Pension Scheme Registry number: 19002029

E.ON UK GROUP OF THE ELECTRICITY SUPPLY PENSION SCHEME

ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022

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REPORT OF THE GROUP TRUSTEES

INTRODUCTION

This Annual Report and Financial Statements is produced by the Group Trustees for the members of the E.ON UK Group (“the Group”) of the Electricity Supply Pension Scheme.

The Electricity Supply Pension Scheme (“the Scheme”) is an industry-wide pension scheme. The Scheme has 24 actuarially independent sections known as “Groups”. Each Group has its own Trustees and assets to fund the benefits of its members. Further information relating to the Scheme as a whole can be found in the Scheme Annual Report and Financial Statements.

The Scheme is an occupational pension scheme established under irrevocable trusts and its provisions are set out in the Clauses and Rules contained in the Scheme document. The Scheme is a registered pension scheme under the Finance Act 2004 and was primarily contracted out of the State Second Pension until 5 April 2016, when contracting-out ceased for all pension schemes to coincide with the introduction of new State Pension arrangements.

In the case of the E.ON UK Group, the Group provides for:

- Defined Benefit (“DB”) pensions, where benefits are based on a member’s salary and length of service; and
- Defined Contribution (“DC”) pensions, where benefits are based on what a member’s accumulated fund value will purchase at retirement.

The Group has eight benefit categories which include four former Groups of the Electricity Supply Pension Scheme (Powergen, East Midlands Electricity (EME), Eastern and Midlands) as well as the EME Pension Plan (EMEPP), the Retirement Balance Plan (RB Plan), the Midlands Electricity Pension Scheme (MEPS) and the Eastern Group Pension Scheme (EGPS). Within the MEPS and EGPS categories there are both Defined Benefit and Defined Contribution sections (the Defined Contribution sections consist only of a small number of annuitants receiving pensions directly from insurers under individual annuity contracts written in the name of the Group Trustees). Since 1 December 2008 all categories have been closed to new members.

The Group’s Principal Employer and sole Participating Employer is E.ON UK plc.

The Group Financial Statements on page 38 to 54 have been prepared and audited so as to comply with Regulations made under Sections 41 (1) and (6) of the Pensions Act 1995.

THE GROUP STRUCTURE AND RESPONSIBILITIES

The Group Trustees’ duties and responsibilities are carried out by a trust company, limited by guarantee, called E.ON UK Trustees Limited. The Directors of E.ON UK Trustees Limited have the same functions as individual Group Trustees. The rules for their appointment, election and tenure of office are exactly the same as individual Group Trustees, as are their responsibilities under the provisions of the Scheme and pensions legislation.

There is also a central Scheme Trustee, Electricity Pensions Trustee Limited (“EPTL”), which is a trust corporation and consists of a Council and a smaller Board of Directors.

For simplicity the term ‘Group Trustees’ has been used elsewhere in this Report as shorthand for the more accurate term ‘Directors of E.ON UK Trustees Limited’.

The Group has 10 Trustees of whom 5 are appointed by E.ON UK plc and 5* are nominated by the members, as follows:

Appointed	**Member-Nominated**
Stefan Brenk	Mike Andrews
Capital Cranfield Pension Trustees Limited represented by Martine Trouard-Riolle – Chair	Chris Brown
Sara Leavesley	Ant Donaldson (to 29 January 2021)
Keith Plowman – Deputy Chair	Derek Evans
Graeme Thompson	Adrian Harris

*Following the resignation of Ant Donaldson as a Trustee with effect from 29 January 2021, the remaining Member-Nominated Group Trustees decided to leave the vacancy unfilled until the end of Mr Donaldson's planned tenure (30 November 2022).

The Group Trustees met 8 times during the year.

Trustee committees

In addition to the meetings of the Group Trustees, certain matters were subject to detailed consideration in Trustee Committees. These Committees are as follows:

- The Audit Committee is responsible for oversight of the Group's internal controls, risk management, accounting processes and the preparation of the annual report and financial statements. The Committee met 5 times during the year. The members of the Committee are Graeme Thompson (chair) and Adrian Harris. Gary Burmiston (Senior Vice President, Corporate Audit, E.ON) is also a member of the Committee by invitation of the Group Trustees.

- The Determinations Committee is responsible for determining the recipients of benefits payable under discretionary trust and for considering and responding to complaints under the Internal Dispute Resolution Procedure. The Committee met frequently during the year. The members of the Committee are Adrian Harris (chair), Chris Brown, Derek Evans and Sara Leavesley.

- The Investment Committee gives detailed consideration to certain investment matters and has delegated authority to make investment decisions within risk parameters defined by the Trustee Board. The Committee met 7 times during the year. The members of the Committee are Martine Trouard-Riolle (chair), Mike Andrews, Stefan Brenk and Keith Plowman. Manpreet Rattan (E.ON SE Pension Finance & Asset Strategy team) was also a member of the Committee by invitation of the Group Trustees.

Appointment of Group Trustees

Member-Nominated Group Trustees normally serve for a term of six years. The next nomination and selection process is due to take place between September and November 2022. In addition to changes that take place at a scheduled nomination and selection process, a Member-Nominated Group Trustee ceases to be a Trustee if he/she resigns, ceases to be a contributing member or pensioner of the Group, or is removed from office by a majority of the other Member-Nominated Group Trustees. A casual vacancy for a Member-Nominated Group Trustee can be filled by a person nominated by the remaining Member-Nominated Group Trustees.

The Appointed Group Trustees can be removed by E.ON UK plc. The rules for the appointment, election and tenure of office of Group Trustees are set out in the Articles of Association of E.ON UK Trustees Limited.

STATEMENT OF GROUP TRUSTEES' RESPONSIBILITIES

The Group Trustees' 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 and Republic of Ireland ("FRS 102"), are the responsibility of the Group Trustees. Pension scheme regulations require, and the Group Trustees are responsible for ensuring, that those financial statements:

- show a true and fair view of the financial transactions of the group during the group year and of the amount and disposition at the end of the group year of its assets and liabilities, other than liabilities to pay pensions and benefits after the end of the group 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 these responsibilities, the Group Trustees are responsible for selecting suitable accounting policies, to be applied consistently, making any estimates and judgements on a prudent and reasonable basis, and for ensuring that the financial statements are prepared on a going concern basis unless it is inappropriate to presume that the group will continue as a going concern.

The Group Trustees are also responsible for making available certain other information about the group in the form of an annual report.

The Group Trustees have a general responsibility for ensuring that accounting records are kept and for taking such steps as are reasonably open to it to safeguard the assets of the group and to prevent and detect fraud and other irregularities, including the maintenance of an appropriate system of internal control.

The Group Trustees are also responsible for the maintenance and integrity of the pension scheme website (www.eon-uk.com/pensions). Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

The Group Trustees' responsibilities in respect of contributions

The Group Trustees are responsible under pensions legislation for preparing, and from time to time reviewing and if necessary revising, a schedule of contributions showing the rates of contributions payable to the group by or on behalf of employers and the active members of the group and the dates on or before which such contributions are to be paid.

The Group Trustees are also responsible for keeping records in respect of contributions received in respect of any active member of the group and for adopting risk-based processes to monitor whether contributions that fall due to be paid are paid into the group in accordance with the schedule of contributions.

Where breaches of the schedule occur, the Group Trustees are required by the Pensions Acts 1995 and 2004 to consider making reports to the Pensions Regulator and to members.

Additional Group Trustees’ responsibilities

The structure of the Scheme means that certain matters are dealt with by Group Trustees and certain matters dealt with by the Scheme Trustee. The main responsibilities of the Group Trustees are:

- to ensure benefits payable from the Group are paid as they fall due;
- to determine an investment strategy for Group assets;
- to ensure appropriate management of the Group assets;
- to arrange for regular actuarial valuations of the Group to be carried out in accordance with the funding principles agreed with the Employers;
- to prepare and agree with the Employers a Statement of Funding Principles which includes the actuarial assumptions used to assess the Group’s liabilities;
- to agree a recovery plan with the Employers for making good any shortfall in assets against liabilities identified in periodic actuarial valuations; and
- to make available to members annual funding updates on the financial position of the Group.

The main responsibilities of the Scheme Trustee, EPTL, are:

- to ensure the safe custody and administrative control of assets;
- to produce the Scheme Report & Financial Statements on an annual basis and
- to ensure proper investment management of Group Assets invested in the Unitised Fund.

ADVISERS AND FUND MANAGERS

To assist them in their work the Group Trustees have appointed a team of professional advisers as follows:

Group Actuary David Eteen FIA of Aon Solutions UK Limited	Carries out valuations and other funding updates of the Group as required by the Scheme Rules and Statute, provides all tables and factors for the application of Scheme Rules and options, and advises on all matters relating to pension funding.
Independent Group Auditors PricewaterhouseCoopers LLP	Reports on the audit of the Group Financial Statements.
Scheme Custodian The Bank of New York Mellon	Maintains safe custody of the Scheme's assets.
Investment Advisers Cardano Risk Management B.V.	Advises the Group Trustees on all investment matters including the Statement of Investment Principles and on the long-term strategic benchmark having regard to the nature of the liabilities and the funding position of the Group.
Aon Solutions UK Limited	Advises the Group Trustees on all investment matters relating to the Additional Voluntary Contribution (AVC) arrangements.
Legal Advisers	
DLA Piper UK LLP	Principal legal adviser to the Group Trustees.
Field Fisher Waterhouse LLP	Additional legal adviser to the Group Trustees.
Performance Measurer The Bank of New York Mellon (Defined Benefit section)	Provides the Group Trustees with a measurement service for their investments relative to the strategic benchmark and on the performance of the investment managers.
Aon Solutions UK Limited	Retained by the Group Trustees to monitor the performance of the AVC providers.
Sponsor Covenant Assessor Cardano Advisory Limited (formerly Lincoln Pensions Limited)	Assesses the employer's willingness and ability to fund the Group's liabilities.
Administrator Railpen (formerly RPMI)	Maintains individual records, calculates and pays the benefits on behalf of the Group Trustees.
Investment Adviser Assessor IC Select Limited	Assesses the investment adviser in relation to non-defined contribution assets and provides oversight of the Niche Assets portfolio.

Group Appointed Fund Managers – Defined Benefit Section
Blue Mountain Capital Management LLC (terminated January 2022)
Bridgewater Associates LP
Cambridge Associates LLC
Caxton Associates LP
Dorsal Capital Management, LLC
Egerton Capital Limited
Farallon Capital Management LLC
GoldenTree Asset Management LP
Insight Investment Management (Global) Limited
J P Morgan Asset Management (Europe) SARL
Kadensa Capital Limited (appointed October 2021)
Lyxor International Asset Management SAS (terminated March 2022)
Rialto Partners GP RVCF, LLC
Ruffer (appointed December 2021)
Sands Capital Management, LLC
Snow Lake Capital (HK) Limited (terminated December 2021)
Two Sigma Advisers, LP
Wellington Management Company LLP

Group Appointed Fund Managers – Defined Contribution Section
Aegon (terminated March 2022)

Additional Voluntary Contribution (AVC) Providers
Aviva plc
Utmost Life and Pensions
The Prudential Assurance Company Limited
Royal London
Standard Life Assurance Limited

MEMBERSHIP STATISTICS

Defined Benefit section

	Contributors	Pensioners	Dependants	Deferred Pensioners	Total
As at 1 April 2021	**1,481**	**11,730**	**3,861**	**6,336**	**23,408**
Adjustments to opening balance	3	-	-	(3)	-
As at 1 April 2021 (revised)	**1,484**	**11,730**	**3,861**	**6,333**	**23,408**
Retirements	(85)	301	-	(216)	-
Deaths	(1)	(397)	(256)	(10)	(664)
New dependants	-	-	206	-	206
Cessation of child allowances	-	-	(3)	-	(3)
Leavers with deferred pensions	(158)	-	-	158	-
Leavers with commutation of benefits	-	-	-	(23)	(23)
Transfers to other schemes	-	(1)	-	(50)	(51)
As at 31 March 2022	**1,240**	**11,633**	**3,808**	**6,192**	**22,873**

Defined Contribution section

	Contributors	Annuitants	Dependants	Deferred Pensioners	Total
As at 1 April 2021	**-**	**34**	**1**	**-**	**35**
As at 31 March 2022	**-**	**34**	**1**	**-**	**35**

The Group holds some historic annuity policies in the name of the Group Trustees. Given the levels involved, these annuity policies have been excluded from the financial statements on the grounds of materiality. All deferred pensioners had their benefits transferred to the Aviva Master Trust in January 2021.

PENSION INCREASES

The Rules of the Scheme applicable to the Group provide for the following increases to pensions in payment, children's allowances and deferred pensions:

Category	**Basis**
Powergen, EME, Eastern and Midlands	Pensions in payment, children's allowances and deferred pensions in relation to pensionable service before 1 November 2018 to be increased on an annual basis on 1 April each year in accordance with the rise in the Retail Prices Index (RPI) in the 12 months ended on the preceding 30 September. If the RPI increase is greater than 5% E.ON UK plc has the discretion to limit the pension increase to a lower figure subject to a minimum of 5%. For pensionable service from 1 November 2018, pensions in payment, children's allowances and deferred pensions to be increased on an annual basis on 1 April each year in accordance with the rise in the Consumer Prices Index (CPI) in the 12 months ended on the preceding 30 September subject to a maximum of 3%. If the CPI increase is greater than 3% E.ON UK plc has the discretion to limit the pension increase to a lower figure subject to a minimum of 3%.
EMEPP and MEPS	Pensions in payment and children's allowances in relation to pensionable service before 1 November 2018 to be increased on an annual basis on 1 April each year in accordance with the rise in the RPI in the 12 months ended on the preceding 30 September, subject to a maximum of 5% per annum. Pensions in payment and children's allowances in relation to pensionable service from 1 November 2018 to be increased on an annual basis on 1 April each year in accordance with the rise in the CPI in the 12 months ended on the preceding 30 September, subject to a maximum of 3% per annum. Deferred pensions to be increased over the number of complete years of deferment in line with the statutory provisions of the Pension Schemes Act 1993. With effect from 1 January 2011, the Government amended these statutory provisions such that the CPI replaced the RPI as the measure used for determining minimum increases to deferred pensions.
EGPS	Pensions in payment and children's allowances in relation to pensionable service before 1 November 2018 to be increased on an annual basis on 1 April each year by an amount not less than the lower of the rise in the RPI in the 12 months ended on the preceding 30 September and 5%, or such greater

	amount as E.ON UK plc may determine. Pensions in payment and children's allowances in relation to pensionable service from 1 November 2018 to be increased on an annual basis on 1 April each year by an amount not less than the lower of the rise in the CPI in the 12 months ended on the preceding 30 September and 3%, or such greater amount as E.ON UK plc may determine. Deferred pensions in relation to pensionable service before 1 November 2018 to be increased over the number of complete years of deferment by the increase in the RPI over the period subject to a maximum of 5% per annum. Deferred pensions in relation to pensionable service from 1 November 2018 to be increased over the number of complete years of deferment by the increase in the CPI over the period subject to a maximum of 3% per annum.
Retirement Balance Plan	Retirement Balances are increased in the period before payment on an annual basis on each 1 April in accordance with the rise in the CPI in the 12 months ended on the preceding 30 September. E.ON UK plc has discretion to vary this increase.

The pensions increase applied from 1 April 2022 in relation to pensionable service before 1 November 2018 was 4.9% in line with the RPI increase for the 12 months to September 2021 and was therefore non-discretionary. The pensions increase applied from 1 April 2022 in relation to pensionable service from 1 November 2018 was 3.1% in line with the CPI increase for the 12 months to September 2021 and was therefore non-discretionary. A proportionate increase was applied to pensions which came into payment between 2 April 2021 and 1 March 2022 for all categories.

Pension increases over the previous five years were:

1 April 2021	1.1% (0.5% in relation to pensionable service from 1 November 2018)
1 April 2020	2.4% (1.7% in relation to pensionable service from 1 November 2018)
1 April 2019	3.3% (2.4% in relation to pensionable service from 1 November 2018)
1 April 2018	3.9%
1 April 2017	2.0%

TRANSFERS FROM THE GROUP

Deferred pensioners can transfer the cash equivalent of their deferred benefits to another registered pension scheme. Cash equivalents are calculated and verified in accordance with Pension Schemes Act 1993. The policy of the Group Trustees is to make allowance for certain discretionary benefits. For all categories, excluding the RB Plan category, there is discretion to pay a pension to a dependant when the member dies without a surviving spouse or civil partner. On the death of a member in the RB Plan category there is discretion to pay a dependant's pension regardless of the marital status of the member.

INVESTMENT REPORT FOR THE YEAR ENDED 31 MARCH 2022

Statement of Investment Principles

The Group Trustees have adopted a Statement of Investment Principles (SIP) in accordance with Section 35 of the Pensions Act 1995. In preparing the SIP the Group Trustees took professional advice from Cardano Risk Management B.V. and consulted with the Principal Employer, E.ON UK plc.

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

a) ensuring compliance with the current investment requirements;
b) the types of investment, and the balance between different types of investment;
c) risk;
d) expected return of investments;
e) realisation of investments;
f) voting rights; and
g) social, environmental and ethical investment considerations.

The latest SIP was adopted by the Group Trustees on 30 September 2020. A copy can be obtained by writing to the Group administrators, Railpen, whose address and telephone number are shown on page 17.

The asset allocation chosen to meet the Group Trustees' investment objective will normally fall within the ranges set out in the table below. The actual allocation at any point in time is based on advice from the Group Trustees' Investment Advisers and will take into account prevailing economic conditions and the wider investment environment in order to meet the target return over time while remaining within the risk level described in the SIP. The Group Trustees monitor the actual allocation versus the ranges set out below. The Group Trustees will consider advice and take appropriate action should the allocation fall outside of these ranges. This is likely to result in a plan to ensure that the allocation returns within range over a defined period of time and / or according to defined market triggers.

	Minimum (%)	**Maximum (%)**
Hedge Ratio		
Interest rate hedge ratio (as % of the liabilities)	55	100
Inflation hedge ratio (as % of the liabilities)	55	100
Fund Structures for Return Seeking Assets		
Non-traditional	0	40
Hedge Funds	0	40
Illiquids	0	30
Asset Classes		
Return Seeking Assets		
Credit	0	30
Equities	0	25
Property	0	15
Multi-Strategy and Macro Oriented	0	40
Niche Assets	0	10
Cash	0	10
Liability-Driven Investment Assets	45	100

The table above sets out the ranges within which the Group Trustees will operate during the normal course of implementing the investment strategy. Further information on the hedge ratio definition, fund structures for return seeking assets and the types of investments that would fall within the ranges stated above can be found in the SIP.

The Group Trustees adopted a separate SIP related to the Defined Contribution section. This SIP is no longer maintained following the transfer of all assets under this section to the Aviva Master Trust in January 2021.

Defined Benefit section

For all investment matters including establishing strategy, fund selection and independent assessment and performance monitoring (other than in relation to the Niche Assets portfolio), the Group Trustees are advised by Cardano Risk Management B.V.. Fund selection in relation to the Niche Assets portfolio is carried out by Cambridge Associates LLC.

The performance of the fund for the year ended 31 March 2022 was -1.0%. The annualised return on the fund in the past three Group years was 2.8%.

As at 31 March 2022 the investments comprised:

Class/Fund Asset Manager	Date of Inception	As at 31 March 2022 £million	Year ended 31 March 2022[1] Fund return[1]	Return Relative to Benchmark[2]
Liability-Driven Investment Assets				
Insight	January 2006	2,219.3	-1.8%	0.3%
Credit (Bonds)				
GoldenTree	April 2018	261.0	2.3%	2.1%
Rialto	October 2020	114.5	18.7%	18.5%
Wellington	September 2020	90.5	-8.5%	-3.0%
Equity				
Dorsal	January 2021	108.4	3.4%	3.3%
Egerton	August 2013	421.3	-1.8%	-13.4%
Kadensa	October 2021	108.8	-5.4%	-5.5%
Sands	November 2020	91.2	-19.8%	-12.7%
Multi-Strategy & Macro-Oriented				
Bridgewater	June 2013	135.8	15.6%	15.5%
Caxton	November 2011	184.0	9.5%	-0.7%
Farallon	September 2018	270.8	0.4%	0.3%
Ruffer	December 2021	177.9	7.5%	7.4%
Diversified Growth				
Two Sigma	June 2017	162.7	25.4%	25.3%
Niche Assets/Private Equity				
Cambridge Associates	September 2015	232.1	21.3%	21.2%
Other Hedging Assets				
US Dollar Hedge	November 2012	-13.7	n/a	n/a
Other				
Other[3]	n/a	108.4	n/a	n/a
Total		**4,673.0**	**-1.0%**	**1.1%**

[1] Returns are quoted for the full year or since date of first investment if less than one year and are net of fees.
[2] Returns are assessed against benchmarks specific to each fund.
[3] Liquidity Fund, Additional Voluntary Contributions assets, cash balances, and accruals.

The Group Trustees specify the investment objectives for each of these portfolios, including performance targets for each manager where applicable. Investment reports are received in accordance with the instructions of the Group Trustees, and representatives of each fund manager attend meetings of the Group Trustees as required to discuss the results of their management of the portfolio(s) concerned against targets.

Fund manager appointments and terminations during the year are shown on page 8.

All investment assets (other than those held in the Niche Assets/Private Equity portfolio) are readily marketable.

Fund manager fees across all of the portfolios are calculated as a percentage of the net asset value of the investment or, in limited circumstances, the exposure value of the investment. In some cases a cap or a floor is applied to the total fee a fund manager can charge each year. There are also instances where a fund manager may charge a performance related fee for generating exceptional returns.

Employer-related investments

The Investment Regulations limit employer-related investments by occupational pension schemes. These investments include shares, loan stocks, debentures and other securities issued by the employers participating in the scheme and their associated companies, together with loans made to the employers, and any properties or land owned by the scheme and occupied by the employers.

The Regulations apply separately to each Group within the Scheme, by reference to the investments of the Group Trustees in the Employers participating in the Group and their associated companies, and provide that such employer-related investments must not exceed 5% of the market value of the Group's assets.

As at 31 March 2022 the Group had none of its assets (*2021: £nil*) invested directly in E.ON UK plc or its associated companies. There were also no assets (*2021: £nil*) invested indirectly in E.ON UK plc through pooled investment vehicles. This was in accordance with the policy of the Group Trustees.

Additional Voluntary Contribution (AVC) investments

The Group Trustees hold these assets invested separately from the main fund in the form of individual insurance policies. Each member receives an annual statement confirming the amount held in their account and the movements in the year. Details of the AVC providers can be found on page 8.

CUSTODY

The assets of the Group are subject to the overall custody and control of the Scheme and are held by Scheme-wide custodians appointed by Electricity Pensions Trustee Limited to safeguard the assets.

The Bank of New York Mellon is the custodian in relation to securities. Where certificates are available in relation to such securities, they are held by The Bank of New York Mellon and identified as investments of the Scheme. Where certificates are not available, but records are held in computer-based systems, the relevant accounts record the Scheme's ownership.

For Group-specific Funds, money at call and short notice is placed in accordance with the provisions of Investment Management Agreements negotiated between Group Trustees and Group-specific fund managers. Additionally, limits are in place to minimise exposure to any one bank. In each case the Scheme is identified as the lender.

All cash is held in bank accounts in the name of the Scheme, or in a fund manager's institutional cash fund, commonly called a cash pool. This type of investment allows cash to be invested across a broad range of institutions thereby reducing risk and exposure.

IMPLEMENTATION STATEMENT

New regulations, which came into force with effect from 1 October 2020, changed the way in which trustees of pension schemes must document in their SIP how they govern the management of their arrangements with their investment managers, in particular concerning stewardship matters and cost transparency. The Group Trustees reviewed and updated their SIP in advance of October 2020 to ensure that it is compliant with these new regulations.

In accordance with the Disclosure Regulations Schedule 3, 30(d)(iv) Investment Regulations 2(3)(d), from 1 October 2020 the Group Trustees have set out in their SIP their policies in relation to the following matters:

- how the arrangement with the asset manager incentivises the asset manager to align its investment strategy and decisions with the Group Trustees' policies mentioned in sub paragraph b of the Investment Regulations;
- how that arrangement incentivises the asset manager to make decisions based on assessments about medium-to long-term financial and non-financial performance of an issuer of debt or equity and to engage with issuers of debt or equity in order to improve their performance in the medium to long term;

- how the method (and time horizon) of the evaluation of the asset manager's performance and the remuneration for asset management services are in line with the Group Trustees' policies mentioned in sub paragraph b of the Investment Regulations;
- how the Group Trustees monitor portfolio turnover costs incurred by the asset manager, and how they define and monitor targeted portfolio turnover or turnover range; and
- the duration of the arrangement with the asset manager.

The Group Trustees' Implementation Statement, which sets out further voting and engagement information undertaken by the Group's investment managers for the year ended 31 March 2022, is set out on pages 20 to 32, and forms part of the Group Trustees' Report.

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" (FRS 102), 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, which represent the present value of benefits to which members are entitled based on pensionable service to the valuation date. This is to be assessed at least every 3 years using assumptions agreed between the Group Trustees and the employer and set out in the Statement of Funding Principles, a copy of which is available to Group members on request by writing to the Group administrators, Railpen, whose address and telephone number are shown on page 17.

The current statutory funding regime came into force at the end of 2005 and for this purpose each Group of the Electricity Supply Pension Scheme is treated as a pension scheme in its own right. The Group's latest actuarial valuation under this regime was carried out by the Group Actuary, David Eteen of Aon Solutions UK Limited, as at 31 March 2021.

As part of the valuation as at 31 March 2021 the Group Trustees have prepared and agreed with the Principal Employer their current Statement of Funding Principles. This statement includes details of the actuarial assumptions used to assess the Group's liabilities. The Pensions Regulator has issued a Code of Practice for the current funding regime and reviews valuations against this Code.

A summary of the results of the valuation as at 31 March 2021 are set out below:

Value of technical provisions:	£4,856.8m
Value of assets available to meet technical provisions:	£4,878.4m
Funding surplus:	£21.6m
Funding level:	100.4%

The value of technical provisions is based on pensionable service to the valuation date and assumptions about various factors that will influence the Group in the future such as levels of investment returns and pay increases, when members will retire and how long members will live. The method and main assumptions underlying the valuation calculations were:

Method	Projected unit
Discount rate	The annualised gross redemption yield on the fixed interest gilt yield curve at the valuation date plus 0.82% p.a.
Rate of salary increase (excluding allowance for promotional increases)	If salary is below £70,000 p.a., 3% LPI gilt yield curve (based on CPI) (assumed until the £70,000 cap is reached) If salary is above £70,000 p.a., nil increases

Retail Price inflation	RPI yield curve derived from the gilt market at the valuation date
Consumer Price inflation	RPI yield curve derived from the gilt market at the valuation date less 0.9% p.a. until 2030 and less 0.1% p.a. thereafter
Increases to pensions in payment	Gilt best estimate pension increases: The 5% LPI gilt yield curve (based on RPI) for pension in excess of GMPs, accrued before 1 November 2018. The 3% LPI gilt yield curve (based on CPI) for pension in excess of GMPs, accrued after 31 October 2018. The 3% LPI gilt yield curve (based on CPI) for post-88 GMPs.
Post-retirement mortality	Base table - S3PA tables with combined best-estimate scaling factors derived from an experience analysis combined with postcode analysis. Future improvements - CMI 2020 projections with Sκ=7, A=0.50% and long-term improvement rate of 1.50% p.a. for men and women.

Guaranteed Minimum Pension ("GMP") Equalisation

The Group has undertaken a process of assessing the overall impact of the October 2018 ruling regarding GMP Equalisation and based on an initial assessment by the actuary, an estimate of £8 million has been determined for the full liability. The Group Trustees 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 further judgment on the GMP equalisation case in relation to the Lloyds Banking group pension schemes. This follows from the original judgement in October 2018. This latest judgment confirms that defined benefit schemes which provide GMPs need to revisit and where necessary top up historic Cash Equivalent Transfer Values that were calculated based on unequalised benefits. The issues determined by the judgment arise in relation to many other defined benefit pension schemes. The Group has historical transfers which may be subject to adjustment as a result of this second ruling. The Group Trustees are currently considering this and decisions will be made in the near future as to the next steps. Any adjustments necessary will be recognised in the Financial Statements in future years. An initial estimate of the value of such adjustments has been calculated and based on this the Group Trustees do not expect a material contingent liability to arise.

COVID-19 PANDEMIC

The Group Trustees have continued to monitor the consequences of the COVID-19 pandemic for the Group and have considered the following areas in particular:

- The administration of benefits and payment of pensions by the Group's Administrator, Railpen, including their business continuity planning, operational resilience, cyber/IT security measures and the maintenance of their control environment;
- The financial position of the sponsoring employer and the payment of contributions due;

- The effect on the Group Trustees' investment strategy, the value of the Group's assets and the ability to provide sufficient cashflow to support pension and other benefit payments.

The Group Trustees are satisfied having assessed these areas on a regular basis throughout the Covid-19 pandemic that the risks posed to the operation and management of the Group and its investments have been sufficiently understood and mitigated where appropriate.

UKRAINE CONFLICT

The Group Trustees have monitored the consequences of the Ukraine conflict for the Group and have considered in particular the payment of pensions, the effect on the employer covenant and the effect on the Group Trustees' investment strategy.

The Group has no pensioners who are based in Russia or Ukraine and therefore no special measures regarding the payment of pensions have been necessary. The Group Trustees are satisfied having assessed the effect on the employer covenant and the investment strategy that the risks posed to the management of the Group and its investments have been sufficiently understood and no mitigating actions are currently required.

TASK FORCE ON CLIMATE-RELATED FINANCIAL DISCLOSURES ("TCFD")

The Electricity Supply Pension Scheme as a whole is in scope of the climate change governance and reporting requirements from 1 October 2021. It has a scheme year end date of 31 March, so the deadline for the Scheme as a whole publishing a TCFD report is 31 October 2022. However, the Group does not meet the size threshold that requires TCFD reporting and as such has been advised that no regulatory disclosures are required for this period.

For more information on the Scheme's TCFD report — the Scheme Trustee's identification, assessment and management of climate change risk (to be published no later than 31 October 2022) - please visit https://www.espspensions.co.uk/#useful-documentation.

ADDRESS FOR ENQUIRIES

Enquiries about the administration of benefits, payment of pensions and requests for copies of the Statement of Investment Principles, the actuarial valuation report, the Statement of Funding Principles and the Schedule of Contributions should be addressed to the administrators as follows:

Railpen
2 Rye Hill Office Park
Birmingham Road
Coventry
CV5 9AB

Telephone: 02476 472541
Email: enquiries@railpen.com

Approved by and signed on behalf of the Group Trustees on 3 August 2022.

Martine Trouard-Riolle
On behalf of Capital Cranfield Pension Trustees Limited – Chair of the Group Trustees

Graeme Thompson
Director

ACTUARIAL CERTIFICATION OF SCHEDULE OF CONTRIBUTIONS

Name of scheme: E.ON UK Group of the Electricity Supply Pension Scheme ("the Group")

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 March 2021 to be met for the period for which the schedule is to be in force.

Adherence to statement of funding principles

2. I hereby certify that, in my opinion, this schedule of contributions is consistent with the Statement of Funding Principles dated 21 June 2022.

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 Group's liabilities by the purchase of annuities, if the Group were to be wound up.

Signature		Date	21 June 2022
Name:	David Eteen	Qualification:	Fellow of the Institute and Faculty of Actuaries
Address:	Verulam Point Station Way St Albans Hertfordshire AL1 5HE	Name of employer:	Aon Solutions UK Ltd

GROUP TRUSTEES' STATEMENT ON DC GOVERNANCE – SCHEME YEAR ENDED 31 MARCH 2022

The Occupational Pension Schemes (Scheme Administration) Regulations 1996 ("the Administration Regulations") were amended by the Occupational Pension Schemes (Charges and Governance) Regulations 2015 to include the requirement for the Trustee to prepare an annual statement regarding governance of Defined Contribution (DC) funds within the Group, which must be included in the annual report.

This statement is in respect of the DC Category of the Group (the MEPS and EGPS Categories). The DC funds were transferred out of the Group in January 2021 and therefore the last full DC Governance Statement the Group Trustee produced was for the year ended 31 March 2021.

Following this transfer, the membership of the DC Category of the Group consists only of a small number of annuitants receiving pensions directly from insurers under individual annuity contracts written in the name of the Group Trustees. Therefore, the requirement to have (and to review) a default investment strategy, governance and charges disclosures in relation to the default investment strategy, charges and transaction costs paid by members and processing of core financial transactions are no longer relevant to the Group. In addition, the Group Trustees no longer undertake training specifically related to DC matters and a Statement of Investment Principles in relation to the DC Category is no longer being maintained.

Signed on behalf of the Group Trustees on 3 August 2022

Martine Trouard-Riolle
On behalf of Capital Cranfield Pension Trustees Limited – Chair of the Group Trustees

E.ON UK GROUP OF THE ESPS
IMPLEMENTATION STATEMENT FOR THE YEAR ENDED 31 MARCH 2022

Introduction

This implementation statement ("Statement") is produced alongside the Trustee Report and Accounts and is required by pensions regulations[1]. The Trustee of the E.ON UK Group of the ESPS (the 'Scheme') has prepared this statement to provide stakeholders with a transparent and accurate review of how we have acted in line with the stewardship and engagement policies set out in the Statement of Investment Principles during the accounting year.

This statement is intended to improve accountability, highlighting the proactive steps taken by us and our service providers to ensure members' assets are invested responsibly and for the long-term.

This statement includes details of:

- How we have complied with our stewardship and voting policies as set out in our Statement of Investment Principles ("SIP");
- Any changes we made to our stewardship and voting policies during the year; and
- Specifically, how our investment managers voted and engaged on our behalf

This statement has been prepared by the Trustees to cover the period 31 March 2021 to 31 March 2022.

The Statement is publicly available at https://myeonpension.com

To the best of our knowledge, the Trustees have followed all of the policies as outlined in the relevant SIP during the reporting period.

Executive summary

We monitor the voting and engagement activity of all of our investment managers, and, through the support of our Investment Committee and Investment Advisor, challenge their decisions. Some of our managers don't own very many equities or corporate bonds and therefore stewardship is less likely to be relevant or significant.

We focus our efforts on those managers where voting and engagement is material. Some of the investment managers use investment approaches where stewardship is less likely to be relevant or significant. The Trustee is comfortable that the Investment Advisor has an appropriate approach to assess the stewardship and voting policies for all investment managers, and we receive a summary of the Investment Advisor's overall assessments once a quarter.

[1] The Occupational Pension Scheme (Investment and Disclosure) (Agreement) 2019

1. Our Stewardship Policy

1.1 What is Stewardship?

"Stewardship" is the responsible allocation, management and oversight of capital to create long-term value for members, which should also lead to sustainable benefits for the economy, the environment and society. In practice, stewardship is affected through exercising the right to vote on any shares which are owned by the Scheme and engaging with the management of any companies or properties where an investment has been made.

1.2 What is our Responsible Investment and Stewardship policy?

We have a long-term time horizon in relation to the Scheme's investment strategy and therefore acknowledge the importance of being a responsible investor. We consider Responsible Investment to be the integration of non-financial matters such as environmental, social and governance considerations into investment decisions in respect of the Group's investment portfolio where financial risk and / or return is, or could be, materially affected ("Responsible Investment").

The Scheme's assets are typically held in pooled arrangements, managed by investment managers who are in a position to exert significant influence on the companies in which they invest on the Scheme's behalf. We expect our appointed investment managers to integrate social, environmental and governance considerations (including but not limited to climate change) and opportunities within their investment process as applied to the assets of the Scheme.

We regularly review the continuing suitability of the appointed managers and take advice from the Investment Adviser with regard to any changes. This advice includes consideration of broader stewardship matters and the exercise of voting rights by the appointed managers

1.3 How have we implemented our Responsible Investment and Stewardship Policy?

Fund structuring

We hold investments primarily on an indirect basis through pooled funds.

The reason for this indirect approach is that:

- It provides a broader range of investment opportunities, which helps to improve the diversification of investments, which in turn helps to manage risk;
- Fixed costs are shared amongst other investors, thereby reducing our overall costs; and
- It simplifies the implementation process as existing funds can be used with standard terms and agreements, reducing the overall governance burden both on the Trustee and the Sponsor

Where investments are made in pooled funds, we follow the voting and engagement policies of the asset managers of the pooled funds. However, we remain responsible for setting their voting and engagement policies and ensuring that the appointed asset managers act consistently with it.

External engagements

We acknowledge that the Scheme has limited direct influence in the implementation of its Stewardship Investment policy and in practice has delegated voting and engagement to the chosen underlying asset managers. However, we remain responsible for setting our voting and engagement policies and ensuring that the asset managers we appoint act consistently with it.

This is done through our Investment Advisor, who is responsible for engaging with investment managers regarding their voting records and level of engagement with the underlying investments, where this is expected to have meaningful impact. This does not include the Niche Asset Portfolio, a fund of funds investment vehicle managed by Cambridge Associates that invests in both liquid and illiquid investments, where we monitor their approach directly.

In addition, our Investment Advisor has been a signatory to the UN Principles for Responsible Investment since 2011 and they are a signatory to the UK 2021 UK Stewardship Code. They are also a member of a range of sustainable investment organisations, these are noted below.

Engagement beliefs

The development of engagement beliefs is an important Trustee responsibility, however the Trustee also recognises that they have limited direct influence on investment decisions of the relevant persons that could, per se, affect global sustainability and economic security. The Trustee also recognise that their asset managers are in a position to exert significant influence on the companies in which they invest. In this regard, the Trustee expects their appointed asset managers to be responsible investors.

The Trustee monitors the voting and engagement activity of all the asset managers, and, alongside their Investment Adviser, challenge their activity. The Trustee is comfortable that the Investment Adviser's core beliefs are consistent with our own.

The beliefs driving the Investment Adviser's approach to engagement are as follows.

Quality over quantity

- The Investment Adviser is interested in a few meaningful quality engagements, with strong reporting (rather than, being interested in the quantity of votes). They want managers to prioritise the highest sustainability impacts in their portfolios

Long-term

- The Investment Adviser encourages underlying managers to form long-term relationships with companies. Successful stewardship can take many months, maybe even years

Real world impact

- The Investment Adviser is interested in engagement on topics that contribute to positive real-world sustainability impact (such as, reduction in absolute carbon emissions)

Transparency

- Some engagement, perhaps even most engagement, will be unsuccessful. The Investment Adviser is realistic, and they prefer transparency from managers

Collaboration

- Engagement is more efficient when managers collaborate – not just for the managers, but for the companies too (who will field fewer, but higher conviction, engagements from their investors). The Investment Adviser encourages underlying managers to participate in collaborative initiatives, such as Climate Action 100+

Innovation

- The Investment Adviser welcomes innovation, for example, third-party tools to assess a company's conviction on sustainability topics

Integrated

- The Investment Adviser is interested in how (if at all) stewardship contributes to the investment thesis and whether managers link their stewardship to other engagement activity (for example, policy engagement)

The Scheme also invests in a Niche Asset Portfolio. Most of the strategies in this portfolio are Private Market investments and own controlling stakes in the underlying businesses, meaning that stewardship and engagement is evidenced in a much broader way than in the public sphere. A critical means of value creation for many private strategies is (for example) ensuring that each business has the best governance possible – dictating and controlling the policies and make up of senior leadership (as opposed to indirect influence through voting). Engagement is, therefore, highly relevant in some cases and we include some examples in the relevant section of this report.

More information on the Niche Asset Portfolio is provided in Section 4.

Manager selection and monitoring

When selecting asset managers, the Trustee and their Investment Adviser scrutinise the stewardship, voting and engagement policies. Activities of asset managers are assessed before the initial investment to ensure they align with the Stewardship Policy. The Investment Adviser monitors our asset managers on an ongoing basis; ensuring their activities align with our Stewardship Policy and engaging with the manager's to help them improve their stewardship approach.

Assisted by the Investment Adviser, the Trustee plans to engage with the asset managers on a regular basis to ensure that the managers are meeting their targets, as well as making further advancements.

Compliance with our Responsible Investment and Stewardship Policy

To the best of our knowledge we have complied with our Stewardship Policy.

2. Voting Activity

The Shareholder Rights Directive (SRD II) and the UK Stewardship Code 2020 both emphasise the importance of institutional investors and asset managers engaging with the companies in which they invest. They stress the importance of exercising shareholder voting rights effectively. Voting only applies to equities held by the Scheme and given the use of pooled funds, there is limited scope for the Trustee to directly influence voting. Voting is carried out by the investment managers on behalf of the Trustee.

2.1 How did our managers vote?

The tables below provide a summary of the voting activity undertaken by our relevant managers during the year. The managers shown here make up c.40% of the Scheme's Investment Portfolio (i.e. excluding LDI and excluding the Niche Assets Portfolio) as at 31 March 2022.

Note: the managers included denote those where voting and engagement are seen as material aspects of their investment process, rather than necessarily those investments we have the largest exposure to. In addition, not all managers in this category will always have voting opportunities in any given year. Although all investment managers that the Scheme invests with, directly or indirectly, are subject to the Scheme's engagement policy and monitored accordingly, some managers are not subject to engagement / stewardship disclosure obligations.

Dorsal

	Manager response
Number of meetings the manager was eligible to vote at over the year	22
Number of resolutions the manager was eligible to vote on over the year	277
% of eligible resolutions the manager voted on	100%
% of votes with management	100%
% of votes against management	0%
% of resolutions the manager abstained from	0%

Egerton

	Manager response
Number of meetings the manager was eligible to vote at over the year	39
Number of resolutions the manager was eligible to vote on over the year	513
% of eligible resolutions the manager voted on	94%
% of votes with management	97%
% of votes against management	0%
% of resolutions the manager abstained from	3%

Sands

	Manager response
Number of meetings the manager was eligible to vote at over the year	65
Number of resolutions the manager was eligible to vote on over the year	524
% of eligible resolutions the manager voted on	96%
% of votes with management	90%
% of votes against management	5%
% of resolutions the manager abstained from	5%

Ruffer

	Manager response
Number of meetings the manager was eligible to vote at over the year	88
Number of resolutions the manager was eligible to vote on over the year	1,242
% of eligible resolutions the manager voted on	100%
% of votes with management	92%
% of votes against management	7%
% of resolutions the manager abstained from	1%

2.2 Use of proxy voting services

Proxy voting services are specialist firms that provide an outsourced voting service. Some investment managers choose to use these services (rather than vote themselves). The reasons for using a proxy voting services could include:

- The investment manager lacks the resource to research each vote and submit votes
- The investment manager wants to follow a recognised code of practice and the proxy voting service is an easy way to implement this

Using a proxy voting service does not necessarily mean that voting is done poorly. In fact, many professional proxy voting services are able to devote significant resource to researching AGM motions and are able to follow best practice guides like the Financial Reporting Council's (FRC) Stewardship Code.

The table below outlines the use of proxy voting services by the Scheme's investment managers where voting is deemed to be of material importance.

Manager	Use of proxy voting service
Dorsal	Dorsal do not employ the services of a proxy service, however, they monitor the recommendations of the major proxy consultants.
Egerton	Third-party tools like Proxy Edge and Proxy Vote are used to cast votes, but Egerton does not utilise the services of any other third party (e.g. for advice or monitoring) and therefore remains able to properly exercise its stewardship responsibilities.
Sands	Sands votes proxies, but considers the recommendations of proxy advisors such as ISS and Glass Lewis in their voting decisions.
Ruffer	Ruffer's proxy voting advisor is ISS.

2.3 Examples of significant votes

When collating voting statistics for our managers, we also asked our managers to provide examples of significant votes cast. The tables below outline a sample of responses received.

Egerton

Company Name	Date of Vote	Summary of the resolution	How the manager voted	Rationale / Outcome
Canadian Pacific	Q2 2021	Voted with a shareholder proposal for the company's board of directors to produce a greenhouse gas emission levels reduction plan, and to report annually on the progress made towards such plan	For (with management)	Rational for the voting decision: ESG related Outcome: the resolution passed

Ruffer

Company Name	Date of Vote	Summary of the resolution	How the manager voted	Rationale / Outcome
Aena	Q2 2021	Advisory vote on the company's climate action plan	For (with management)	The resolution passed with 95.7% votes in favour. We supported the company's climate action plan as we believe that climate change related risks may be significant for the long-term

3. Engagement Activity

Public market investments

Engagement is considered to be purposeful dialogue with a specific and targeted objective to achieve positive change in the interests of beneficiaries, thereby a key action required for delivering good stewardship. The Trustee favours active engagement, as opposed to disinvestment or exclusions practices. Through engagement, asset managers can build relationships with the companies in which they invest, helping to steward companies on a range of topics, including sustainability.

The tables below provide examples of engagement activity of the Scheme's investment managers where engagement should be a material activity in the management of the assets.

Gresham

Key points	Engagement activity
Engagement Theme: Governance **Industry:** Retail **Outcome:** Strong covenant structure has meant the company's finances have stabilised after a particularly challenging period, improving the overall governance framework of the company	The Manager's engagement began initially in 2019. Given the Manager's familiarity with the business, they had the opportunity to participate in a loan that was refinancing prior debt. The 2019 loan had tight covenants, including current and restricted payments baskets and maintenance covenants. That loan was refinanced in 2021 with a new term loan in which the Manager participated. The 2021 term loan was also heavily negotiated to ensure that it had strong covenants. The Manager engaged with other lenders and the sponsor to secure these protections. Overall, the Manager's engagement in securing tight covenants since 2019 have had positive outcomes. Although EBTIDA in 2020 was negatively impacted by COVID-19 related weakness, the company maintained strong free cash flow and given the tight covenants on the 2019 loan. The Company earnings stabilized in 2021 and the company was able to refinance the loan into the new 2021 term loan. The company continues to deliver strong operating performance and is estimated to roughly double the level of free cash flow in 2019.

Sands

Key points	Engagement activity
Engagement Theme: Management accountability; board structure or composition; diversity and inclusion **Industry:** Online retailer **Outcome:** By showing support for a well structured and balanced board of directors, the overall governance of the Company is maintained. Improved diversity within the board.	In June 2021, ahead of the annual general meeting, the Manager conducted a call with the company's chief financial officer to discuss proxy proposals related to board selection and management compensation. The Manager felt that the Company has a well-functioning board overall, in which all board members interact with management frequently and conduct one-on-one meetings with the Company's chief executive officer, who is also the founder. The board is currently majority independent and staggered. Because two director seats are up for election this year and one director is retiring, the Manager wanted to better understand the role of the board in guiding the business and the selection process for replacing retiring directors. The Company looks for new directors whose skills complement those of the existing board members and structures its search efforts accordingly. The Manager also took a deeper dive into the Company's approach to improving gender diversity. They have a diversity and inclusion plan that includes a policy that requires two out of every three final candidates to be female. It followed this policy in the latest hiring process for the open board seat and is similarly focused on improving gender diversity at the board level. Overall, they believe management has been prudent in board selection and voted with management on all issues.

Egerton

Key points	Engagement activity
Engagement Theme: Governance **Industry:** Car manufacturing **Outcome:** Improved treatment for a variety of stakeholders, particularly minority shareholders Greater stakeholder representation with improved voting rights	The Manager believes its engagement with the Company on governance issues has the ability to improve shareholder returns, as well as treatment of a variety of stakeholders, particularly minority shareholders, which in turn will bring about greater stakeholder representation and enable further positive change going forward. The Manager has frequent one-on-one discussions with the Chairman about governance where they convey a strong preference that minority shareholders should be better represented and receive a vote. The Manager recently proposed that the Company equalise or harmonise its dual share class structure of non-voting preference shares and voting ordinary shares into one share class of voting shares to afford shareholders such as Egerton better representation. In addition to harmonising the share class structure, the Manager has also proposed improving the supervisory board by including more independent directors.

4. Niche Assets Portfolio

The Niche Asset Portfolio is a fund of funds investment vehicle, managed by Cambridge Associates. The manager invests in both liquid and illiquid investments:

- Some liquid managers may invest directly in listed securities
- Illiquid managers invest in private companies, while a number do not invest in companies

We have provided the relevant information for the funds that invest in listed equities.

4.1 How did our managers vote?

ARCM III

	Manager response
Number of meetings the manager was eligible to vote at over the year	7
Number of resolutions the manager was eligible to vote on over the year	119
% of eligible resolutions the manager voted on	96%
% of votes with management	88%
% of votes against management	0%
% of resolutions the manager abstained from	12%

ARCM VI

	Manager response
Number of meetings the manager was eligible to vote at over the year	61
Number of resolutions the manager was eligible to vote on over the year	725
% of eligible resolutions the manager voted on	98%
% of votes with management	88%
% of votes against management	0%
% of resolutions the manager abstained from	12%

Sylebra

	Manager response
Number of meetings the manager was eligible to vote at over the year	25
Number of resolutions the manager was eligible to vote on over the year	169
% of eligible resolutions the manager voted on	100%
% of votes with management	99%
% of votes against management	1%
% of resolutions the manager abstained from	0%

4.2 Use of proxy voting services

A summary of the use of proxy voting by the managers is as follows:

Manager	Use of proxy voting service
ARCM	Broadridge
Two Sigma	ISS

4.3 Private market (illiquid) investments – engagement example

EQT Infrastructure

<table>
<tr><th>Key points</th><th>Engagement activity</th></tr>
<tr><td>Engagement Theme:
Environmental

Industry:
Energy

Outcome:
Improved sustainable waste processing</td><td>Covanta is an EQT Infrastructure V portfolio company. Covanta is the leader in the waste-to-energy (WtE) space and has 41 WtE facilities strategically located in key metropolitan areas across the US, Canada and Europe. Covanta converts approximately 21 million tons of waste into sustainable, reliable electricity and produces ~10Terrawatt hours of baseload electricity and ~600k tons of recycled metals per year.

Waste-to-Energy is a vital part of the waste disposal value chain, offering a far more sustainable alternative to landfilling waste for communities and businesses, with a significantly smaller real estate footprint per ton disposed compared to traditional landfills. The transaction presented clear opportunities for application of EQT Infrastructure's sustainability expertise, alongside underlying sustainability drivers such as the continued conversion from artificial ingredients towards natural ingredients and clear links to relevant SDGs, including SDG 5 (Gender Equality), 13 (Climate Action) and 7 (Affordable and Clean energy).

Covanta successfully completed the debt syndication process for the acquisition with a first ever sustainability-linked Leveraged Buyout financing in the US with 2 KPIs focused around:

1. KPI 1 –Sustainable Waste Processing: Core focus and fundamental to business goals. Aligned with economy-wide GHG reductions
2. KPI 2 –Materials Recycled / Reused: Includes metals recovery, ash reuse and primary recycling at CES.</td></tr>
</table>

Independent auditors' statement about contributions to the Group Trustee of E.ON UK Group of the Electricity Supply Pension Scheme

Statement about contributions

Opinion

In our opinion, the contributions required by the schedule of contributions for the group year ended 31 March 2022 as reported in E.ON UK Group of the Electricity Supply Pension Scheme's summary of contributions have, in all material respects, been paid in accordance with the schedule of contributions certified by the group actuary on 27 June 2019.

We have examined E.ON UK Group of the Electricity Supply Pension Scheme's summary of contributions for the group year ended 31 March 2022 which is set out on the following page.

Basis for opinion

Our examination involves obtaining evidence sufficient to give reasonable assurance that contributions reported in the summary of contributions have, in all material respects, been paid in accordance with the relevant requirements. This includes an examination, on a test basis, of evidence relevant to the amounts of contributions payable to the group under the schedule of contributions, and the timing of those payments.

Responsibilities for the statement about contributions

Responsibilities of the Group Trustee in respect of contributions

As explained more fully in the statement of Group Trustee's responsibilities, the group's Group 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 group by employers in accordance with relevant requirements.

Auditors' responsibilities in respect of the statement about contributions

It is our responsibility to provide a statement about contributions and to report our opinion to you.

Use of this report

This report, including the opinion, has been prepared for and only for the Group Trustee as a body in accordance with section 41 of the Pensions Act 1995 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

Leeds

SUMMARY OF CONTRIBUTIONS PAYABLE IN THE YEAR ENDED 31 MARCH 2022

During the year the contributions required by the schedule of contributions for the Group year ended 31 March 2022 were as follows:

	Employees £ million	Employers £ million	Total £ million
Required by the schedule of contributions			
Normal contributions – Defined Benefit*	-	19.7	19.7
Total as reported on by Group auditors	**-**	**19.7**	**19.7**
Other contributions payable			
Additional contributions	-	12.2	12.2
Early retirements	-	7.1	7.1
Supplementary pensions funding	-	1.6	1.6
Rule 29 contributions	-	0.1	0.1
AVCs	0.6	0.2	0.8
Total	**0.6**	**40.9**	**41.5**

*Under salary sacrifice arrangements, £4.1m of contributions were met by the Employer rather than the Members and are included in the £19.7m above.

Approved by and signed on behalf of the Group Trustees on 3 August 2022.

Martine Trouard-Riolle
On behalf of Capital Cranfield
Pension Trustees Limited - Chair of the Group Trustees

Graeme Thompson
Director

Independent auditors’ report to the Group Trustee of E.ON UK Group of the Electricity Supply Pension Scheme

Report on the audit of the financial statements

Opinion

In our opinion, E.ON UK Group of the Electricity Supply Pension Scheme’s financial statements:

- show a true and fair view of the financial transactions of the group during the year ended 31 March 2022, 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 (United Kingdom Accounting Standards comprising FRS 102 “The Financial Reporting Standard applicable in the UK and Republic of Ireland”, and applicable law); 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.

We have audited the financial statements, included in the Annual Report and Financial Statements, which comprise: the Statement of Net Assets Available for Benefits as at 31 March 2022; the Fund Account for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (“ISAs (UK)”) and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors’ responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC’s Ethical Standard, as applicable to other entities of public interest, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

To the best of our knowledge and belief, we declare that non-audit services prohibited by the FRC’s Ethical Standard were not provided to, or in respect of, the group.

We have provided no non-audit services to the group in the period under audit.

Conclusions relating to going concern

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 group’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.

In auditing the financial statements, we have concluded that the Group Trustee’s use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the group’s ability to continue as a going concern.

Our responsibilities and the responsibilities of the Group Trustee with respect to going concern are described in the relevant sections of this report.

Reporting on other information

The other information comprises all the information in the Annual Report and Financial Statements other than the financial statements, our auditors' report thereon and our auditors' statement about contributions. The Group Trustee is responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or any form of assurance 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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 based on these responsibilities.

Responsibilities for the financial statements and the audit

Responsibilities of the Group Trustee for the financial statements

As explained more fully in the statement of Group Trustee's responsibilities, the Group Trustee is responsible for ensuring that the financial statements are prepared in accordance with the applicable framework and for being satisfied that they show a true and fair view. The Group Trustee is also responsible for such internal control as it determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In the preparation of the financial statements, the Group Trustee is responsible for assessing the group'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 Group Trustee either intends to wind up the group, or has no realistic alternative but to do so.

Auditors' 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 auditors' 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.

Based on our understanding of the group and its environment, we identified that the principal risks of non-compliance with laws and regulations related to the administration of the group in accordance with the Pensions Acts 1995 and 2004 and regulations made under them, and codes of practice issued by the Pensions Regulator; and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered the direct impact of these laws and regulations on the financial statements. We evaluated incentives and opportunities for fraudulent manipulation of the financial statements, including the risk of override of controls, by the Group Trustee and those responsible for, or involved in, the preparation of the underlying accounting records and financial statements, and determined that the principal risks were related to posting inappropriate journals to conceal misappropriation of assets and inappropriate adjustments of asset valuations. Audit procedures performed by the engagement team included:

- Testing journal entries where we identified particular fraud risk criteria.
- Obtaining independent confirmations of material investment valuations and cash balances at the year end.
- Testing estimates and judgements made in the preparation of the financial statements for indicators of bias.
- Reviewing meeting minutes, any correspondence with the Pensions Regulator, and significant contracts and agreements.
- Holding discussions with the Group Trustee to identify significant or unusual transactions and known or suspected instances of fraud or non-compliance with applicable laws and regulations.
- Assessing financial statement disclosures, and agreeing these to supporting evidence, for compliance with the Pensions Acts 1995 and 2004 and regulations made under them.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

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

Use of this report

This report, including the opinion, has been prepared for and only for the Group Trustee as a body in accordance with section 41 of the Pensions Act 1995 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

Leeds

FUND ACCOUNT

For the year ended 31 March 2022

	Note	DB 2022 £million	DC 2022 £million	**Total 2022 £million**	*DB 2021 £million*	*DC 2021 £million*	*Total 2021 £million*
Contributions and benefits							
Employer contributions	**4**	40.9	-	**40.9**	*38.1*	-	*38.1*
Employee contributions	**4**	0.6	-	**0.6**	*0.5*	-	*0.5*
Total contributions		41.5	-	**41.5**	*38.6*	-	*38.6*
		41.5	-	**41.5**	*38.6*	-	*38.6*
Benefits paid or payable	**5**	(198.4)	-	**(198.4)**	*(200.3)*	*(0.1)*	*(200.4)*
Payments to and on account of leavers	**6**	(11.3)	-	**(11.3)**	*(14.7)*	*(13.0)*	*(27.7)*
PPF and other levies	**7**	(0.2)	-	**(0.2)**	*(0.2)*	-	*(0.2)*
Administrative expenses	**8**	(1.9)	-	**(1.9)**	*(2.2)*	-	*(2.2)*
		(211.8)	-	**(211.8)**	*(217.4)*	*(13.1)*	*(230.5)*
Net withdrawals from dealings with members		(170.3)	-	**(170.3)**	*(178.8)*	*(13.1)*	*(191.9)*
Returns on investments							
Investment income	**9**	4.5	-	**4.5**	*0.8*	-	*0.8*
Change in market value of investments	**10**	(43.0)	-	**(43.0)**	*296.6*	*2.7*	*299.3*
Investment management expenses	**16**	(1.0)	-	**(1.0)**	*(2.8)*	-	*(2.8)*
Net returns on investments		(39.5)	-	**(39.5)**	*294.6*	*2.7*	*297.3*
Net (decrease) / increase in the fund		(209.8)	-	**(209.8)**	*115.8*	*(10.4)*	*105.4*
Opening net assets		4,884.8	-	**4,884.8**	*4,769.0*	*10.4*	*4,779.4*
Closing net assets		4,675.0	-	**4,675.0**	*4,884.8*	-	*4,884.8*

The notes on pages 40 to 54 form part of these Financial Statements.

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

As at 31 March 2022

	Note	DB 2022 £million	DC 2022 £million	**Total 2022 £million**	*DB 2021 £million*	*DC 2021 £million*	*Total 2021 £million*
Investment assets							
Pooled investment vehicles	**11**	4,666.0	-	**4,666.0**	*4,875.9*	*0.8*	*4,876.7*
AVC investments	**12**	6.6	-	**6.6**	*6.4*	-	*6.4*
Cash	**13**	0.4	-	**0.4**	*0.2*	-	*0.2*
		4,673.0	-	**4,673.0**	*4,882.5*	*0.8*	*4,883.3*
Total net investments		4,673.0	-	**4,673.0**	*4,882.5*	*0.8*	*4,883.3*
Current assets	**19**	4.9	-	**4.9**	*3.6*	*0.2*	*3.8*
Current liabilities	**20**	(2.9)	-	**(2.9)**	*(1.3)*	*(1.0)*	*(2.3)*
Total net assets available for benefits		4,675.0	-	**4,675.0**	4,884.8	-	*4,884.8*

The Financial Statements summarise the transactions of the Group and deal with the net assets available for benefits at the disposal of the Group 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 Group, which does take account of such obligations, is dealt with in the report on Actuarial Liabilities on pages 15 to 16 of this Annual Report and these Financial Statements should be read in conjunction with this report. The notes on pages 40 to 54 form part of these Financial Statements.

The Financial Statements on pages 38 to 54 were approved by the Group Trustees on 3 August 2022.

Approved by and signed on behalf of the Group Trustees:

Martine Trouard-Riolle
On behalf of Capital Cranfield
Pension Trustees Limited - Chair of the Group Trustees

Graeme Thompson
Director

Notes to the Financial Statements
Year ended 31 March 2022

1. Basis of preparation of the financial statements

The individual financial statements of E.ON UK Group of the Electricity Supply Pension Scheme 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 (FRS) 102 - The Financial Reporting Standard applicable in the UK and Republic of Ireland issued by the Financial Reporting Council ("FRS 102") and the guidance set out in the Statement of Recommended Practice "Financial Reports of Pension Schemes" (Revised June 2018) ("the SORP").

2. Identification of the financial statements

The Group is established as a trust under English law. The ESPS is a registered pension scheme under Chapter 2, Part 4 of the Finance Act 2004. This means that contributions by the Employers are normally eligible for tax relief, and income and capital gains earned by the Group are generally tax exempt. The address for enquiries to the Group is Railpen,2 Rye Hill Office Park, Birmingham Road, Coventry, CV5 9AB.

3. Summary of significant accounting policies

The principal accounting policies applied in the preparation of these Financial Statements are set out below. These policies have been consistently applied to all years presented, unless otherwise stated.

Currency

The Group's functional currency and presentational currency is pounds sterling (GBP).

Assets and liabilities in foreign currency are expressed in sterling at the rates of exchange ruling at the year end. Foreign currency transactions are translated into sterling at the spot exchange rate at the date of the transaction.

Gains and losses arising on conversion or translation are dealt with as part of the change in market value of investments.

Contributions

Normal and additional voluntary contributions, both from employees and employers (including salary sacrifice), are generally accounted for on an accruals basis in the payroll period to which they relate. In the case of member contributions this is when deducted from pay.

Employers' Early Retirement contributions, Rule 29 and Supplementary pensions funding contributions are accounted for in accordance with the agreement under which they are paid, or in the absence of such agreement, when received.

Employers' deficit funding contributions are accounted for on the due dates set out in the Schedule of Contributions, or on receipt if earlier, with the agreement of the Employer and Group Trustees.

Transfers to and from the Group

Transfer values represent the capital sums either receivable in respect of members from other pension plans of previous employers or payable to the pension plans of new employers for members who have left the Group. They are accounted for on an accruals basis on the date the trustees of the receiving plan accept the liability. In the case of individual transfers, this is normally when payment of the transfer value is made.

Benefits and payments to and on account of leavers

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

Where members can choose whether to take their benefits as a full pension or as a lump sum with reduced pension, retirement benefits are accounted for on an accruals basis on the later date of retirement and the date the option is exercised.

Other benefits are accounted for on an accruals basis on the date of retirement or death as appropriate. Refunds and opt-outs are accounted for when the Group Trustees are notified of the members' decision to leave the Scheme.

Where the Group Trustees agree or are required to settle tax liabilities on behalf of a member (such as where lifetime or annual allowances are exceeded) with a consequent reduction in that member's benefits receivable from the Scheme, any tax liability due is accounted for on the same basis as the event giving rise to the tax liability and shown separately within Benefits.

Administrative and other expenses

Administrative expenses, including the PPF and other levies, are accounted for on an accruals basis.

Investment income and expenditure

Income from equities, and any pooled investment vehicles which distribute income, is accounted for on an accruals basis on the date stocks are quoted ex-dividend, or in the case of unquoted instruments, when the dividend is declared.

Other interest on cash and short term deposits and income from other investments are accounted for on an accruals basis.

Investment income includes withholding taxes. Withholding taxes is accrued on the same basis as investment income. Where withholding tax is not recoverable, this is shown as a separate expense within investment income.

The change in market value of investments during the year comprises all increases and decreases in market value of investments held at any time during the year, including profits and losses realised on sales of investments and unrealised changes in market value. In the case of pooled investment vehicles which are accumulation funds, where income is reinvested within the fund without issue of further units, change in market value also includes such income.

Transaction costs are included in the cost of purchases and sale proceeds. Transaction costs include costs charged directly to the Group such as fees, commissions, stamp duty and other fees. Other investment management expenses are accounted for on an accruals basis and shown separately within investment returns.

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.

Where quoted and other unit prices are not available, the Group Trustees adopt valuation techniques appropriate to the class of investment. Details of the valuation techniques and principal assumptions are given in the Notes to the Financial Statements where 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 that they are priced daily, weekly or at each month end, and are actually traded on substantially all pricing days are included at the last price provided by the manager at or before the year end;

- The value of other pooled investment vehicles which are unquoted or not actively traded on a quoted market is estimated by the Group Trustees. Where the value of the pooled investment vehicle is primarily driven by fair value of its underlying assets, the net asset value advised by the fund manager is normally considered a suitable approximation to fair value unless there are restrictions or other factors which prevent realisation at that value, in which case adjustments are made;

- The Group holds some historic annuity policies in the name of the Trustees. Given the levels involved, these annuity policies have been excluded from the financial statements on the grounds of materiality.

Critical accounting judgements and estimation uncertainty

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Critical accounting judgements

The Group Trustees have not had to make any critical judgements in applying the accounting policies.

Key accounting estimates and assumptions

The Group Trustees make estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. For the Group, the Group Trustees believe the only estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year are related to the valuation of the Group's investments and, in particular, those classified in Level 3 of the fair-value hierarchy. Explanation of the key assumptions underpinning the valuation of investments are included within notes 17 and 18.

4. Contributions

	DB 2022 £million	DC 2022 £million	**Total 2022 £million**	*DB 2021 £million*	*DC 2021 £million*	*Total 2021 £million*
Employers						
Normal	15.6	-	**15.6**	*17.9*	-	*17.9*
Salary sacrifice*	4.1	-	**4.1**	*4.7*	-	*4.7*
Salary sacrifice – AVC**	0.2	-	**0.2**	*0.2*	-	*0.2*
Special						
Early retirement	7.1	-	**7.1**	*12.3*	-	*12.3*
Supplementary pensions funding***	1.6	-	**1.6**	*2.8*	-	*2.8*
Additional****	12.2	-	**12.2**	-	-	-
Rule 29	0.1	-	**0.1**	*0.2*	-	*0.2*
Employees						
AVCs	0.6	-	**0.6**	*0.5*	-	*0.5*
	41.5	-	**41.5**	*38.6*	-	*38.6*

*Under the salary sacrifice arrangement, £4.1m (*2021: £4.7m*) of contributions were met by the employer rather than the employees.

**Under the salary sacrifice arrangement, £0.2m (*2021: £0.2m*) of additional voluntary contributions were met by the employer rather than the employees.

***Supplementary pensions funding represents Employer contributions to grant additional benefits on early retirement including Rule 32 payments (grant of special terms).

****An agreement was made between the Principal Employer and the Group Trustees dated 27 June 2019 under which the Company agreed to make a pension contribution to the Group in the event of future reductions in interest rates (“Internal Hedge”). The Principal Employer and the Group Trustees agreed that the end date of the Internal Hedge would be 16 July 2021 at which time a pension contribution to the Group of £12.2m was required and subsequently paid by the Principal Employer.

There were DC Section contributions made in the year to 31 March 2021, prior to all remaining members with deferred benefits in the DC Section having their benefits transferred to the Aviva Master Trust as a bulk transfer out, but they do not show in the above table due to roundings.

5. Benefits paid or payable

	DB 2022 £million	DC 2022 £million	**Total 2022 £million**	*DB 2021 £million*	*DC 2021 £million*	*Total 2021 £million*
Pensions	186.0	-	**186.0**	*182.6*	-	*182.6*
Lump sum retirement benefits and commutations	11.3	-	**11.3**	*17.0*	*0.1*	*17.1*
Purchase of annuities on retirement (AVCs)	0.6	-	**0.6**	*0.3*	-	*0.3*
Lump sum death benefits (in service)	0.3	-	**0.3**	*0.2*	-	*0.2*
Lump sum death benefits (in retirement)	0.2	-	**0.2**	*0.1*	-	*0.1*
Taxation where annual or lifetime allowance exceeded	-	-	**-**	*0.1*	-	*0.1*
	198.4	-	**198.4**	*200.3*	*0.1*	*200.4*

Taxation arising on benefits paid or payable is in respect of members whose benefits exceeded the lifetime or annual allowance and who elected to take lower benefits from the Group in exchange for the Group settling their tax liability.

6. Payments to and on account of leavers

	DB 2022 £million	DC 2022 £million	**Total 2022 £million**	*DB 2021 £million*	*DC 2021 £million*	*Total 2021 £million*
Transfer values paid to other pension arrangements:						
Bulk transfers	-	-	**-**	*-*	*12.9*	*12.9*
Individual transfers	11.3	-	**11.3**	*13.7*	*0.1*	*13.8*
Individual transfers – AVCs	-	-	**-**	*1.0*	*-*	*1.0*
	11.3	-	**11.3**	*14.7*	*13.0*	*27.7*

In January 2021 all remaining members with deferred benefits in the DC Section had their benefits transferred to the Aviva Master Trust as a bulk transfer out.

7. PPF and other levies

	DB 2022 £million	DC 2022 £million	**Total 2022 £million**	*DB 2021 £million*	*DC 2021 £million*	*Total 2021 £million*
Pensions Protection Fund (PPF) levy	0.1	-	**0.1**	*0.1*	*-*	*0.1*
Pensions Regulator levy	0.1	-	**0.1**	*0.1*	*-*	*0.1*
	0.2	-	**0.2**	*0.2*	*-*	*0.2*

8. Administrative expenses

	DB 2022 £million	DC 2022 £million	**Total 2022 £million**	*DB 2021 £million*	*DC 2021 £million*	*Total 2021 £million*
Actuarial	0.3	-	**0.3**	*0.4*	*-*	*0.4*
Administration	0.8	-	**0.8**	*1.0*	*-*	*1.0*
Audit	0.1	-	**0.1**	*0.1*	*-*	*0.1*
Communications	-	-	**-**	*0.1*	*-*	*0.1*
Covenant assessment advice	0.1	-	**0.1**	*0.1*	*-*	*0.1*
Share of ESPS administration	0.1	-	**0.1**	*0.1*	*-*	*0.1*
Legal	0.1	-	**0.1**	*0.1*	*-*	*0.1*
Other professional fees	0.2	-	**0.2**	*0.1*	*-*	*0.1*
Support and other costs	0.2	-	**0.2**	*0.2*	*-*	*0.2*
	1.9	-	**1.9**	*2.2*	*-*	*2.2*

Other than those shown above, all administrative expenses incurred by the Group, and not directly related to the investment management of the securities, were met by the Employers.

9. Investment income

	DB 2022 £million	DC 2022 £million	**Total 2022 £million**	*DB 2021 £million*	*DC 2021 £million*	*Total 2021 £million*
Income from pooled investment vehicles	3.7	-	**3.7**	*0.5*	*-*	*0.5*
Other	0.8	-	**0.8**	*0.3*	*-*	*0.3*
	4.5	-	**4.5**	*0.8*	*-*	*0.8*

10. Reconciliation of net investments

Defined benefit section

	Opening value £million	Purchases £million	Sales proceeds £million	Change in market value £million	**Closing value £million**
Pooled investment vehicles	4,875.9	1,352.5	(1,518.7)	(43.7)	**4,666.0**
AVC investments	6.4	0.8	(0.8)	0.2	**6.6**
	4,882.3	1,353.3	(1,519.5)	(43.5)	**4,672.6**
Cash	0.2				**0.4**
Total net investments	4,882.5				**4,673.0**

Change in market value reconciliation

	2022 £million	*2021 £million*
Change in market value from reconciliation of net investments	**(43.5)**	*295.6*
Exchange gains / (losses)	**0.5**	*1.0*
	(43.0)	*296.6*

Defined contribution section

	Opening value £million	Purchases £million	Sales proceeds £million	Change in market value £million	**Closing value £million**
Pooled investment vehicles	0.8	-	(0.8)	-	**-**

	DC 2022 £million	*DC 2021 £million*
Allocated to members	**-**	*0.8*
Not allocated to members	**-**	-
	-	*0.8*

In January 2021 all remaining members with deferred benefits in the DC Section had their benefits transferred to the Aviva Master Trust as a bulk transfer out. The Defined Contribution funds were managed by Aegon and Prudential Assurance Company Limited, both registered in the UK.

Defined contribution assets purchased by the Group were allocated to provide benefits to those individuals on whose behalf the corresponding contributions were paid. Accordingly, the assets identified as designated to members above did not form a common pool of assets available for members generally. Members received an annual statement confirming the contributions paid on their behalf and the value of their money purchase rights.

Investment transaction costs

Transaction costs are included in the cost of purchases and deducted from sales proceeds in the defined benefit reconciliation above. Direct transaction costs incurred are analysed as follows:

	Pooled investment vehicles £million	**2022 £million**	*2021 £million*
Fees	0.1	**0.1**	-
Commissions	-	**-**	-
Taxes	-	**-**	-
	0.1	**0.1**	-

In addition to the direct transaction costs disclosed above, indirect costs are incurred through the bid-offer spread on pooled investment vehicles and charges made within those vehicles. It has not been possible for the Group Trustees to quantify such indirect transaction costs.

11. Pooled investment vehicles

	DB 2022 £million	DC 2022 £million	**Total 2022 £million**	*DB 2021 £million*	*DC 2021 £million*	*Total 2021 £million*
Equities	729.7	-	**729.7**	*1,140.4*	*0.7*	*1,141.1*
Bonds	465.9	-	**465.9**	*402.3*	*0.1*	*402.4*
Hedge funds	753.4	-	**753.4**	*782.9*	-	*782.9*
Diversified growth funds	177.9	-	**177.9**	-	-	-
Private equity	232.0	-	**232.0**	*204.1*	-	*204.1*
Liability driven investments	2,219.3	-	**2,219.3**	*2,323.2*	-	*2,323.2*
Cash and other liquid assets	87.8	-	**87.8**	*23.0*	-	*23.0*
	4,666.0	-	**4,666.0**	*4,875.9*	*0.8*	*4,876.7*

At 31 March 2022 and 31 March 2021 the Group held a bespoke Liability Driven Investment (LDI) portfolio. The portfolio has been included above in the DB Section's Pooled investment vehicles, is specifically tailored for the Group's individual requirements and there are no other investors in it.

The LDI portfolio has the following investments:

	DB 2022 £million	*DB 2021 £million*
Bonds	**2,616.9**	*2,331.0*
Swaps – net	**(39.0)**	*95.6*
Repurchase agreements	**(428.1)**	*(114.7)*
Cash and other liquid assets	**69.5**	*11.3*
	2,219.3	*2,323.2*

At 31 March 2022 and 31 March 2021 the Group was also the sole investor in Cambridge Associates LLC's Westwood NAP, LP fund. This fund has also been included above in the DB Section's Pooled investment vehicles, is specifically tailored for the Group's individual requirements and there are no other investors in it.

The Westwood NAP, LP fund has the following investments:

	DB 2022 £million	*DB 2021 £million*
Private equity	**232.0**	*204.1*

Direct transaction costs have been incurred on the sole investor arrangements of £nil (*2021: £nil*).

12. AVC Investments

The number of AVC accounts (including "frozen" accounts) as at 31 March 2022 was 321 (*2021: 354*). In some cases members have two or more accounts.

The aggregate amounts of AVC investments held in pooled investment vehicles are as follows:

	DB 2022 £million	*DB 2021 £million*
Aviva	**5.5**	*5.3*
Prudential Assurance Society	**0.4**	*0.4*
Standard Life Assurance	**0.7**	*0.7*
	6.6	*6.4*

13. Cash

	DB 2022 £million	DC 2022 £million	**Total 2022 £million**	*DB 2021 £million*	*DC 2021 £million*	*Total 2021 £million*
Total cash	0.4	-	**0.4**	*0.2*	*-*	*0.2*

14. Employer related investments

As at 31 March 2022 and 31 March 2021 the Group had none of its assets invested directly in E.ON UK plc or its associated companies. There were also no assets (*2021: £nil*) invested indirectly in E.ON UK plc through pooled investment vehicles. This was in accordance with the policy of the Group Trustees.

15. Concentration of investments

Investments accounting for more than 5% of the net assets of the Group at either 31 March 2022 or 31 March 2021 were:

	2022 £million	**2022 %**	*2021 £million*	*2021 %*
Insight LDI Active 29 Fund	**2,219.3**	**47.5**	*2,323.2*	*47.6*
Egerton Capital Equity Fund Class I GBP (Hedged)	**421.3**	**9.0**	*579.0*	*11.9*
FCOI II Currency Class Fund, Ltd, Class A (GBP)	**270.8**	**5.8**	*269.7*	*5.5*
Gresham Multi-Asset Credit Funds Ltd Series A	**261.0**	**5.6**	*255.2*	*5.2*
Feeder Lyxor SG Global Quality Income NTR, Share Class C	**-**	**-**	*254.1*	*5.2*

16. Investment management expenses

Investment management fees for Group-specific funds, performance measurement services and investment-related fees of Group advisers are the responsibility of the Group Trustees. The Scheme Trustee negotiates the custody fees which apply to all portfolios. Investment management and custody fees for Group-specific funds are shown below.

	DB 2022 £million	*DB 2021 £million*
Administration and management	**(0.4)**	*1.2*
Custody and accounting	**0.1**	*0.1*
Investment advice – DB	**1.2**	*1.1*
Legal	**-**	*0.2*
Other	**0.1**	*0.1*
Investment advice – DC	**-**	*0.1*
	1.0	*2.8*

17. Fair value of investments

The fair value of investments has been determined using the following hierarchy:

- Level 1: Unadjusted quoted price in an active market for identical instruments that the entity can access at the measurement date.
- Level 2: Inputs (other than quoted prices) that are observable for the instrument, either directly or indirectly.
- Level 3: Inputs are unobservable.

Where multiple inputs are involved in determining the fair value of an instrument, the categorisation is based on the lowest level input (i.e. highest number) that is significant.

Pooled investment vehicles which are traded regularly are generally included in level 2. Where the absence of regular trading or the unsuitability of recent transaction prices as a proxy for fair values applies, valuation techniques are adopted and the vehicles are included in level 3 as appropriate.

The value of other equities, bonds and pooled investment vehicles which are unquoted or not actively traded on a quoted market is estimated by the Group Trustees. Where the value of the pooled investment vehicle is primarily driven by fair value of its underlying assets, the net asset value advised by the fund manager is normally considered a suitable approximation to fair value unless there are restrictions or other factors which prevent realisation at that value, in which case adjustments are made. No such adjustments have been made to the valuations at 31 March 2022 or 31 March 2021.

The Group's investment assets and liabilities have been included at fair value within the categories as follows:

	Level 1 £million	Level 2 £million	Level 3 £million	**2022 Total £million**
DB section				
Investment assets				
Pooled investment vehicles	-	4,395.2	270.8	**4,666.0**
AVC investments	-	6.6	-	**6.6**
Cash	0.4	-	-	**0.4**
DB section total	0.4	4,401.8	270.8	**4,673.0**
DC section				
Investment assets				
Pooled investment vehicles	-	-	-	**-**
DC section total	-	-	-	**-**
Total net investments	0.4	4,401.8	270.8	**4,673.0**

Analysis for the prior year end is as follows:

	Level 1 £million	Level 2 £million	Level 3 £million	**2021 Total £million**
DB section				
Investment assets				
Pooled investment vehicles	-	4,606.3	269.6	**4,875.9**
AVC investments	-	6.4	-	**6.4**
Cash	0.2	-	-	**0.2**
DB section total	0.2	4,612.7	269.6	**4,882.5**
DC section				
Investment assets				
Pooled investment vehicles	-	0.8	-	**0.8**
DC section total	-	0.8	-	**0.8**
Total net investments	0.2	4,613.5	269.6	**4,883.3**

18. Investment risks

Financial Reporting Standards (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 as follows:

- **Currency risk:** this is risk that 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; and
- **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 Group Trustees determine their investment strategy after taking advice from a professional investment adviser. The Group has exposure to these risks because of the investments it makes in following the investment strategy set out below. The Group Trustees manage investment risks, including credit risk and market risk, within agreed risk limits which take into account the Group's strategic investment objectives. These investment objectives and risk limits are implemented through the investment agreements in place with the Group's investment managers and monitored by the Group Trustees by regular reviews of the investment portfolio.

Further information on the Group Trustees' approach to risk management, credit and market risk is set out below. This does not include the legacy insurance policies or AVC investments as these are not considered significant to the overall investments of the Group.

The following table summarises the extent to which the various classes of investments (with the underlying assets of the LDI fund split out for the purposes of this analysis) are affected by financial risk:

	Credit risk	Market risk			**2022**	2021
		Currency	Interest rate	Other price	**£ million**	£ million
Defined benefits section						
Bonds	●	◐	●	○	**2,616.9**	**2,331.0**
Pooled investment vehicles	●	◐	◐	●	**2,446.7**	**2,552.7**
Derivatives	◐	◐	◐	◐	**(39.0)**	**95.6**
Repurchase agreements	◐	◐	◐	◐	**(428.1)**	**(114.7)**
Cash and other investment assets	●	◐	○	○	**76.5**	**17.9**
Total DB section					**4,673.0**	**4,882.5**
Defined contribution section						
Pooled investment vehicles	●	◐	◐	◐	**-**	**0.8**

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

Defined benefit section

Investment Strategy

The investment objective of the defined benefit section (DB Section) 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 DB Section payable under the Trust Deed and Rules as they fall due.

The Group Trustees set the investment strategy for the DB Section taking into account considerations such as the strength of the Employer covenant, the long term liabilities of the DB Section and the funding agreed with the Employer. The investment strategy is set out in the Group's Statement of Investment Principles ("SIP").

The current strategy is to hold a portion of the assets (approximately 53% at the year-end) in investments that move in line with the long-term liabilities of the Group. This is referred to as LDI and comprises UK and overseas government and corporate bonds and interest rate swaps, the purpose of which is to hedge against the impact interest rate movement on long term liabilities.

The remaining assets are held in return seeking investments comprising UK and overseas equities, equity futures, investment property, hedge funds and private equity.

Credit Risk

The Group is subject to credit risk because the Group directly invests in bonds, over-the-counter ("OTC") derivatives, has cash balances, and enters into repurchase agreements. The Group also 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 Group is also indirectly exposed to credit risks arising on some of the financial instruments held by the pooled investment vehicles.

Credit risk arising on bonds held directly is mitigated by investing in government bonds where the credit risk is minimal, or corporate bonds that are backed by UK Government guarantee. Credit risk arising on other investments is mitigated by investment mandates requiring all counterparties to be at least investment grade rated.

The Group Trustees consider financial instruments or counterparties to be of investment grade if they are rated BBB- or higher by Standard & Poor's or Fitch, or rated at Baa3 or higher by Moody's.

Credit risk arising from derivatives depends on whether the derivative is exchange traded or OTC. OTC derivative contracts are not guaranteed by any regulated exchange and therefore the Group is subject to risk of failure of the counterparty. The credit risk for OTC swaps is reduced by collateral arrangements that require daily posting of cash collateral between counterparties. Credit risk also arises on forward foreign currency contracts and these are also subject to daily collateralisation arrangements. All counterparties are required to be at least investment grade.

Cash is held within financial institutions which are at least investment grade credit rated.

Credit risk on repurchase agreements is mitigated through collateral arrangements that require daily posting of cash collateral between counterparties.

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 the investments amongst a number of pooled arrangements. The Group 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. Pooled investment arrangements used by the Group comprise unit linked insurance contracts and authorised unit trusts.

A summary of pooled investment vehicles by type of arrangement is as follows:

DB Section

Type of arrangement	**2022 £m**	*2021 £m*
Open-ended investment companies	1,834.6	*1,911.2*
Shares of limited liability partnerships	346.5	*252.2*
SICAV/UCITS	279.3	*60.3*
Sole investor authorised fund	2,205.6	*2,285.9*
Other	-	*366.3*
Total	**4,666.0**	*4,875.9*

DC Section

Type of arrangement	**2022 £m**	*2021 £m*
Unit-linked insurance contracts	-	*0.8*

Indirect credit risk: arises in relation to underlying investments held in the bond pooled investment vehicles. This risk is mitigated by limiting the total proportion of the return seeking portfolio that may be invested in pooled investment vehicles that can hold sub-investment grade bonds.

The information about exposures to and mitigation of credit risk above applied at both the current and previous year end.

Currency Risk

The Group is subject to currency risk because some of the Group's investments are held in overseas markets, either as segregated investments (direct exposure) or via pooled investment vehicles (indirect exposure). The net currency exposure at the current and previous year-ends was:

	Direct exposure (million)	**Indirect exposure (million)**	**Hedging (million)**	**2022 Net exposure after hedging (million)**	*2021 Net exposure after hedging (million)*
Pounds sterling (GBP)	**-**	**4,220.7**	427.0	**4,647.7**	*4,857.7*
US Dollars (USD)	**-**	**430.7**	(427.0)	**3.7**	*14.5*
Euros (EUR)	**-**	**21.4**	-	**21.4**	*9.9*
Other currencies	**-**	**-**	-	**-**	-
	-	**4,672.8**	**-**	**4,672.8**	*4,882.1*
Unhedged foreign currency				**6%**	*7%*

Interest Rate Risk

The Group is subject to interest rate risk because some of the Group's investments are held in bonds and interest rate swaps (either as segregated investments or through pooled investment vehicles), and cash. The Group Trustees have set a benchmark for total investment in bonds and interest swaps of between 45% and 100% of the total actuarial liabilities as part of their LDI investment strategy. Under this strategy, if interest rates fall, the value of the LDI investments will rise to help match the increase in actuarial liabilities arising from a fall in the discount rate. Similarly, if interest rates rise, the LDI investments will fall in value, as will the actuarial liabilities because of an increase in the discount rate. At the year-end the LDI portfolio represented 47% of the total investment portfolio (*2021: 47%*).

Other Price Risk

Other price risk arises principally in relation to the Group's return seeking portfolio which includes directly held equities, equities held in pooled vehicles, hedge funds and private equity. At the year-end the return seeking portfolio represented 53% of the total investment portfolio (*2021: 53%*).

The Group manages this exposure to overall price movements by constructing a diverse portfolio of investments across various markets.

Defined contributions section

Investment strategy

The Group Trustees' objective was to make available to members of the Group an appropriate range of investment options designed to generate income and capital growth, which together with new contributions from members and their Employer, would provide a retirement amount with which the member can purchase a pension annuity (or other type of retirement product). The Defined Contribution SIP outlined the investment objectives and strategy for the Defined Contribution assets of the Group.

The investment funds offered to members were provided by Prudential (MEPS Category) and Aegon (EGPS Category) and cover a range of asset classes. The day to day management of the underlying investments of the funds was the responsibility of the providers, including the direct management of credit and market risks.

The Group Trustees monitored the underlying risks by regular investment reviews.

The risks disclosed relate to the Defined Contribution (DC) Section's investments as a whole. Members were able to choose their own investments from the range of funds offered by the Group Trustees, and therefore, may have faced a different profile of risks from their individual choices compared with the Section as a whole.

Credit Risk

The DC Section was subject to direct credit risk in relation to the providers through their holdings in unit linked insurance funds.

The providers are regulated by the Financial Conduct Authority and maintain separate funds for their policy holders. The Group Trustees monitored the creditworthiness of the providers by reviewing published credit ratings. In the event of default by the providers the members may have been entitled to limited compensation from the Financial Services Compensation Scheme.

The DC Section was also subject to indirect credit and market risk arising from the underlying investments held in the investment funds. Member level risk exposures was dependent on the funds invested by members.

Market risk

The Group's DC Section was subject to indirect foreign exchange, interest rate and other price risk arising from the underlying financial instruments held in the funds managed by the providers.

Fund	Exposed to:	Currency risk	Interest rate risk	Other price risk
Equity funds		✓	-	✓
Bond funds		✓	✓	-
Cash funds		✓	✓	-
Diversified growth fund		✓	✓	✓

In January 2021 all remaining members with deferred benefits in the DC Section had their benefits transferred to the Aviva Master Trust as a bulk transfer out.

19. Current assets

	DB 2022 £million	DC 2022 £million	**Total 2022 £million**	*DB 2021 £million*	*DC 2021 £million*	*Total 2021 £million*
Amounts due in respect of:						
Contributions due from the Employers	3.6	-	**3.6**	*2.9*	-	*2.9*
Contributions due from Employees	0.1	-	**0.1**	*0.1*	-	*0.1*
VAT recoverable and expense accruals	0.5	-	**0.5**	*0.4*	-	*0.4*
Cash balances	0.7	-	**0.7**	*0.2*	*0.2*	*0.4*
	4.9	-	**4.9**	*3.6*	*0.2*	*3.8*

All contributions due to the Group at the year-end relate to March 2022 and March 2021 and were paid in full to the Group in accordance with the Schedule of Contributions.

At 31 March 2022, £nil (*2021: £139,601*) was held as cash designated to members and £nil (*2021: £32,262*) was held as undesignated cash.

20. Current liabilities

	DB 2022 £million	DC 2022 £million	**Total 2022 £million**	*DB 2021 £million*	*DC 2021 £million*	*Total 2021 £million*
Benefits payable	(2.1)	-	**(2.1)**	*(0.6)*	*(0.1)*	*(0.7)*
Payments to and on account of leavers	-	-	**-**	-	*(0.9)*	*(0.9)*
Accrued expenses	(0.8)	-	**(0.8)**	*(0.7)*	-	*(0.7)*
	(2.9)	-	**(2.9)**	*(1.3)*	*(1.0)*	*(2.3)*

21. Related party transactions

Other than as disclosed elsewhere in the notes to the financial statements, related party transactions and balances comprise:

Key management personnel

Contributions and contributions receivable in respect of 1 (*2021: 2*) Group Trustees during their time as Group Trustees, and pensions paid in respect of 5 (*2021: 6*) Group Trustees during their time as Group Trustees, all in accordance with the Trust Deed and Rules

In the year to 31 March 2022 fees and expenses of £175,961 (*2021: £186,435*) were paid to certain Group Trustees from the Group.

Employers and other related parties

Administrative services of £186,792 (*2021: £146,527*) provided by the Employer and recharged to the Group and are accounted for within administrative expenses.

22. Contingent liabilities and contractual commitments

In the opinion of the Group Trustees the Group had no (*2021: none*) contingent liabilities or contractual commitments entered into which are not provided for in these Financial Statements.

23. Subsequent events

There are no subsequent events requiring disclosure in the Financial Statements.