	**158**	-
Cash balances	**35,790**	877
Other debtors	**10**	29
	35,958	906

Employer's other expense contributions receivable of £158,000 (2016 - £Nil) represent the shortfall of employer contributions to meet the administrative expenses incurred by the Scheme in each year. In accordance with the Schedule of Contributions, these are payable by 31 December 2018.

The increase in cash balances held at 31 December 2017 relates to the additional contribution of £35m paid to the Scheme in December 2017 as part of the FAA agreement referred to on page 6.

Notes to the Financial Statements (continued)

19. Current Liabilities

	2017 £'000	2016 £'000
Accrued expenses	**214**	191
Amounts due to employer related companies:		
Hermes Fund Managers Limited	**8**	8
Other creditors	**59**	58
	281	257

20. Related Party Transactions

In her role as independent Chairman and Trustee Director, Carol Woodley earned fees, exclusive of VAT, of £50,000 (2016: £50,000) for services to the Scheme as disclosed in note 6. Carol Woodley left her role at 31 December 2017. No further amounts were payable by the Scheme, other than an amount of £12,500 (2016: £12,500) which was payable at the year end date (exclusive of VAT) for services to 31 December 2017.

PTL Governance Limited, represented by Alison Bostock in the role of Independent Chairman, earned fees, exclusive of VAT, of £5,500 (2016: £Nil) for services to the Scheme as disclosed in note 6. Of this amount £Nil (2016: £Nil) was payable at the year end date.

Other Trustee Director fees of £32,000 (2016: £38,000) were recharged to the Scheme by Hermes Fund Managers Limited during the year as disclosed in note 6. Of this amount £8,000 (2016: £8,000) was payable at the year end date as disclosed in note 19.

Hermes Fund Managers Limited, Hermes Equity Ownership Services ("HEOS"), Hermes Investment Management Limited and Hermes Alternative Investment Management Limited are related to the Scheme as all form part of the same corporate group as the principal employer.

At 31 December 2017, the Scheme held investments, on an arm's length basis, with Hermes Investment Management Limited of £10.8m (2016: £10.9m) and with Hermes Alternative Investment Management Limited of £13.8m (2016: £12.7m).

21. Employer Related Investments

There have been no employer related investments during the year.

22. Contingencies and Commitments

At 31 December 2017 in the opinion of the Trustee, the Scheme had no contingent liabilities or undrawn commitments (2016: £Nil).

Summary of Contributions Payable

For the Year Ended 31 December 2017

During the year ended 31 December 2017 the contributions payable to the Scheme under the Schedule of Contributions were as follows:

	£000s	£000s
Employer's deficit funding contributions		**7,037**
Employer other contributions in respect of 2017 Scheme expenses:		
- Monthly amounts received	600	
- Other amounts received allocated towards Scheme expenses	136	
- Shortfall amount for 2017 payable by 31 December 2018	158	
Total Employer other contributions in respect of 2017 Scheme expenses		**894**
Contributions required by the Schedule of Contributions as Reported on by the Scheme auditor		**7,931**
Other contributions payable		
Additional employer contributions – FAA		**35,000**
Total contributions included in the Financial Statements (Note 3)		**42,931**

Employer's other expense contributions receivable represent the shortfall of employer contributions to meet the administrative expenses incurred by the Scheme in each year. In accordance with the Schedule of Contributions these are payable by 31 December of the following year end. At 31 December 2017, the additional expense contributions payable to the Scheme, as included above, were £158,000 (2016 - £Nil).

The Employer has also met the cost of the PPF Levy directly.

Additional contributions payable of £35m represent an amount paid to the Scheme in December 2017 as part of the FAA referred to on page 6.

Approved by the Trustee on 21st May 2018 and signed on its behalf by:

.... **Trustee Director**

Independent Auditor's Statement about Contributions to the Trustee of the Hermes Group Pension Scheme

We have examined the summary of contributions to the Hermes Group Pension Scheme for the Scheme year ended 31 December 2017 on page 41.

In our opinion contributions for the Scheme year ended 31 December 2017, as reported in the summary of contributions and payable under the Schedule of Contributions have in all material respects been paid at least in accordance with the Schedule of Contributions certified by the Scheme actuary on 24 March 2016.

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 Schedule 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 Schedule of Contributions.

Respective Responsibilities of the Trustee and the Auditor

As explained more fully in the Statement of Trustee's Responsibilities, the Scheme's Trustee is 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 Schedule of Contributions.

It is our responsibility to provide a statement about contributions paid under the Schedule of Contributions and to report our opinion to you.

Use of our report

This statement is made solely to the Trustee, 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 made under the Pensions Act 1995. Our work has been undertaken so that we might state to the Trustee 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 Trustee as a body for our work, for this statement, or for the opinion we have formed.

Deloitte LLP

Deloitte LLP
Statutory Auditor
London, United Kingdom

Date: 21 May 2018

Actuary's Certification of the Schedule of Contributions

Name of scheme: Hermes Group Pension Scheme

Adequacy of rates of contributions

1. I certify that, in my opinion, the rates of contributions shown in this Schedule of Contributions are such that the Statutory Funding Objective could have been expected on 31 December 2014 to be met by the end of the period specified in the Recovery Plan.
2. I also certify that the rates of contributions shown in this schedule are not lower than I would have provided for had I had responsibility for preparing or revising the schedule, the Statement of Funding Principles and any Recovery Plan.

Adherence to statement of funding principles

3. I hereby certify that, in my opinion, this Schedule of Contributions is consistent with the Statement of Funding Principles dated 24 March 2016.

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.

Emma Palfreyman

Fellow of the Institute and Faculty of Actuaries
Towers Watson Limited

71 High Holborn
London
WX1V 6TP

24 March 2016

Appendix

Trustee Arrangements

1. The main provisions relating to the appointment and retirement of Trustee Directors are as follows:

    - there is a minimum of five Trustee Directors, but a sixth Director may be appointed from time to time;
    - two of the Directors are nominated by the principal employer, who can also remove them from office;
    - two of the Directors are member-nominated Directors, elected by the active members, deferred pensioners and pensioners;
    - they can be removed from office by the principal employer, at the request of the members;
    - in addition there is a Chairman who is appointed by the principal employer after consultation with and the agreement of the member-nominated Directors;
    - the principal employer fixes the Chairman's period of office;
    - the Chairman can be removed from office as Trustee Director and Chairman by the principal employer and has to be so removed by the principal employer at the request of the member-nominated Directors; and
    - the principal employer may from time to time appoint a sixth Trustee Director, who will be "independent", with the consent of the other five Directors. The sixth Director will not be a member of the Scheme, or an employee or ex-employee of any employer participating in the Scheme.

2. A Trustee Director's normal term of office is four years:

    - a Trustee Director can be appointed for a second term giving a normal maximum period of eight years, unless the principal employer and the other Trustee Directors agree to a third term;
    - a member-nominated Director who has completed a term of office will be required to seek re-election if he/she wishes to serve for a second or third term;
    - the Chairman's term of office is normally three years with a normal maximum of two terms (i.e. six years), unless the principal employer and the other Trustees agree to a third term;
    - for a Trustee Director who subsequently becomes Chairman, the term is limited to a normal maximum of eleven years unless the principal employer and other Trustee Directors agree to an extension;