

Registered numbers:
National Nuclear Laboratories Section: 19002035
Cavendish Nuclear Section: 19002036
Atkins Section: 19002037
Site Licence Company Section: 19002038

MAGNOX ELECTRIC GROUP OF THE ELECTRICITY SUPPLY PENSION SCHEME

**ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023**

Magnox Electric Group of the Electricity Supply Pension Scheme
Annual Report and Financial Statements for the year ended 31 March 2023
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Magnox Electric Group of the Electricity Supply Pension Scheme
Annual Report and Financial Statements for the year ended 31 March 2023
Message from the Chair of Group Trustees

Message from the Chair of Group Trustees

I am pleased to present the Magnox Electric Group's Annual Report and Financial Statements for the year ended 31 March 2023.

The last 12 months has been a busy period for the Group Trustees. In addition to our normal business, we have completed our actuarial valuations for each section of the Group to test that they have sufficient assets to cover the expected benefit payments on an ongoing basis. The results of these valuations will be communicated separately in our Pensions Update newsletters.

The introduction of new regulations on climate change governance and reporting requirements, which came into force on 1 October 2021, meant the Group Trustees had to review and put appropriate governance arrangements in place to manage climate-related risks and produce and publish a report on how we have done so. Our first report has now been published and is available to view on our website.

Following the publication of the Pensions Regulator (TPR) draft new Single Code of Practice, the Group Trustees have been working on updating their standards and policies to meet the new governance standards for pension schemes. This is an ongoing project which will evolve as TPR finalises the guidance.

This was quite a turbulent year especially following the announcement of the Government's Growth Plan by Kwasi Kwarteng (the 'mini-Budget') on Friday 23 September 2022. However, it is very pleasing for me to report that the prudent approach to funding, which we have employed for several years, has continued to stand up well to the challenges and in all four Sections of the Group we remain in a strong position to meet payments to beneficiaries.

In addition to the above, there was a few changes to the trustee board when three of our trustees came to the end of their terms of office. Andrew Clare stood down after 11 years' years'. We have since been joined by Alison Hammond, Magnox Head of Finance, John Nestor an independent professional trustee from Capital Cranfield, and Ann Lee, Magnox HR Future Missions Lead.

The Group Trustees are very grateful to Andrew for his long and significant contribution to the robust investment strategy. We are also very grateful to Gordon and John for their contribution to the operation and management of the scheme; And to Chris for his impeccable advice over the years We wish them well for the future.

Lastly, there was also a change in the Group Actuary when after more than 30 years of impeccable service, Chris Vaughan-Williams retired at the end of June 2023 and Damien Kelson was subsequently appointed. We would like to welcome Damien and record our sincere gratitude for Chris' advice and support over the years.

Susan Jee
Chair

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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 Magnox Electric Group of the Electricity Supply Pension Scheme (the 'Group'). The Group is part of an industry-wide pension scheme in which the Participating Employers are companies formed upon the privatisation of the electricity industry in 1990 or their successors. The Electricity Supply Pension Scheme (the 'Scheme') has 23 (formerly 24) separate actuarially independent sections (known as Groups) in respect of the companies participating in the Scheme as Principal Employers, and each Group has its own assets to fund the benefits of its members. Information relating to the Scheme as a whole can be found in the Scheme Annual Report and Financial Statements.

The Scheme is established under irrevocable trusts and its provisions are set out in the Clauses and Rules contained in the Scheme document. Membership of the Group has been closed to new employees since 31 August 2007 when alternative arrangements were put in place.

The Scheme is a registered pension scheme under the Finance Act 2004 and was primarily contracted out of the State Second Pension.

The Principal Employer is Magnox Limited. Atkins Ltd, National Nuclear Ltd, Cavendish Nuclear Ltd, Sellafield Limited and INS Ltd are also participating employers. The Group Annual Report and Financial Statements include information on the defined benefit arrangements of the Group as well as aggregate information on additional voluntary contributions (AVC Investments) made by individual members of the Group.

The Group's Financial Statements starting on page 25 have been prepared and audited so as to comply with Regulations made under Sections 41(1) and (6) of the Pensions Act 1995.

Group Management

The Group is administered by a body of Trustees known as Group Trustees. The Group Trustee structure of the Magnox Electric Group provides for a total of eleven Group Trustees, five appointed by Magnox Limited and six who represent members.

In the event of an issue being put to a vote at a meeting, each Appointed Group Trustee, with the exception of the Chair, has one and a half votes and each member representative Group Trustee has one vote. In the event of an equality of votes the Chair has the discretion to exercise their only vote, which is a casting vote, to resolve the issue concerned. In the year under review there were no occasions on which the Chair used this casting vote.

Member representative appointments are made through a selection process, as described under the appointment and removal section.

The Group Trustees' duties and responsibilities are carried out by a trust company, limited by guarantee, called Magnox Electric Group Pension Trustee Co Ltd (the "Group Trustee").

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The Directors of Magnox Electric Group Pension Trustee Co Ltd have the same functions as individual Group Trustees. The rules for their appointment, selection and tenure of office are documented in the Articles of Association and are exactly the same as individual Group Trustees, as are their responsibilities under the provisions of the Group and pensions legislation. For simplicity the term 'Group Trustees' has been used in this Report as shorthand for the more accurate term 'Directors of Magnox Electric Group Pension Trustee Co Ltd'.

There is also a central Scheme Trustee, Electricity Pensions Trustee Limited (EPTL). EPTL is a trust corporation with a Board of Directors.

Group Trustees

APPOINTED TRUSTEE DIRECTORS

Susan Jee Chair of the Group Trustees ⁵

Andrew Clare Chair of the Investment Sub-committee resigned 31 March 2023 (Independent Trustee) ¹

Gordon Frisby (Finance Director Magnox Ltd) resigned 31 December 2022

Martin Veasey Chair of the Investment Sub-committee from 1 April 2023 (Independent Trustee) ¹

John Vickerman (HR Director Magnox Ltd) resigned 31 May 2023

Alison Hammond (Head of Finance Magnox Ltd) appointed 1 January 2022 ²

John Nestor from Capital Cranfield Pension Trustee Ltd, (Independent Trustee) appointed 22 May 2023¹

Ann Lee (HR Future Missions Lead Magnox Ltd) appointed 1 June 2023 ³

MEMBER REPRESENTATIVE TRUSTEE DIRECTORS

Paul Bridgeman (Retired employee) ^{1,4}

Ceri Davies Chair of the Governance & Audit Sub-committee (Principal Waste Consultant, Bristol Hub) ^{2,3}

Nick Gore (Retired employee) ^{1,4}

Fergus Hall (Retired employee) ^{2,4}

Lisa Thomas (HR Business Partner, Wylfa) ^{2,3}

Martin Turner (Retired employee) ⁴

Note:

1. Member of the Investment Committee at 31 March 2023

2. Member of the Governance & Audit Sub-committee at 31 March 2023

3. Active member of the Group

4. In receipt of pension from the Group

5. Non-Executive Director Magnox Limited

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Appointment and Removal of Group Trustees

The five Appointed Group Trustees are appointed by, and can be removed by, Magnox Limited. The six member representative Group Trustees have been appointed by a selection panel. In addition to changes that take place at a selection process, a member representative Group Trustee ceases to be a Group 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 Elected Group Trustees. A casual vacancy for a member representative Group Trustee can be filled by a person nominated by the remaining member representative Group Trustees. Member representative Group Trustees normally serve for a term of six years.

Once having taken up office all Group Trustees - both member representative and Appointed - act on behalf of and are accountable to all members of the Group.

Meetings of the Group Trustees during the Year

During the year the Group Trustees met six times. At their regular meetings the Group Trustees dealt with all matters relating to the management of the Group members' benefits, funding, governance matters and the investment of the Group's assets. They also received periodic reports and presentations from their committees, working groups and advisers. In addition Group Trustees maintained and monitored their Risks and Business Plan and received training.

Trustee Sub-committees

In addition to the meetings of the Group Trustees, certain matters were subject to detailed consideration in Trustee Committees. During the year there were two Trustee Committees in operation.

The Investment Sub-committee is the main interface with investment managers allowing its members to maintain an in-depth knowledge and understanding of them and the Group's investments. Its main aim is to ensure sufficient time is available for investment matters to be properly addressed. The Sub-committee reports comprehensively to the Group Trustees on the performance of the Group's investments and any other matters it has reviewed or considered. The Sub-committee members are set out on page 3. In addition the Principal Employer (Magnox Limited) may nominate not more than two individuals to be non-voting members of the Sub-committee. Group Trustees who are not members of the Sub-committee routinely attend meetings of the Sub-committee as and when they are able to do so. The Investment Sub-committee met five times during the year.

There is a Governance and Audit Sub-committee which advises the Group Trustees on agreed aspects of the Group's governance and controls to provide assurance of effective stewardship. The previous death benefit distribution committee now forms part of the Governance and Audit Sub-committee's remit. The Sub-committee provides comprehensive reports of their meetings which are open for any Group Trustee who is not a member of the Sub-committee to attend. This Sub-committee met five times during the year.

Communication with members was maintained by means of Pensions Update newsletters and articles on the website.

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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 Group's website. 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.

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Additional Group Trustees' Responsibilities

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

- 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.

In carrying out their work the Group Trustees must always act impartially and in the best interests of all the members of the Magnox Group.

To assist them in their work the Group Trustees have appointed a team of professional advisers whose advice is taken into account when necessary. The advisers include lawyers, actuaries, administrators, investment consultants and investment managers. Their names are set out on pages 63 and 64. The Trustee Directors are assisted in the management of the Group by the pensions team from Magnox Limited including the Group Administrator and Group Secretary, Kelly Capdeville.

Under a revised constitution introduced in January 2012, each Group within ESPS currently appoints two individuals to be Councillors on the Council which, amongst other matters, is responsible for the appointment of the Board of EPTL the Scheme Trustee. As at 31 March 2023 Ceri Davies was the councillor chosen by the member representative Trustee Directors and Kelly Capdeville was the councillor chosen by our Principal Employer. There were no Magnox Electric Group councillors represented on the Board of EPTL.

The main responsibilities of 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.

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Review of the Operation of the Electricity Supply Pension Scheme (“ESPS”)

The notable events for the Scheme for the year ended 31 March 2023 were as follows:

- The Drax Power Group exited from the Scheme.
- The Scheme’s AGM took place on 22 November 2022 and was held virtually by video conferencing. The 2023 Scheme AGM will take place on 21 November 2023.
- The Board continued to monitor risks through its Risk Register which is considered at each main meeting.
- The Capita contract was monitored.
- TCFD (Task force on Climate-related Financial Disclosure) and the impact of the Pensions Regulator (TPR) Single Code of Practice were considered. The first Scheme TCFD was produced and is available on the ESPS website (www.espspensions.co.uk).
- Liaising with TPR on the implications for the Scheme in respect of Pensions Dashboards.
- Various governance matters were progressed.

Administration report

Membership statistics for the year ended 31 March 2023

| | Contributors | Pensioners | Dependants | Deferred pensioners | Total |
|--|--------------|--------------|--------------|---------------------|--------------|
| At 1 April 2022 | 1,037 | 5,452 | 1,428 | 1,060 | 8,977 |
| Increases | | | | | |
| Contributors/pensioners/dependants/deferred pensioners | - | 104 | 109 | 28 | 241 |
| Pension sharing orders and new equivalent pension benefit (“EPB”) pensioners in payment | - | - | - | 5 | 5 |
| Sub Total | - | 104 | 109 | 33 | 246 |
| Reductions | | | | | |
| Contributors / deferred pensioners retiring | (50) | - | - | (54) | (104) |
| Deaths | - | (185) | (99) | (3) | (287) |
| Leavers with deferred pensions | (28) | - | - | - | (28) |
| Leavers with refunds of contributions/transfers to other schemes/cessation of child allowances | - | - | (2) | (19) | (21) |
| Sub Total | (78) | (185) | (101) | (76) | (440) |
| At 31 March 2023 | 959 | 5,371 | 1,436 | 1,017 | 8,783 |

The membership statistics for each section are included in appendix 1.

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Pensions increases

The Rules of the Scheme applicable to the Group provide for all 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 Retail Prices Index (RPI) in the 12 months ended on the preceding 30 September. If the RPI increase is greater than 5% each section lead employer has the discretion to limit the pension increase (for their own section) to a lower figure subject to a minimum of 5%.

The RPI figure for the 12 months to 30 September 2022 was 12.6%. The SLC and CN section lead employers used their discretion to limit the pensions increase applied to their respective section from 1 April 2023 to 5%. A proportionate increase was applied to pensions which came into payment between 2 April 2022 and 1 March 2023.

Pension increases over the previous five years were:

| | |
|--------------|------|
| 1 April 2022 | 4.9% |
| 1 April 2021 | 1.1% |
| 1 April 2020 | 2.4% |
| 1 April 2019 | 3.3% |
| 1 April 2018 | 3.9% |

Transfers from the Group

Deferred pensioners can transfer the cash equivalent of their deferred benefits to a new employer's registered pension arrangement.

In all cases the cash equivalents paid during the year were calculated and verified in the manner prescribed by the Occupational Pension Schemes (Transfer Values) (Amendment) Regulations 2008 and full allowance is included for and in respect of increases to pensions and dependant's benefits. No allowance is made in respect of other discretionary benefits.

Ukraine Conflict

The Group Trustee continues to monitor the impact of the ongoing conflict between Russia and Ukraine, with particular focus on the three areas below:

1. Payment of pensions: the Group currently has no pensioners based in Russia or Ukraine, so there has been no impact on pension payments.
2. Employer Covenant: on the basis of discussions, the Group Trustees understand that the Employers haven't been directly impacted by the conflict and therefore there has been no impact on the Employer Covenant.
3. Investments: the Group has a negligible investment exposure to Russia and Ukraine, and there hasn't been any large market movements in the Group's investments caused by the conflict.

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Investment Report

Investment Arrangements

The investment strategies set by the Group Trustees for each Section are based on advice received from Aon Investments Limited and each Section takes into account the current and anticipated future pension liability profile and the strength of the employer's covenant.

The Group Trustees are responsible for making suitable arrangements for the investment of the assets of each Section and for monitoring the investment performance of those assets and do so with the support of their advisers.

Investment reports are received at quarterly intervals and fund manager representatives attend meetings of the Group Trustees as required to discuss the results of their management of assets against the agreed targets.

The names of those who manage each Section's investments can be found on page 64.

See Note 10 to the financial statements for details of the allocation of each Section's assets as at 31 March 2023.

Statement of Investment Principles

The Group Trustees have produced a Statement of Investment Principles ("SIP") for each Section in accordance with the requirements of Section 35 of the Pensions Act 1995 (as amended in 2004) and the Occupational Pension Schemes (Investment) Regulations 2005 (as amended in 2018 & 2019). In preparing the SIPs the Group Trustees took professional advice from Aon Investments Limited and consulted with the relevant sponsoring company of each Section.

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

- (a) ensuring compliance with the current investment requirements;
- (b) investment objectives;
- (c) investment strategy;
- (d) risk;
- (e) implementation;
- (f) governance and
- (g) additional voluntary contributions.

Within the implementation section of the SIPs, the Group Trustees include their policies in relation to:

- Members' views and non-financial factors;
- Stewardship (including voting and engagement);
- Arrangements with investment managers;
- Costs and performance; and
- Evaluation of performance and remuneration.

The Group Trustees' Engagement Policy Implementation Statement (EPIS) on page 68 provides further information on engagement and voting activities over the financial year.

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The Group Trustees are not aware of and have not been informed by the fund managers of, any departures from the SIPs during the year. The SIPs are publicly available, and the latest versions can be found within the library section on the Group's website: www.my-magnox-pension.com.

Socially Responsible Investment and Corporate Governance

The Group Trustees have delegated Socially Responsible Investment ("SRI") and corporate governance to their appointed fund managers. Where appropriate, the appointed fund managers have regard to each company's approach to social, environmental and ethical issues in assessing the long term financial merits of investing in that company. Furthermore, they may use their influence on behalf of shareholders to seek improvements in such areas if they consider the company does not comply with good practice. The Group Trustees are satisfied with the fund managers' approach to SRI and corporate governance.

Strategic changes over the year to 31 March 2023

Strategic changes across the Sections were predominantly driven by rises in gilt yields over the year to 31 March 2023, with the majority of the changes being implemented in September/October 2022 in response to sharp rises in gilt yields following the mini budget delivered by the UK Chancellor of the Exchequer, Kwasi Kwarteng.

The rises in gilt yields caused the level of collateral to fall within the leveraged LDI portfolios managed by CTI and the Group Trustees needed to arrange for cash to be transferred to the LDI portfolios to support the interest rate and inflation hedges.

In line with the Group Trustees' cashflow/liquidity policies, cash was sourced from the following managers over the year to 31 March 2023, with the proceeds transferred to the LDI portfolio of the relevant Section:

SLC Section

- PIMCO - £151m (September/October 2022), full redemption
- Insight - £96m (October 2022), full redemption
- Barings - £168m (March 2023), partial redemption

Cavendish Nuclear Section

- PIMCO - £2.1m (October 2023), partial redemption
- Schroders - £3.6m (October 2023), partial redemption
- Lindsell Train - £2.3m (October 2023), partial redemption

NNL Section

- Ruffer - £2.5m (October 2023), partial redemption
- Schroders - £1.5m (October 2023), partial redemption

In addition to releasing cash to increase the level of collateral within the NNL Section, the Group Trustees also opportunistically de-risked the Section from a target return of Gilts +1.7% p.a. to a target return of Gilts +1.2% p.a., given improvements in funding.

The Group Trustees made no material changes to the investment strategy of the Atkins Section over the year to 31 March 2023. The Section has an unleveraged LDI portfolio and therefore does not have to manage collateral levels.

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The investment strategy of each Section is due for review in the year to 31 March 2024 following finalisation of the 2022 actuarial valuations.

Investment Performance

A summary of the performance of each Section against its benchmark over the last one year and three years is given in the table below.

| Section | 1 year to 31 March 2023 | | 3 years (annualised) to 31 March 2023 | |
|-------------------|-------------------------|---------------|---------------------------------------|---------------|
| | Return (%) | Benchmark (%) | Return (%) | Benchmark (%) |
| SLC | (22.6) | (19.5) | (4.9) | (3.5) |
| Cavendish Nuclear | (35.4) | (33.6) | (10.6) | (9.3) |
| Atkins | (25.5) | (25.7) | (7.8) | (7.9) |
| NNL | (30.4) | (19.2) | (5.3) | (2.4) |

Source: Aon Investments Limited. Based on manager valuation statements available within 20 business days of quarter end.

Note: Aggregated benchmarks include absolute return / fixed return / inflation-linked targets for those managers without a market benchmark and therefore while the Group Trustees would expect to meet or exceed the aggregated benchmark over the long-term, there will be periods when the returns of each Section will not keep pace.

The 1 year and 3 year performance figures to 31 March 2023 for each Section have been driven by the rise in gilts yields during 2022. While the table focuses on the performance of each Section's assets, it is important to realise that the LDI portfolios are designed to stabilise each Section's funding level and so each Section will have experienced corresponding falls in the value placed on the liabilities.

Commentary on the relative performance of Sections is provided below.

SLC Section

The SLC section underperformed its benchmark over the one-year and three year-periods to 31 March 2023. The Section's investment managers posted a range of results in terms of performance relative to their respective benchmarks over the year, but underperformance was largely attributable to the Section's infrastructure and property managers that failed to keep pace with their fixed-return or inflation-based targets.

Cavendish Nuclear Section

The Cavendish Nuclear Section underperformed its benchmark over the one-year and three year-periods to 31 March 2023. The underperformance was mostly attributable to Schrodgers and PIMCO who underperformed against their respective fixed-return and inflation-based targets over the year.

Atkins Section

The Atkins Section performed broadly in line with its benchmark over the long term. The Section has run a passive strategy for a number of years, and therefore the assets are expected to perform in line with the benchmark over the long-term.

NNL Section

The NNL Section underperformed its benchmark over the one-year and three-year periods due to underperformance from Schrodgers and Ruffer relative to their respective inflation-based and fixed-return performance targets.

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Employer Related Investments

The Investment Regulations limits 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 Group's assets had no direct exposure to the employers participating in the Group and their associated companies as at 31 March 2023. The Group Trustees recognise that indirect investment in such companies is possible through holdings in pooled investment vehicles. However, the Group Trustees believe that the diversification across the Group's assets by asset class, manager and fund means that any indirect exposure through pooled funds is likely to be negligible at any time during the year and at year end.

AVC Investments

During the year a number of members made additional voluntary contributions (AVC investments) via insurance companies to obtain further benefits, on a money purchase basis, within the overall limits set by HM Revenue & Customs. The Group Trustees hold these assets invested separately from the main fund in the form of insurance policies. Each member receives an annual statement at the year-end confirming the amount held in his/her account and the movements in the year.

The Group Trustees changed its main AVC provider from Prudential to Aegon during the year.

Custody

The assets of the Group are subject to the overall custody and administrative control of EPTL and are held by the Scheme-wide custodian appointed by EPTL to safeguard the assets.

BNY Mellon is the custodian in relation to securities. Where certificates are available in relation to such securities, they are held by BNY 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.

The Group Trustees are responsible for instructing BNY Mellon on the day to day management of the assets of their Group.

For Group-specific funds, money at call and on 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 a bank account 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.

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Changes in Scheme Provisions

Scheme wide amendments by the Scheme Co-ordinator, Electricity Pensions Limited (EPL)

EPL may amend the provisions of the Scheme with the unanimous consent of all of the participating Principal Employers. During the year ended 31 March 2023 the following Scheme-wide amendments were made:

- Deed of Amendment dated 9 June 2022 enabling partial and full solvent buy-outs and bulk transfer without consent.
- Deed of Amendment dated 22 February 2023 for the appointment of a Sole Professional Trustee; make two minor clarificatory changes to the Scheme Rules; and clarify the Scheme's Amendment Power and notice provisions.

Changes to the Group

No changes were made to the Group rules during the year.

Change of Group Actuary

Chris Vaughan-Williams resigned from the position of Group Actuary with effect from 30 June 2023 and wrote to the Group Trustees on 19 June 2023 to confirm that "I declare that I know of no circumstances connected with my resignation which, in my opinion, significantly affect the interests of the members or prospective members of, or beneficiaries under, the Magnox Group." Damien Kelson was subsequently appointed as Group Actuary with effect from 1 July 2023.

Task Force on Climate-Related Financial Disclosures ("TCFD")

In line with the Occupational Pension Schemes (Climate Change Governance and Reporting) Regulations 2021, the Occupational Pension Schemes (Climate Change Governance and Reporting) (Miscellaneous Provisions and Amendments) Regulations 2021, and the Occupational Pension Schemes (Climate Change Governance and Reporting) Amendment, Modification and Transitional Provision) Regulations 2022, the TCFD report for the year to 31 March 2023 for the Group can be found within the library section on the Group's website: www.my-magnox-pension.com.

For more information on the Scheme's TCFD report — the Scheme trustee's identification, assessment and management of climate change risk - please visit <https://www.espspensions.co.uk/#useful-documentation>.

Guaranteed Minimum Pension ("GMP") Equalisation

The Group has undertaken a process of assessing the overall impact of the October 2018 and November 2020 rulings regarding GMP Equalisation and based on an initial assessment by the actuary the Group Trustees have not included a liability in respect of these matters in these Financial Statements as the amount is not considered to be material. They will be accounted for in the year they are determined.

**Magnox Electric Group of the Electricity Supply Pension Scheme
Annual Report and Financial Statements for the year ended 31 March 2023
Report of the Group Trustees**

Dispute Resolution Procedure

Pension legislation requires pension schemes to have procedures for the trustees to resolve disputes arising from the running of the scheme.

The Dispute Resolution Procedure for the Group is a one-stage process. A complaint from a member (including a pensioner, dependant, and deferred member) or prospective member must be addressed to the Group Trustees at the Pensions Department, Oldbury Technical Centre, Oldbury Naite, South Gloucestershire, BS35 1RQ, stating your full name and the details of your complaint. In normal circumstances your complaint will be acknowledged within one week and you will receive a written reply within four months. In practice the Group Trustees will review your complaint at its next meeting.

You will be notified of the Group Trustees' decision usually within fifteen days of the meeting.

This procedure has been introduced to comply with legislative requirements and does not preclude any member from raising any queries regarding the Group informally at any time.

The Report of the Group Trustees, as well as the Report on Actuarial Liabilities on pages 22 to 24, were approved by the Group Trustees and signed on their behalf on Oct 11, 2023.....:

Lisa Thomas (Oct 11, 2023 11:50 GMT+1)

Group Trustee

Group Trustee

Independent auditors' statement about contributions to the Group Trustee of Magnox Electric Group of the Electricity Supply Pension Scheme

Statement about contributions

Opinion

In our opinion, the contributions required by the schedules of contributions for the Group year ended 31 March 2023 as reported in Magnox Electric Group of the Electricity Supply Pension Scheme's summary of contributions have, in all material respects, been paid in accordance with the schedules of contributions certified by the Group actuary on the dates detailed on page 17.

We have examined Magnox Electric Group of the Electricity Supply Pension Scheme's summary of contributions for the Group year ended 31 March 2023 which is set out on pages 16 and 17.

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 schedules 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

12 October 2023

Magnox Electric Group of the Electricity Supply Pension Scheme
Annual Report and Financial Statements for the year ended 31 March 2023
Contributions

Summary of contributions payable to the Magnox Electric Group of the Electricity Supply Pension Scheme

During the year ended 31 March 2023, the contributions required by the schedules of contributions were as follows:

Site Licence Company Section

| | Employer £ million | Employee £ million | Total £ million |
|---|-------------------------------|-------------------------------|----------------------------|
| Required by the schedule of contributions | | | |
| Normal* | 20.3 | - | 20.3 |
| Total (as reported on by the Group auditors) | 20.3 | - | 20.3 |
| Other contributions payable | | | |
| Other | 0.8 | - | 0.8 |
| AVCs | 1.4 | 0.1 | 1.5 |
| Total (as per Fund Account) | 22.5 | 0.1 | 22.6 |

*Under salary sacrifice arrangements, £3.1m of contributions were met by the Employer rather than the Employees and are included in the £20.3m above.

Cavendish Nuclear Section

| | Employer £ million | Employee £ million | Total £ million |
|--|-------------------------------|-------------------------------|----------------------------|
| Required by the schedule of contributions | | | |
| Normal* | 1.3 | - | 1.3 |
| Total (as per Fund Account) | 1.3 | - | 1.3 |

*Under salary sacrifice arrangements, £0.1m of contributions were met by the Employer rather than the Employees and are included in the £1.3m above.

Magnox Electric Group of the Electricity Supply Pension Scheme
Annual Report and Financial Statements for the year ended 31 March 2023
Contributions

Atkins Section

| | Employer £ million | Employee £ million | Total £ million |
|--|-----------------------|-----------------------|--------------------|
| Required by the schedule of contributions | | | |
| Normal | 0.1 | - | 0.1 |
| Total (as per Fund Account) | 0.1 | - | 0.1 |

National Nuclear Laboratory Section

| | Employer £ million | Employee £ million | Total £ million |
|---|-----------------------|-----------------------|--------------------|
| Required by the schedules of contributions | | | |
| Normal | 0.1 | - | 0.1 |
| Deficit | 0.2 | - | 0.2 |
| Total (as per Fund Account) | 0.3 | - | 0.3 |

Summary of Schedules of Contributions in force during the year ended 31 March 2023:

| Section | Date of certification of Schedule(s) |
|-----------------------------|--------------------------------------|
| Site Licence Company | 10 June 2020 |
| Cavendish Nuclear | 31 March 2020 |
| Atkins | 13 March 2020 |
| National Nuclear Laboratory | 7 February 2020 and 15 February 2023 |

Approved by the Group Trustees and signed on their behalf on Oct 11, 2023:

Lisa Thomas (Oct 11, 2023 11:50 GMT+1)

Group Trustee

Group Trustee

**Magnox Electric Group of the Electricity Supply Pension Scheme
Annual Report and Financial Statements for the year ended 31 March 2023
Contributions**

Certification of schedule of contributions

Name of scheme: Magnox Electric Group of the Electricity Supply Pension Scheme
Cavendish Nuclear Section

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 2022 to be met by the end of 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 28 April 2023.

The certification of the adequacy of the rates of contributions for the purpose of securing that the statutory funding objective can be expected to be met is not a certification of their adequacy for the purpose of securing the Section's liabilities by the purchase of annuities, if the Section were to be wound up.

| | | | |
|-----------|---|------------------|--|
| Signature | <i>Chris Vaughan-Williams</i> | Date | 28 April 2023 |
| Name | Chris Vaughan-Williams | Qualification | Fellow of the Institute and Faculty of Actuaries |
| Address | 1 Redcliff Street Bristol BS1 6NP | Name of employer | Aon Solutions UK Limited |

**Magnox Electric Group of the Electricity Supply Pension Scheme
Annual Report and Financial Statements for the year ended 31 March 2023
Contributions**

Certification of schedule of contributions

Name of scheme: Magnox Electric Group of the Electricity Supply Pension Scheme
Atkins Section

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 2022 to be met by the end of 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 28 April 2023.

The certification of the adequacy of the rates of contributions for the purpose of securing that the statutory funding objective can be expected to be met is not a certification of their adequacy for the purpose of securing the Section's liabilities by the purchase of annuities, if the Section were to be wound up.

| | | | |
|-----------|---|------------------|--|
| Signature | <i>Chris Vaughan-Williams</i> | Date | 28 April 2023 |
| Name | Chris Vaughan-Williams | Qualification | Fellow of the Institute and Faculty of Actuaries |
| Address | 1 Redcliff Street Bristol BS1 6NP | Name of employer | Aon Solutions UK Limited |

**Magnox Electric Group of the Electricity Supply Pension Scheme
Annual Report and Financial Statements for the year ended 31 March 2023
Contributions**

Certification of schedule of contributions

Name of scheme: Magnox Electric Group of the Electricity Supply Pension Scheme
National Nuclear Laboratories Section

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 2022 to be met by the end of 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 15 February 2023.

The certification of the adequacy of the rates of contributions for the purpose of securing that the statutory funding objective can be expected to be met is not a certification of their adequacy for the purpose of securing the Section's liabilities by the purchase of annuities, if the Section were to be wound up.

| | | | |
|-----------|---|------------------|--|
| Signature | <i>Chris Vaughan-Williams</i> | Date | 15 February 2023 |
| Name | Chris Vaughan-Williams | Qualification | Fellow of the Institute and Faculty of Actuaries |
| Address | 1 Redcliff Street Bristol BS1 6NP | Name of employer | Aon Solutions UK Limited |

Magnox Electric Group of the Electricity Supply Pension Scheme
Annual Report and Financial Statements for the year ended 31 March 2023
Contributions

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 assessed every three years using assumptions agreed between the Group Trustees and the Employer and set out in each Section's Statement of Funding Principles, a copy of which is available to Group members on request.

The most recent triennial actuarial valuations of the SLC, Cavendish Nuclear, Atkins and NNL Sections of the Group were carried out as at 31 March 2022, and the results are set out in the table below:

| 31 March 2022 | SLC | Cavendish Nuclear | Atkins | NNL |
|--|------------|--------------------------|---------------|------------|
| Value of technical provisions | £3,303.6m | £85.1m | £64.3m | £12.5m |
| Value of assets available to meet technical provisions | £3,415.8m | £85.9m | £70.1m | £13.2m |
| Funding level as a percentage of technical provisions | 103% | 101% | 109% | 106% |

An approximate update was performed as at 31 March 2023 for each Section and the resulting estimated funding level on each Section's technical provisions measure is set out in the table below:

| 31 March 2023 | SLC | Cavendish Nuclear | Atkins | NNL |
|--|------------|--------------------------|---------------|------------|
| Approximate funding level (technical provisions) | 104% | 98% | 113% | 104% |

The value of the technical provisions is based on Pensionable Service to the valuation date and assumptions about various factors that will influence each Section 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 significant actuarial assumptions used in these calculations are as follows:

Method

The actuarial method used in the calculation of the technical provisions for each Section is the Projected Unit Method.

Magnox Electric Group of the Electricity Supply Pension Scheme
Annual Report and Financial Statements for the year ended 31 March 2023
Contributions

Significant actuarial assumptions

| | |
|-------------------|---|
| Discount rate | <p><u>SLC</u> The gilt yield curve at the valuation date plus a risk premium of 1.0% per annum.</p> <p><u>Cavendish Nuclear</u> The gilt yield curve at the valuation date plus a risk premium of 0.5% per annum.</p> <p><u>Atkins</u> The gilt yield curve at the valuation date.</p> <p><u>NNL</u> The gilt yield curve at the valuation date plus a risk premium of 0.7% per annum.</p> |
| RPI inflation | Break-even inflation derived from the difference between the yields on fixed interest and index-linked gilt curves at the valuation date. |
| CPI inflation | <p>Equal to the RPI inflation curve less a best estimate of the gap between RPI inflation and CPI inflation.</p> <p>At 31 March 2022, the best estimate of the gap between RPI inflation and CPI inflation was 1.0% p.a. for the period to February 2030 and 0.1% p.a. thereafter.</p> <p>The difference between the long-term assumption for RPI and CPI inflation may vary over time.</p> |
| Pension increases | <p>The valuation results at 31 March 2022 and the annual update at 31 March 2023 reflect the actual increases that were granted to members' pensions in April 2022 and April 2023.</p> <p>Future pension increase assumptions for pension in excess of GMP are derived from the RPI inflation assumption, allowing for the minimum annual increase and for RPI inflation to vary from year to year.</p> <p>Pension increase assumptions for post 88 GMPs are derived from the CPI inflation assumption allowing for the maximum and minimum annual increase, and for CPI inflation to vary from year to year.</p> |

Magnox Electric Group of the Electricity Supply Pension Scheme
Annual Report and Financial Statements for the year ended 31 March 2023
Contributions

| | |
|--|---|
| Pay increases | <p><u>SLC</u> Equal to RPI inflation plus an allowance for promotional increases.</p> <p><u>Cavendish Nuclear</u> Equal to CPI inflation plus 0.5% per annum together with the allowance for promotional increases.</p> <p><u>Atkins</u> Equal to RPI inflation.</p> <p><u>NNL</u> Equal to RPI inflation plus an allowance for promotional increases.</p> |
| Post-retirement mortality assumption – base table | <p><u>SLC</u> SAPS S3P All tables for males and SAPS S3P Middle tables for females with 100% scaling factor for non-pensioner members and 95% for pensioner members.</p> <p><u>Cavendish Nuclear</u> SAPS S3P All tables for males and SAPS S3P Middle tables for females with 95% scaling factor for all members.</p> <p><u>Atkins</u> SAPS S3P Light tables with 100% scaling factor for all members.</p> <p><u>NNL</u> SAPS S3P Light tables with 105% scaling factor for all members.</p> |
| Post-retirement mortality assumption – future improvements | CMI 2021 projections with initial addition to mortality improvements (A) of 0.5%, smoothing parameter (S_k) of 7.0 and a long-term improvement rate of 1.5% p.a. |

Recovery plans

Recovery plan arrangements are not required for any of the Sections as none of them declared a funding deficit at the last actuarial valuation as at 31 March 2022. Contribution requirements were formalised in Schedules of Contributions, which the Group Actuary certified. Copies of the certificates can be found on pages 18 to 21 of this annual report.

Next actuarial valuation

The next triennial valuation for each Section will be performed as at 31 March 2025. There will also be an approximate annual update produced for each Section as at 31 March 2024.

Independent auditors' report to the Group Trustee of Magnox Electric Group of the Electricity Supply Pension Scheme

Report on the audit of the financial statements

Opinion

In our opinion, Magnox Electric 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 2023, 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 2023; 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, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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.

Magnox Electric Group of the Electricity Supply Pension Scheme
Annual Report and Financial Statements for the year ended 31 March 2023
Financial Statements

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.

Magnox Electric Group of the Electricity Supply Pension Scheme
Annual Report and Financial Statements for the year ended 31 March 2023
Financial Statements

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

12 October 2023

Magnox Electric Group of the Electricity Supply Pension Scheme
Annual Report and Financial Statements for the year ended 31 March 2023
Financial Statements

Fund Account for the year to 31 March 2023

| | Note | SLC Section 2023 £ million | CN Section 2023 £ million | Atkins Section 2023 £ million | NNL Section 2023 £ million | Total 2023 £ million | <i>Total 2022 £ million</i> |
|---|------|-------------------------------------|------------------------------------|--|-------------------------------------|-------------------------------------|-------------------------------------|
| Additions from dealings with members | | | | | | | |
| Employer contributions | 5 | 22.5 | 1.3 | 0.1 | 0.3 | 24.2 | 25.2 |
| Employee contributions | 5 | 0.1 | - | - | - | 0.1 | 0.2 |
| Total contributions | | 22.6 | 1.3 | 0.1 | 0.3 | 24.3 | 25.4 |
| Other income | 6 | - | - | - | - | - | 0.1 |
| | | <u>22.6</u> | <u>1.3</u> | <u>0.1</u> | <u>0.3</u> | <u>24.3</u> | <u>25.5</u> |
| Withdrawals from dealings with members | | | | | | | |
| Benefits paid or payable | 7 | (123.8) | (1.1) | (1.2) | (0.4) | (126.5) | (122.0) |
| Payments to and on account of leavers | 8 | (15.0) | - | - | - | (15.0) | (8.1) |
| | | <u>(138.8)</u> | <u>(1.1)</u> | <u>(1.2)</u> | <u>(0.4)</u> | <u>(141.5)</u> | <u>(130.1)</u> |
| Net (withdrawals) / additions from dealings with members | | <u>(116.2)</u> | <u>0.2</u> | <u>(1.1)</u> | <u>(0.1)</u> | <u>(117.2)</u> | <u>(104.6)</u> |
| Returns on investments | | | | | | | |
| Investment income | 9 | 61.3 | 0.3 | 1.5 | - | 63.1 | 56.7 |
| Change in market value of investments | 10 | (839.1) | (30.7) | (18.4) | (3.9) | (892.1) | 195.3 |
| Investment management expenses | 11 | (2.9) | - | - | - | (2.9) | (1.0) |
| Net returns on investments | | <u>(780.7)</u> | <u>(30.4)</u> | <u>(16.9)</u> | <u>(3.9)</u> | <u>(831.9)</u> | <u>251.0</u> |
| Net (decrease)/increase in the fund | | <u>(896.9)</u> | <u>(30.2)</u> | <u>(18.0)</u> | <u>(4.0)</u> | <u>(949.1)</u> | <u>146.4</u> |
| Opening net assets | | 3,429.5 | 86.6 | 70.1 | 13.3 | 3,599.5 | 3,453.1 |
| Closing net assets | | <u>2,532.6</u> | <u>56.4</u> | <u>52.1</u> | <u>9.3</u> | <u>2,650.4</u> | <u>3,599.5</u> |

The accompanying notes on pages 30 to 57 form an integral part of these financial statements.

Magnox Electric Group of the Electricity Supply Pension Scheme
Annual Report and Financial Statements for the year ended 31 March 2023
Financial Statements

Statement of Net Assets Available for Benefits as at 31 March 2023

| | Note | SLC Section 2023 £ million | CN Section 2023 £ million | Atkins Section 2023 £ million | NNL Section 2023 £ million | Total 2023 £ million | Total 2022 £ million |
|--|------|-------------------------------------|------------------------------------|--|-------------------------------------|----------------------------|----------------------------|
| Investment assets | | | | | | | |
| Equities | 10 | - | - | - | 0.3 | 0.3 | 1.4 |
| Bonds | 10 | 155.3 | - | - | 0.5 | 155.8 | 172.2 |
| Property loan assets | 10 | 112.3 | - | - | - | 112.3 | 136.1 |
| Pooled investment vehicles | 13 | 2,237.2 | 55.5 | 20.6 | 8.0 | 2,321.3 | 3,220.8 |
| Derivatives | 14 | 28.5 | - | - | - | 28.5 | 15.7 |
| Insurance policies | 15 | - | - | 31.3 | - | 31.3 | 42.2 |
| AVC investments | 16 | 12.5 | 0.7 | - | - | 13.2 | 14.5 |
| Cash | 17 | 3.5 | - | 0.2 | 0.2 | 3.9 | 2.2 |
| Other investment balances | 17 | 1.8 | - | - | - | 1.8 | 2.9 |
| | | <u>2,551.1</u> | <u>56.2</u> | <u>52.1</u> | <u>9.0</u> | <u>2,668.4</u> | <u>3,608.0</u> |
| Investment liabilities | | | | | | | |
| Derivatives | 14 | (22.3) | - | - | - | (22.3) | (10.8) |
| Other investment balances | 17 | - | - | - | - | - | (0.1) |
| | | <u>(22.3)</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>(22.3)</u> | <u>(10.9)</u> |
| Total net investments | | <u>2,528.8</u> | <u>56.2</u> | <u>52.1</u> | <u>9.0</u> | <u>2,646.1</u> | <u>3,597.1</u> |
| Current assets | 22 | 4.5 | 0.2 | - | 0.3 | 5.0 | 4.6 |
| Current liabilities | 23 | (0.7) | - | - | - | (0.7) | (2.2) |
| Total net assets available for benefits | | <u>2,532.6</u> | <u>56.4</u> | <u>52.1</u> | <u>9.3</u> | <u>2,650.4</u> | <u>3,599.5</u> |

The financial statements summarise the transactions of the Group and deal with the net assets 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 Group year. The actuarial position of the Group, which takes into account such obligations, is dealt with in the Report on Actuarial Liabilities included within this Annual Report on pages 22 to 24, and these financial statements should be read in conjunction with this report.

The financial statements on pages 28 to 57 were approved by the Group Trustees on Oct 11, 2023.

Signed on behalf of the Group Trustees:

Lisa Thomas (Oct 11, 2023 11:50 GMT+1)

Group Trustee

Group Trustee

Magnox Electric Group of the Electricity Supply Pension Scheme
Annual Report and Financial Statements for the year ended 31 March 2023
Financial Statements

Notes to the financial statements

1. Basis of preparation

The individual financial statements of Magnox Electric 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 Magnox Electric Group of the Electricity Supply Pension Scheme is established as a trust under English law. The Electricity Supply Pension Scheme 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 relating to specific benefit entitlements is Railpen Limited, 2 Rye Hill Office Park, Birmingham Road, Coventry, CV5 9AB. The address of the Scheme's principal office is C/O Capita – ESPS Team, Highdown House, Yeoman Way, Worthing, West Sussex BN99 3HH.

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3. Comparative disclosures for the Fund Account and Statement of Net Assets Available for Benefits

Fund Account for the year to 31 March 2022

| | Note | <i>SLC</i> Section 2022 £ million | <i>CN</i> Section 2022 £ million | <i>Atkins</i> Section 2022 £ million | <i>NNL</i> Section 2022 £ million | Total 2022 £ million |
|---|------|--|---|---|--|-------------------------------------|
| Additions from dealings with members | | | | | | |
| Employer contributions | 5 | 23.3 | 1.5 | 0.1 | 0.3 | 25.2 |
| Employee contributions | 5 | 0.2 | - | - | - | 0.2 |
| Total contributions | | <u>23.5</u> | <u>1.5</u> | <u>0.1</u> | <u>0.3</u> | 25.4 |
| Other income | 6 | - | 0.1 | - | - | 0.1 |
| | | <u>23.5</u> | <u>1.6</u> | <u>0.1</u> | <u>0.3</u> | 25.5 |
| Withdrawals from dealings with members | | | | | | |
| Benefits paid or payable | 7 | (118.5) | (1.8) | (1.5) | (0.2) | (122.0) |
| Payments to and on account of leavers | 8 | (8.1) | - | - | - | (8.1) |
| | | <u>(126.6)</u> | <u>(1.8)</u> | <u>(1.5)</u> | <u>(0.2)</u> | (130.1) |
| Net (withdrawals) / additions from dealings with members | | <u>(103.1)</u> | <u>(0.2)</u> | <u>(1.4)</u> | <u>0.1</u> | (104.6) |
| Returns on investments | | | | | | |
| Investment income | 9 | 54.3 | 0.7 | 1.5 | 0.2 | 56.7 |
| Change in market value of investments | 10 | 190.3 | 3.2 | 1.1 | 0.7 | 195.3 |
| Investment management expenses | 11 | (0.8) | (0.1) | - | (0.1) | (1.0) |
| Net returns on investments | | <u>243.8</u> | <u>3.8</u> | <u>2.6</u> | <u>0.8</u> | 251.0 |
| Net increase / (decrease) in the fund | | <u>140.7</u> | <u>3.6</u> | <u>1.2</u> | <u>0.9</u> | 146.4 |
| Opening net assets | | 3,288.8 | 83.0 | 68.9 | 12.4 | 3,453.1 |
| Closing net assets | | <u>3,429.5</u> | <u>86.6</u> | <u>70.1</u> | <u>13.3</u> | 3,599.5 |

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Statement of Net Assets Available for Benefits as at 31 March 2022

| | Note | SLC Section 2022 £ million | CN Section 2022 £ million | Atkins Section 2022 £ million | NNL Section 2022 £ million | Total 2022 £ million |
|--|------|-------------------------------------|------------------------------------|--|-------------------------------------|----------------------------|
| Investment assets | | | | | | |
| Equities | 10 | - | - | - | 1.4 | 1.4 |
| Bonds | 10 | 170.9 | - | - | 1.3 | 172.2 |
| Property loan assets | 10 | 136.1 | - | - | - | 136.1 |
| Pooled investment vehicles | 13 | 3,097.2 | 85.9 | 27.8 | 9.9 | 3,220.8 |
| Derivatives | 14 | 15.7 | - | - | - | 15.7 |
| Insurance policies | 15 | - | - | 42.2 | - | 42.2 |
| AVC investments | 16 | 13.7 | 0.7 | - | 0.1 | 14.5 |
| Cash | 17 | 1.8 | - | - | 0.4 | 2.2 |
| Other investment balances | 17 | 2.9 | - | - | - | 2.9 |
| | | <u>3,438.3</u> | <u>86.6</u> | <u>70.0</u> | <u>13.1</u> | <u>3,608.0</u> |
| Investment liabilities | | | | | | |
| Derivatives | 14 | (10.8) | - | - | - | (10.8) |
| Other investment balances | 17 | (0.1) | - | - | - | (0.1) |
| | | <u>(10.9)</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>(10.9)</u> |
| Total net investments | | <u>3,427.4</u> | <u>86.6</u> | <u>70.0</u> | <u>13.1</u> | <u>3,597.1</u> |
| Current assets | 22 | 3.6 | 0.3 | 0.5 | 0.2 | 4.6 |
| Current liabilities | 23 | (1.5) | (0.3) | (0.4) | - | (2.2) |
| Total net assets available for benefits | | <u>3,429.5</u> | <u>86.6</u> | <u>70.1</u> | <u>13.3</u> | <u>3,599.5</u> |

4. Summary of significant accounting policies

The principal accounting policies applied in the preparation of these Annual Report and 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, are generally accounted for on an accruals basis in the payroll period to which they relate. In the case of employee contributions this is when they are deducted from pay.

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Employers' augmentation contributions, Rule 29 and Supplementary 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 Schedules 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 are accounted for when the Group Trustees are notified of the members' decision to leave the Group.

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 Group, 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.

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.

Income from bonds is accounted for on an accruals basis and includes income bought and sold on purchases and sales of bonds. 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.

Income arising from annuity policies is included in investment income on an accruals basis.

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.

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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:

- Equities, bonds and 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 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;
- Forward foreign exchange contracts (FFX) are valued at the gain or loss that would arise from closing out the contract at the reporting date by entering into an equal and opposite contract at that date.
- Annuity (insurance) policies are valued by the Group Actuary at the amount of the related obligation, determined using the most recent Group funding valuation assumptions updated for market conditions at the reporting date.

Accrued interest is excluded from the market value of bonds, but is included in investment income receivable.

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 on pages 47 to 49.

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5. Contributions

| | SLC Section 2023 £ million | CN Section 2023 £ million | Atkins Section 2023 £ million | NNL Section 2023 £ million | Total 2023 £ million |
|---|-------------------------------------|------------------------------------|--|-------------------------------------|-------------------------------------|
| Employers: | | | | | |
| - Normal ¹ | 20.3 | 1.3 | 0.1 | 0.1 | 21.8 |
| - Deficit funding ² | - | - | - | 0.2 | 0.2 |
| - Augmentations (Contractual early retirements) | - | - | - | - | - |
| - Supplementary pensions funding ³ | - | - | - | - | - |
| - Other | | | | | |
| - Rule 29 | 0.8 | - | - | - | 0.8 |
| - Salary sacrifice AVC | 1.4 | - | - | - | 1.4 |
| Employees: | | | | | |
| - AVCs | 0.1 | - | - | - | 0.1 |
| | <u>22.6</u> | <u>1.3</u> | <u>0.1</u> | <u>0.3</u> | <u>24.3</u> |

| | SLC Section 2022 £ million | CN Section 2022 £ million | Atkins Section 2022 £ million | NNL Section 2022 £ million | Total 2022 £ million |
|---|-------------------------------------|------------------------------------|--|-------------------------------------|-------------------------------------|
| Employers: | | | | | |
| - Normal ¹ | 20.9 | 1.4 | 0.1 | 0.1 | 22.5 |
| - Deficit funding ² | - | - | - | 0.2 | 0.2 |
| - Augmentations (Contractual early retirements) | 0.3 | - | - | - | 0.3 |
| - Supplementary pensions funding ³ | - | 0.1 | - | - | 0.1 |
| - Other | | | | | |
| - Rule 29 | 0.7 | - | - | - | 0.7 |
| - Salary sacrifice AVC | 1.4 | - | - | - | 1.4 |
| Employees: | | | | | |
| - AVCs | 0.2 | - | - | - | 0.2 |
| | <u>23.5</u> | <u>1.5</u> | <u>0.1</u> | <u>0.3</u> | <u>25.4</u> |

¹Included within Normal Employers are contributions that were met by the employer rather than the employees under the salary sacrifice arrangement. The salary sacrifice contributions for the SLC Section were £3.1 million (2022: £3.1 million), and for the Cavendish Nuclear Section £0.1 million (2022: £0.2 million).

² Deficit funding contributions were paid for the NNL Section as a result of the funding deficit declared in the Actuarial Valuation under the terms of the agreement between the Employer and the Group Actuary. £150,000 was received in the year to 31 March 2023 and £200,000 in the year to 31 March 2022. No further deficit contributions are due to any of the Sections.

³ Supplementary pensions funding represents Employer contributions payable to meet contractual additional benefits on early retirement including Rule 32 payments (grant of special terms).

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6. Other income

| | SLC Section 2023 £ million | CN Section 2023 £ million | Atkins Section 2023 £ million | NNL Section 2023 £ million | Total 2023 £ million |
|-----------------------------------|-------------------------------------|------------------------------------|--|-------------------------------------|-------------------------------------|
| Claims on term insurance policies | - | - | - | - | - |

| | SLC Section 2022 £ million | CN Section 2022 £ million | Atkins Section 2022 £ million | NNL Section 2022 £ million | Total 2022 £ million |
|-----------------------------------|-------------------------------------|------------------------------------|--|-------------------------------------|-------------------------------------|
| Claims on term insurance policies | - | 0.1 | - | - | 0.1 |

7. Benefits paid or payable

| | SLC Section 2023 £ million | CN Section 2023 £ million | Atkins Section 2023 £ million | NNL Section 2023 £ million | Total 2023 £ million |
|--|-------------------------------------|------------------------------------|--|-------------------------------------|-------------------------------------|
| Pensions | 113.8 | 1.1 | 1.2 | 0.2 | 116.3 |
| Lump sum retirement benefits and commutations | 8.2 | - | - | - | 8.2 |
| Purchase of annuities on retirement (AVCs) | 1.5 | - | - | 0.1 | 1.6 |
| Lump sum death benefits (in service) | - | - | - | 0.1 | 0.1 |
| Lump sum death benefits (in retirement) | 0.2 | - | - | - | 0.2 |
| Taxation where lifetime or annual allowance exceeded | 0.1 | - | - | - | 0.1 |
| | <u>123.8</u> | <u>1.1</u> | <u>1.2</u> | <u>0.4</u> | <u>126.5</u> |

| | SLC Section 2022 £ million | CN Section 2022 £ million | Atkins Section 2022 £ million | NNL Section 2022 £ million | Total 2022 £ million |
|--|-------------------------------------|------------------------------------|--|-------------------------------------|-------------------------------------|
| Pensions | 110.1 | 1.0 | 1.1 | 0.2 | 112.4 |
| Lump sum retirement benefits and commutations | 7.2 | 0.4 | - | - | 7.6 |
| Purchase of annuities on retirement (AVCs) | 0.9 | 0.1 | 0.4 | - | 1.4 |
| Lump sum death benefits (in service) | - | 0.3 | - | - | 0.3 |
| Lump sum death benefits (in retirement) | 0.1 | - | - | - | 0.1 |
| Taxation where lifetime or annual allowance exceeded | 0.2 | - | - | - | 0.2 |
| | <u>118.5</u> | <u>1.8</u> | <u>1.5</u> | <u>0.2</u> | <u>122.0</u> |

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.

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8. Payments to and on account of leavers

| | SLC Section 2023 £ million | CN Section 2023 £ million | Atkins Section 2023 £ million | NNL Section 2023 £ million | Total 2023 £ million |
|---|-------------------------------------|------------------------------------|--|-------------------------------------|----------------------------|
| Purchase of annuities to match preserved benefits | 0.1 | - | - | - | 0.1 |
| Transfer values paid to other pension schemes: | | | | | |
| - Individual transfers | 13.9 | - | - | - | 13.9 |
| - Individual transfers - AVCs | 1.0 | - | - | - | 1.0 |
| | <u>14.9</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>14.9</u> |

| | SLC Section 2022 £ million | CN Section 2022 £ million | Atkins Section 2022 £ million | NNL Section 2022 £ million | Total 2022 £ million |
|---|-------------------------------------|------------------------------------|--|-------------------------------------|----------------------------|
| Purchase of annuities to match preserved benefits | - | - | - | - | - |
| Transfer values paid to other pension schemes: | | | | | |
| - Individual transfers | 8.1 | - | - | - | 8.1 |
| - Individual transfers - AVCs | - | - | - | - | - |
| | <u>8.1</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>8.1</u> |

9. Investment income

| | SLC Section 2023 £ million | CN Section 2023 £ million | Atkins Section 2023 £ million | NNL Section 2023 £ million | Total 2023 £ million |
|--|-------------------------------------|------------------------------------|--|-------------------------------------|----------------------------|
| Income from bonds | 6.5 | - | - | - | 6.5 |
| Income from property loan assets | 6.5 | - | - | - | 6.5 |
| Income from pooled investment vehicles | 50.8 | 0.3 | 0.4 | - | 51.5 |
| Income from insurance policies | - | - | 1.1 | - | 1.1 |
| Interest on cash deposits | 0.2 | - | - | - | 0.2 |
| Net interest on swaps | (2.7) | - | - | - | (2.7) |
| | <u>61.3</u> | <u>0.3</u> | <u>1.5</u> | <u>-</u> | <u>63.1</u> |

| | SLC Section 2022 £ million | CN Section 2022 £ million | Atkins Section 2022 £ million | NNL Section 2022 £ million | Total 2022 £ million |
|--|-------------------------------------|------------------------------------|--|-------------------------------------|----------------------------|
| Income from bonds | 6.1 | - | - | - | 6.1 |
| Income from property loan assets | 8.9 | - | - | - | 8.9 |
| Income from pooled investment vehicles | 39.7 | 0.7 | 0.5 | 0.2 | 41.1 |
| Income from insurance policies | - | - | 1.0 | - | 1.0 |
| Interest on cash deposits | - | - | - | - | - |
| Net interest on swaps | (0.4) | - | - | - | (0.4) |
| | <u>54.3</u> | <u>0.7</u> | <u>1.5</u> | <u>0.2</u> | <u>56.7</u> |

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10. Reconciliation of net investments

Investment movements – SLC Section

| | Value at 01.04.2022 £ million | Purchases at cost and derivative payments £ million | Sales proceeds and derivative receipts £ million | Change in market Value £ million | Value at 31.03.2023 £ million |
|------------------------------|-------------------------------------|--|---|---|-------------------------------------|
| Bonds | 170.9 | 4.7 | (5.1) | (15.2) | 155.3 |
| Property loan assets | 136.1 | 40.2 | (58.3) | (5.7) | 112.3 |
| Pooled investment vehicles | 3,097.2 | 627.8 | (676.1) | (811.7) | 2,237.2 |
| Derivatives – net | 4.9 | 24.8 | (12.5) | (11.0) | 6.2 |
| AVC investments | 13.7 | 1.7 | (2.9) | - | 12.5 |
| | <u>3,422.8</u> | <u>699.2</u> | <u>(754.9)</u> | <u>(843.6)</u> | <u>2,523.5</u> |
| Cash deposits | 1.8 | | | | 3.5 |
| Other investment balances | 2.8 | | | | 1.8 |
| Net investment assets | <u><u>3,427.4</u></u> | | | | <u><u>2,528.8</u></u> |

Change in market value – SLC Section

| | 2023 £ million | 2022 £ million |
|---|-------------------|-------------------|
| Change in market value shown above | (843.6) | 187.9 |
| Exchange gains | 4.5 | 2.4 |
| Change in market value per fund account | <u>(839.1)</u> | <u>190.3</u> |

Derivative investments include instruments often with a short duration that are traded regularly, principally forward currency exchange contracts. As a result the purchases and sales figures are large because they reflect the turnover of such transactions during the course of the year.

Investment transaction costs

Transaction costs incurred during the year amounted to £nil (2022: £nil). 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.

The funds in which the Group invests have different trading dates and some have notice periods which would have prevented the Group from realising these assets at the year-end date. Where the Group invests in limited partnerships it is not possible to 'trade' the holdings during the lifetime of the fund. However, the Group Trustees may transfer the interest to another party with the approval of the general partner. The transfer would typically be arranged via a competitive auction process with the interest being transferred to the investor(s) with the highest bid. Although there have been precedent competitive auctions for infrastructure assets where a sale price close to or even above the current valuation has been achieved, there is no guarantee that the Group will be able transfer its limited partner interests or achieve an attractive sale price at auction.

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Investment movements – Cavendish Nuclear Section

| | Value at 01.04.2022 £ million | Purchases at cost £ million | Sales proceeds £ million | Change in market value £ million | Value at 31.03.2023 £ million |
|------------------------------|-------------------------------------|-----------------------------------|--------------------------------|---|-------------------------------------|
| Pooled investment vehicles | 85.9 | 65.9 | (65.6) | (30.7) | 55.5 |
| AVC investments | 0.7 | - | - | - | 0.7 |
| Net investment assets | 86.6 | 65.9 | (65.6) | (30.7) | 56.2 |

Investment transaction costs

Transaction costs incurred during the year amounted to £nil (2022: £nil). 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.

Investment movements – Atkins Section

| | Value at 01.04.2022 £ million | Purchases at cost £ million | Sales proceeds £ million | Change in market value £ million | Value at 31.03.2023 £ million |
|------------------------------|-------------------------------------|-----------------------------------|--------------------------------|---|-------------------------------------|
| Pooled investment vehicles | 27.8 | 1.3 | (1.0) | (7.5) | 20.6 |
| Insurance policies | 42.2 | - | - | (10.9) | 31.3 |
| Net investment assets | 70.0 | 1.3 | (1.0) | (18.4) | 51.9 |
| Cash deposits | - | - | - | - | 0.2 |
| Net investment assets | 70.0 | - | - | - | 52.1 |

Investment transaction costs

Transaction costs incurred during the year amounted to £nil (2022: £nil). 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.

Investment movements – NNL Section

| | Value at 01.04.2022 £ million | Purchases at cost £ million | Sales proceeds £ million | Change in market value £ million | Value at 31.03.2023 £ million |
|------------------------------|-------------------------------------|-----------------------------------|--------------------------------|---|-------------------------------------|
| Equities | 1.4 | 0.5 | (1.5) | (0.1) | 0.3 |
| Bonds | 1.3 | 2.5 | (3.1) | (0.2) | 0.5 |
| Pooled investment vehicles | 9.9 | 9.9 | (8.3) | (3.5) | 8.0 |
| Derivatives | - | 0.1 | - | (0.1) | - |
| AVC investments | 0.1 | - | (0.1) | - | - |
| | 12.7 | 13.0 | (13.0) | (3.9) | 8.8 |
| Cash deposits | 0.4 | - | - | - | 0.2 |
| Net investment assets | 13.1 | - | - | - | 9.0 |

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Investment transaction costs

Transaction costs incurred during the year amounted to £nil (2022: £nil). 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. Investment management expenses

Investment management expenses 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.

| | SLC Section 2023 £ million | CN Section 2023 £ million | Atkins Section 2023 £ million | NNL Section 2023 £ million | Total 2023 £ million |
|------------------------------------|-------------------------------------|------------------------------------|--|-------------------------------------|-------------------------------------|
| Administration and management fees | 1.4 | - | - | - | 1.4 |
| Other advisory fees | 1.5 | - | - | - | 1.5 |
| | <u>2.9</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>2.9</u> |

| | SLC Section 2022 £ million | CN Section 2022 £ million | Atkins Section 2022 £ million | NNL Section 2022 £ million | Total 2022 £ million |
|------------------------------------|-------------------------------------|------------------------------------|--|-------------------------------------|-------------------------------------|
| Administration and management fees | (0.1) | 0.1 | - | 0.1 | 0.1 |
| Other advisory fees | 0.9 | - | - | - | 0.9 |
| | <u>0.8</u> | <u>0.1</u> | <u>-</u> | <u>0.1</u> | <u>1.0</u> |

12. Taxation

The ESPS is a registered Pension Scheme under Chapter 2 of Part 4 of the Finance Act 2004 and is therefore exempt from income tax and capital gains tax.

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13. Pooled investment vehicles

The **SLC Section's** investment in pooled investment vehicles at the year-end comprised:

| | 2023 | 2022 |
|------------------------------|-----------------------|------------------|
| | £ million | <i>£ million</i> |
| Bonds | 299.5 | 672.5 |
| Property | 359.3 | 384.7 |
| Hedge funds | 1.3 | 1.1 |
| Private equity | 141.5 | 119.5 |
| Infrastructure funds | 366.2 | 348.0 |
| Liability Driven Investments | 1,018.9 | 1,348.4 |
| Cash and other liquid assets | 50.5 | 223.0 |
| | <u>2,237.2</u> | <u>3,097.2</u> |

At 31 March 2023 and 31 March 2022 the Section held a bespoke Liability Driven Investment (LDI) portfolio. The portfolio has been included above in pooled investment vehicles and is specifically tailored for the Section's individual requirements and there are no other investors.

The LDI portfolio has the following investments:

| | 2023 | 2022 |
|------------------------------|-----------------------|------------------|
| | £ million | <i>£ million</i> |
| Bonds | 1,160.2 | 1,614.3 |
| Swaps – net | (168.6) | 40.2 |
| Repurchase agreements - net | (300.0) | (346.0) |
| Cash and other liquid assets | 327.3 | 39.9 |
| | <u>1,018.9</u> | <u>1,348.4</u> |

No direct transaction costs (2022: *£nil*) were incurred during the year on the sole investor arrangement.

The **Cavendish Nuclear Section's** investment in pooled investment vehicles at the year-end comprised:

| | 2023 | 2022 |
|------------------------------|--------------------|------------------|
| | £ million | <i>£ million</i> |
| Equities | 4.6 | 6.7 |
| Bonds | 5.1 | 7.6 |
| Hedge funds | 8.2 | 6.3 |
| Diversified growth funds | 4.7 | 9.0 |
| Liability Driven Investments | 32.9 | 53.6 |
| Cash and other liquid assets | - | 2.7 |
| | <u>55.5</u> | <u>85.9</u> |

The **Atkins Section's** investment in pooled investment vehicles at the year-end comprised:

| | 2023 | 2022 |
|------------------------------|--------------------|------------------|
| | £ million | <i>£ million</i> |
| Liability Driven Investments | <u>20.6</u> | <u>27.8</u> |

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The **NNL Section's** investment in pooled investment vehicles at the year-end comprised:

| | 2023 | <i>2022</i> |
|------------------------------|------------------|------------------|
| | £ million | <i>£ million</i> |
| Equities | 0.2 | <i>0.6</i> |
| Diversified growth funds | 1.7 | <i>3.8</i> |
| Liability Driven Investments | 5.7 | <i>4.9</i> |
| Cash and other liquid assets | 0.4 | <i>0.6</i> |
| | 8.0 | <i>9.9</i> |

14. Derivatives

Objectives and Policies

The Group Trustees have authorised the use of derivative financial instruments by their investment managers as part of their investment strategy as follows:

For the **SLC Section**, outstanding derivative financial instruments at 31 March 2023 and 31 March 2022 are summarised as follows:

| | 2023 | 2023 | 2023 | <i>2022</i> | <i>2022</i> | <i>2022</i> |
|-----------------------------------|------------------|--------------------|------------------|------------------|--------------------|------------------|
| | Assets | Liabilities | Total | <i>Assets</i> | <i>Liabilities</i> | <i>Total</i> |
| | £ million | £ million | £ million | <i>£ million</i> | <i>£ million</i> | <i>£ million</i> |
| Over-the-counter contracts | | | | | | |
| Futures | 0.1 | (0.1) | - | <i>-</i> | <i>-</i> | <i>-</i> |
| Forward foreign currency | 0.8 | (0.1) | 0.7 | <i>0.2</i> | <i>(0.3)</i> | <i>(0.1)</i> |
| Swaps | 27.6 | (22.1) | 5.5 | <i>15.5</i> | <i>(10.5)</i> | <i>5.0</i> |
| | 28.5 | (22.3) | 6.2 | <i>15.7</i> | <i>(10.8)</i> | <i>4.9</i> |

Further analysis of the holdings at 31 March 2023 and 31 March 2022 is as follows:

Futures

| Type of future | Expiration | Economic exposure at year end £million | 2023 Assets £million | 2023 Liabilities £million |
|--------------------------|------------|--|----------------------------|---------------------------------|
| Assets | | | | |
| UK Exchange Traded | 1-3 months | 3.4 | 0.1 | - |
| Overseas Exchange Traded | 1-3 months | (3.4) | - | (0.1) |
| | | | <u>0.1</u> | <u>(0.1)</u> |

| Type of future | Expiration | Economic exposure at year end £million | 2022 Assets £million | 2022 Liabilities £million |
|--------------------------|------------|--|----------------------------|---------------------------------|
| Assets | | | | |
| UK Exchange Traded | 1-3 months | - | - | - |
| Overseas Exchange Traded | 1-3 months | - | - | - |
| | | | <u>-</u> | <u>-</u> |

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Forward foreign currency contracts – SLC Section

| Type of contract | Currency | Currency Bought £ million | Currency | Currency Sold £ million | 2023 Assets £ million | 2023 Liabilities £ million |
|--------------------------------|----------|------------------------------|----------|----------------------------|-----------------------------|----------------------------------|
| OTC traded – less than 1 month | GBP | 28.8 | EUR | (28.9) | - | (0.1) |
| OTC traded – less than 1 month | USD | 1.2 | GBP | (1.2) | - | - |
| OTC traded – less than 1 month | GBP | 89.8 | USD | (89.0) | 0.8 | - |
| | | <u>119.8</u> | | <u>(119.1)</u> | <u>0.8</u> | <u>(0.1)</u> |

| Type of contract | Currency | Currency Bought £ million | Currency | Currency Sold £ million | 2022 Assets £ million | 2022 Liabilities £ million |
|--------------------------------|----------|------------------------------|----------|----------------------------|-----------------------------|----------------------------------|
| OTC traded – less than 1 month | GBP | 28.0 | EUR | (28.3) | - | (0.3) |
| OTC traded – less than 1 month | USD | 0.9 | GBP | (0.9) | - | - |
| OTC traded – less than 1 month | GBP | 85.9 | USD | (85.7) | 0.2 | - |
| | | <u>114.8</u> | | <u>(114.9)</u> | <u>0.2</u> | <u>(0.3)</u> |

Swaps – SLC Section

| Type of contract | Duration Years | Nominal amount £million | 2023 Assets £ million | 2023 Liabilities £ million |
|--------------------|-------------------|-------------------------------|-----------------------------|----------------------------------|
| Interest Rate Swap | <1 year | 38.1 | 0.1 | (0.7) |
| Interest Rate Swap | 1-5 years | 105.3 | 3.3 | (8.3) |
| Interest Rate Swap | 6-15 years | 153.7 | 14.7 | (6.7) |
| Interest Rate Swap | >15 years | 51.7 | 9.5 | (6.4) |
| | | | <u>27.6</u> | <u>(22.1)</u> |

| Type of contract | Duration Years | Nominal amount £million | 2022 Assets £ million | 2022 Liabilities £ million |
|--------------------|-------------------|-------------------------------|-----------------------------|----------------------------------|
| Interest Rate Swap | <1 year | - | - | - |
| Interest Rate Swap | 1-5 years | 122.1 | 1.9 | (2.0) |
| Interest Rate Swap | 6-15 years | 154.2 | 8.5 | (5.0) |
| Interest Rate Swap | >15 years | 52.9 | 5.1 | (3.5) |
| | | | <u>15.5</u> | <u>(10.5)</u> |

Collateral of £5.8 million (2022: £4.8 million) is pledged for the unrealised gain on swaps and is included in the Section's assets.

For the **NNL Section**, outstanding derivative financial instruments at 31 March 2023 and 31 March 2022 are summarised as follows:

| | 2023 Assets £ million | 2023 Liabilities £ million | 2023 Total £ million | 2022 Assets £ million | 2022 Liabilities £ million | 2022 Total £ million |
|-----------------------------------|-----------------------------|----------------------------------|----------------------------|-----------------------------|----------------------------------|----------------------------|
| Over-the-counter contracts | | | | | | |
| Forward foreign currency | - | - | - | - | - | - |

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Further analysis of the holdings at 31 March 2023 and 31 March 2022 is as follows:

Forward foreign currency contracts – NNL Section

| Type of contract | Currency | Currency Bought £ million | Currency | Currency Sold £ million | 2023 Assets £ million | 2023 Liabilities £ million |
|----------------------------|----------|------------------------------|----------|----------------------------|-----------------------------|----------------------------------|
| OTC traded – 1 to 3 months | GBP | 0.4 | USD | 0.4 | - | - |

| Type of contract | Currency | Currency Bought £ million | Currency | Currency Sold £ million | 2022 Assets £ million | 2022 Liabilities £ million |
|----------------------------|----------|------------------------------|----------|----------------------------|-----------------------------|----------------------------------|
| OTC traded – 1 to 3 months | GBP | 0.2 | EUR | (0.2) | - | - |
| OTC traded – 1 to 3 months | USD | 0.1 | GBP | (0.1) | - | - |
| OTC traded – 1 to 3 months | GBP | 0.3 | USD | (1.0) | - | - |
| | | 0.6 | | (1.3) | - | - |

15. Insurance policies

The Group Trustees hold an insurance policy with Canada Life in relation to specified beneficiaries of the Atkins Section. This policy is an asset of the Group Trustees and not a policy assigned for the benefit of the individuals it relates to, and is included within the Statement of Net Assets Available for Benefits at £31.3 million (2022: £42.2 million).

The significant actuarial assumptions underlying the current valuation calculation are in line with those set out in the Report on Actuarial Liabilities on pages 22 to 24 based on market conditions as at 31 March 2023.

16. AVC investments

The number of AVC accounts (including "frozen" accounts) for the **SLC Section** as at 31 March 2023 was 301 (2022: 350). In some cases members may have two or more accounts.

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

| | 2023 £ million | 2022 £ million |
|----------------------------------|-------------------|-------------------|
| Aegon | 1.0 | 0.2 |
| Utmost Life and Pensions Limited | - | 0.2 |
| Prudential Assurance Society | 11.5 | 13.5 |
| | 12.5 | 13.7 |

The number of AVC accounts (including "frozen" accounts) for the **Cavendish Nuclear Section** as at 31 March 2023 was 11 (2022: 11). In some cases members may have two or more accounts.

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

| | 2023 £ million | 2022 £ million |
|------------------------------|-------------------|-------------------|
| Prudential Assurance Society | 0.7 | 0.7 |

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The number of AVC accounts (including "frozen" accounts) for the **NNL Section** as at 31 March 2023 was 0 (2022: 2). In some cases members may have two or more accounts.

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

| | 2023 | <i>2022</i> |
|------------------------------|------------------|------------------|
| | £ million | <i>£ million</i> |
| Prudential Assurance Society | - | <i>0.1</i> |

17. Cash and other investment balances

| | SLC Section 2023 £ million | CN Section 2023 £ million | Atkins Section 2023 £ million | NNL Section 2023 £ million | Total 2023 £ million |
|---|-------------------------------------|------------------------------------|--|-------------------------------------|-------------------------------------|
| Cash – sterling | 2.8 | - | 0.2 | 0.1 | 3.1 |
| Cash – foreign currency | 0.7 | - | - | 0.1 | 0.8 |
| Accrued interest and dividends | 1.8 | - | - | - | 1.8 |
| Amounts receivable from sale of investments | - | - | - | - | - |
| Other creditors | - | - | - | - | - |
| | <u>5.3</u> | <u>-</u> | <u>0.2</u> | <u>0.2</u> | <u>5.7</u> |

| | SLC Section 2022 £ million | CN Section 2022 £ million | Atkins Section 2022 £ million | NNL Section 2022 £ million | Total 2022 £ million |
|---|-------------------------------------|------------------------------------|--|-------------------------------------|-------------------------------------|
| Cash – sterling | 1.4 | - | - | 0.4 | 1.8 |
| Cash – foreign currency | 0.4 | - | - | - | 0.4 |
| Accrued interest and dividends | 2.2 | - | - | - | 2.2 |
| Amounts receivable from sale of investments | 0.7 | - | - | - | 0.7 |
| Other creditors | (0.1) | - | - | - | (0.1) |
| | <u>4.6</u> | <u>-</u> | <u>-</u> | <u>0.4</u> | <u>5.0</u> |

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18. 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 pooled investment vehicles which are unquoted or not actively traded on a quoted market is estimated by the Group Trustees after taking advice from their advisers. 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 2023 or 31 March 2022.

Due to the nature of the SLC Section's investments with GAM International Management Limited (Renshaw Bay LLP), Longbow Real Estate Capital LLP, DRC Capital LLP and Invesco Real Estate Finance Fund (GBP) SLP, these assets have been classified as property loan assets in these financial statements, rather than pooled investment vehicles.

The **SLC Section'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 | 2023 Total £ million |
|-------------------------------|----------------------|----------------------|----------------------|---------------------------------|
| Investment assets | | | | |
| Bonds | - | 155.3 | - | 155.3 |
| Property loan assets | - | - | 112.3 | 112.3 |
| Pooled investment vehicles | - | 1,260.7 | 976.5 | 2,237.2 |
| Derivatives | - | 28.5 | - | 28.5 |
| AVC investments | - | 12.5 | - | 12.5 |
| Cash | 3.4 | 0.1 | - | 3.5 |
| Other investment balances | 1.8 | - | - | 1.8 |
| Investment liabilities | | | | |
| Derivatives | - | (22.3) | - | (22.3) |
| Other investment balances | - | - | - | - |
| | 5.2 | 1,434.8 | 1,088.8 | 2,528.8 |

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Analysis for the prior year end is as follows:

| | <i>Level 1</i> <i>£ million</i> | <i>Level 2</i> <i>£ million</i> | <i>Level 3</i> <i>£ million</i> | 2022 Total £ million |
|-------------------------------|------------------------------------|------------------------------------|------------------------------------|---------------------------------------|
| Investment assets | | | | |
| Bonds | - | 170.9 | - | 170.9 |
| Property loan assets | - | - | 136.1 | 136.1 |
| Pooled investment vehicles | - | 2,143.3 | 953.9 | 3,097.2 |
| Derivatives | - | 15.7 | - | 15.7 |
| AVC investments | - | 13.7 | - | 13.7 |
| Cash | 1.6 | 0.2 | - | 1.8 |
| Other investment balances | 2.9 | - | - | 2.9 |
| Investment liabilities | | | | |
| Derivatives | - | (10.8) | - | (10.8) |
| Other investment balances | (0.1) | - | - | (0.1) |
| | <u>4.4</u> | <u>2,333.0</u> | <u>1,090.0</u> | <u>3,427.4</u> |

The **Cavendish Nuclear Section's** investment assets and liabilities have been included at fair value within the categories as follows:

| | <i>Level 1</i> <i>£ million</i> | <i>Level 2</i> <i>£ million</i> | <i>Level 3</i> <i>£ million</i> | 2023 Total £ million |
|----------------------------|------------------------------------|------------------------------------|------------------------------------|---------------------------------------|
| Investment assets | | | | |
| Pooled investment vehicles | - | 47.3 | 8.2 | 55.5 |
| AVC investments | - | 0.7 | - | 0.7 |
| | <u>-</u> | <u>48.0</u> | <u>8.2</u> | <u>56.2</u> |

Analysis for the prior year end is as follows:

| | <i>Level 1</i> <i>£ million</i> | <i>Level 2</i> <i>£ million</i> | <i>Level 3</i> <i>£ million</i> | 2022 Total £ million |
|----------------------------|------------------------------------|------------------------------------|------------------------------------|---------------------------------------|
| Investment assets | | | | |
| Pooled investment vehicles | - | 79.6 | 6.3 | 85.9 |
| AVC investments | - | 0.7 | - | 0.7 |
| | <u>-</u> | <u>80.3</u> | <u>6.3</u> | <u>86.6</u> |

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

| | <i>Level 1</i> <i>£ million</i> | <i>Level 2</i> <i>£ million</i> | <i>Level 3</i> <i>£ million</i> | 2023 Total £ million |
|----------------------------|------------------------------------|------------------------------------|------------------------------------|---------------------------------------|
| Investment assets | | | | |
| Pooled investment vehicles | - | 20.6 | - | 20.6 |
| Insurance policies | - | - | 31.3 | 31.3 |
| Cash | 0.2 | - | - | 0.2 |
| | <u>0.2</u> | <u>20.6</u> | <u>31.3</u> | <u>52.1</u> |

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Analysis for the prior year end is as follows:

| | <i>Level 1</i> <i>£ million</i> | <i>Level 2</i> <i>£ million</i> | <i>Level 3</i> <i>£ million</i> | 2022 Total £ million |
|----------------------------|------------------------------------|------------------------------------|------------------------------------|---------------------------------------|
| Investment assets | | | | |
| Pooled investment vehicles | - | 27.8 | - | 27.8 |
| Insurance policies | - | - | 42.2 | 42.2 |
| Cash | - | - | - | - |
| | - | 27.8 | 42.2 | 70.0 |

The **NNL Section'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 | 2023 Total £ million |
|----------------------------|----------------------|----------------------|----------------------|---------------------------------------|
| Investment assets | | | | |
| Equities | 0.3 | - | - | 0.3 |
| Bonds | 0.5 | - | - | 0.5 |
| Pooled investment vehicles | - | 8.0 | - | 8.0 |
| AVC investments | - | - | - | - |
| Cash | 0.1 | 0.1 | - | 0.2 |
| | 0.9 | 8.1 | - | 9.0 |

Analysis for the prior year end is as follows:

| | <i>Level 1</i> <i>£ million</i> | <i>Level 2</i> <i>£ million</i> | <i>Level 3</i> <i>£ million</i> | 2022 Total £ million |
|----------------------------|------------------------------------|------------------------------------|------------------------------------|---------------------------------------|
| Investment assets | | | | |
| Equities | 1.4 | - | - | 1.4 |
| Bonds | 1.3 | - | - | 1.3 |
| Pooled investment vehicles | - | 9.9 | - | 9.9 |
| AVC investments | - | 0.1 | - | 0.1 |
| Cash | - | 0.4 | - | 0.4 |
| | 2.7 | 10.4 | - | 13.1 |

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19. 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 is the risk that the fair value of future cashflows of a financial investment will fluctuate because of changes in market prices. Market risk comprises three types of risk: 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 the investment strategy of each Section 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 strategies set out in this note. The Group Trustees manage investment risks, including credit risk and market risk, within agreed risk limits which take into account each of the Sections' strategic investment objectives. The investment objectives and risk limits of each Section are implemented through the investment agreements in place with the 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 later in this section of the Financial Statements. This section of the Financial Statements does not include the AVC investments as these are not considered significant to the overall investments of the Group, or the insurance policies.

The following table summarises the extent to which the Group's various classes of investments are affected by financial risk (based on 31 March 2023 asset position):

| | Credit risk | Market risk | | | 2023 £million | 2022 £million |
|----------------------------|-------------|-------------|---------------|-------------|------------------|------------------|
| | | Currency | Interest rate | Other price | | |
| Equities | ○ | ◐ | ○ | ● | 0.3 | 1.4 |
| Bonds | ● | ◐ | ● | ◐ | 155.8 | 172.2 |
| Pooled investment vehicles | ● | ◐ | ● | ● | 2,321.3 | 3,220.8 |
| Property loan assets | ● | ○ | ◐ | ● | 112.3 | 136.1 |
| Other investment types | ● | ○ | ● | ○ | 11.9 | 9.9 |
| Total | | | | | 2,601.6 | 3,540.4 |

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

Investment Strategies

The Group Trustees aim to maintain a portfolio of suitable assets of appropriate liquidity which will generate investment returns to meet, together with future contributions, the benefits payable under the Trust Deed and Rules as they fall due.

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The Group Trustees set Section specific investment strategies taking into account considerations such as the strength of the Employer covenant, the long-term liabilities and the funding agreed with the Employer. The investment strategy of each Section is set out in a Statement of Investment Principles (SIP).

A broad summary of the investment strategy of each Section as at 31 March 2023 is below:

SLC Section

The strategy aims to protect against certain levels of risk and still provide additional returns to reduce the overall cost of pension provision. The target hedge ratios are 85% of liability interest rate risk and 85% of liability inflation risk (on a gilts +0.5% basis). The Section holds sufficient investments that move in line with the long-term liabilities to maintain the target hedge ratios. These investments include buy & maintain corporate bonds as well as LDI comprising: UK government bonds, interest rate swaps, inflation swaps, repurchase agreements and cash, the purpose of which is to hedge against the impact interest rates and inflation have on the movement of the liabilities.

The remainder of the assets are invested to provide an expected return above the liabilities over the long term. As at 31 March 2023 the return seeking assets accounted for 51% (2022: 55%) of the overall portfolio.

Cavendish Nuclear Section

The strategy aims to protect against certain levels of risk and still provide additional returns to reduce the overall cost of pension provision. The target hedge ratios are 100% of funded liability interest rate risk and 100% of funded liability inflation risk (on a gilts +0% basis). The Section holds sufficient investments that move in line with the long-term liabilities to maintain these target hedge ratios. The investments are referred to as LDI and comprise UK government, repurchase agreements and cash, the purpose of which is to hedge against the impact interest rates and inflation have on the movement of the liabilities.

The remainder of the assets are invested to provide an expected return above the liabilities over the long term. As at 31 March 2023 the return seeking assets accounted for 41% (2022: 34%) of the overall portfolio.

Atkins Section

The assets are entirely held in investments that move in line with the long-term liabilities of the Section. The annuity with Canada Life provides a perfect match to the liabilities of the members it insures and the liabilities of the non-insured members are matched using LDI via UK government bonds and cash. The purpose of the LDI investments is to hedge against the impact interest rates and inflation have on the movement of the non-insured liabilities. The target hedge ratios are 100% of non-insured liability interest rate risk and 100% of non-insured liability inflation risk (on a gilts +0% basis).

National Nuclear Laboratory Section

The strategy aims to protect against certain levels of risk and still provide additional returns to reduce the overall cost of pension provision. The target hedge ratios are 100% of funded liability interest rate risk and 100% of funded liability inflation risk (on a Technical Provisions basis). The Section holds sufficient investments that move in line with the long-term liabilities to maintain these target hedge ratios. The investments are referred to as LDI and comprise UK government, repurchase agreements and cash, the purpose of which is to hedge against the impact interest rates and inflation have on the movement of the liabilities.

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The remainder of the assets are invested to provide an expected return above the liabilities over the long term. As at 31 March 2023 the return seeking assets accounted for 37% (2022: 62%) of the overall portfolio.

Credit Risk

The Group is subject to credit risk because the Group directly invests in bonds and has cash balances. The Group also invests in pooled investment vehicles and is therefore directly exposed to credit risk in relation to 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 in liability matching portfolios by investing in government bonds where the credit risk is minimal, or corporate bonds which are rated at least investment grade. The Group's mandate with Ruffer enables sub-investment grade bonds to be held as part of a wider portfolio of return-seeking assets. 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. This risk is mitigated by the arrangements both the Group and its counterparties have in place where collateral is posted to reduce the impact of any counterparty defaulting on their obligations under the derivative contracts held. The Group's LDI manager, CTI, has an explicit mandate outlining the permitted instruments and maximum exposure to any single counterparty. Furthermore, CTI only trade with counterparties that have been approved by its Counterparty Credit Committee.

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

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

| Type of arrangement | 2023 £ million | 2022 £ million |
|--|-------------------|-------------------|
| Authorised unit trusts | 6.4 | 12.8 |
| Open-ended investment companies | 372.9 | 775.5 |
| Shares of limited liability partnerships | 671.9 | 636.9 |
| Other* | 1,270.1 | 1,795.6 |
| Total | 2,321.3 | 3,220.8 |

*The managers holding funds classed as others are listed below along with the type of arrangement:

- M&G – Irish Common Contractual Fund
- BMO - Luxembourg domiciled mutual investment umbrella fund
- Insight – Umbrella Irish collective asset-management vehicle
- Ruffer - Protection Strategies: Luxembourg domiciled specialised investment fund in corporate form (SICAV-FIS); Illiquid Multi Strategies: closed-ended investment company

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Indirect credit risk arises in relation to underlying investments held in pooled investment vehicles such as credit, derivatives and repos. The Group Trustees mainly invest in government and investment grade credit but the Group's mandates with Insight, PIMCO, Barings, DRC, GAM/Invesco, BentallGreenOak, Longbow, Arcmont, Hayfin, Schroders, Ruffer and Chorus enable sub-investment grade or unrated exposure. These risks are mitigated by the Group through having explicit mandates with investment managers and investing across a diverse range of managers, asset classes, regions and sectors.

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 Group Trustees consider currency risk as part of the overall determination of the investment strategy, therefore no further mitigation is deemed necessary.

Interest Rate Risk

The Group is subject to interest rate risk because some of the Group's investments are held in bonds (some of which are funded through repurchase agreements) and interest rate swaps (either as segregated investments or through pooled investment vehicles), and cash. The Group Trustees have set specific target benchmarks for each Section in relation to the total investment in bonds and interest rate swaps in order to mitigate the interest rate risk relative to the liabilities. For each Section the target benchmark is defined as part of its LDI investment strategy in terms of the amount of liability interest rate and inflation risk being hedged.

Under an LDI strategy, if gilt yields 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 gilt yields rise, the LDI investments will fall in value, as will the actuarial liabilities because of an increase in the discount rate.

The LDI assets as at 31 March 2023 targeted the same exposure to interest rates as:

- SLC Section: 85% of the liabilities (measured on a gilts +0.5% p.a. basis)
- Cavendish Nuclear Section: 100% of the funded liabilities (measured on a gilts +0% p.a. basis)
- Atkins Section: 100% of the liabilities (measured on a gilts +0% p.a. basis)
- NNL Section: 100% of the funded liabilities (measured on a Technical Provisions basis)

Other Price Risk

Other price risk arises principally in relation to supply and demand in the market place and risks specific to each particular asset class (such as changes in level of inflation for LDI). The Group Trustees manage this exposure to overall price risk for each Section by constructing a diverse portfolio of investments across various markets. The Group has target asset allocations for each Section in accordance with the investment strategies outlined earlier in the report.

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20. Concentration of investments

Investments exceeding 5% of the value of the **SLC Section's** net assets as at 31 March 2023 or 31 March 2022 are detailed below:

| Investment | 2023 | | 2022 | |
|--|----------------|-------------|-----------|------|
| | £ million | % | £ million | % |
| Columbia Threadneedle LDI Private Sub Fund | 1,018.9 | 40.2 | 1,348.4 | 39.3 |
| M&G Inflation Opportunities III Fund | 191.4 | 7.6 | 257.4 | 7.5 |
| Innisfree PFI Secondary Fund 2 LP | 154.7 | 6.1 | 144.3 | 4.2 |
| Barings Global Loan Fund | 1.3 | 0.1 | 177.8 | 5.2 |
| PIMCO Global Diversified Income Fund | - | - | 212.0 | 6.2 |

Note: Percentages calculated using full values rather than rounded amounts

Investments exceeding 5% of the value of the **Cavendish Nuclear Section's** net assets as at 31 March 2023 or 31 March 2022 are detailed below:

| Investment | 2023 | | 2022 | |
|---|-------------|-------------|-----------|------|
| | £ million | % | £ million | % |
| Columbia Threadneedle Regular Profile Leveraged Real Gilt Fund | 23.2 | 41.2 | 15.4 | 17.8 |
| PIMCO Tactical Opportunities Offshore Fund | 8.2 | 14.6 | 6.3 | 7.3 |
| Columbia Threadneedle Sterling Liquidity Fund | 6.9 | 12.3 | - | - |
| PIMCO Global Libor Plus Fund | 5.1 | 9.1 | 7.6 | 8.8 |
| Schroder Life Diversified Growth Fund | 4.7 | 8.3 | 9.0 | 10.4 |
| CF Lindsell Train UK Equity | 4.6 | 8.1 | 6.7 | 7.7 |
| Columbia Threadneedle Regular Profile Unleveraged Real Gilt Fund | - | - | 30.0 | 34.6 |
| Columbia Threadneedle Regular Profile Unleveraged Nominal Gilt Fd | - | - | 5.3 | 6.2 |

Note: Percentages calculated using full values rather than rounded amounts

Investments exceeding 5% of the value of the **Atkins Section's** net assets as at 31 March 2023 or 31 March 2022 are detailed below:

| Investment | 2023 | | 2022 | |
|--|-------------|-------------|-----------|------|
| | £ million | % | £ million | % |
| Canada Life Insurance policy | 31.3 | 60.0 | 42.2 | 60.2 |
| Columbia Threadneedle Regular Profile Unleveraged Real Gilt Fund | 16.1 | 30.9 | 23.7 | 33.8 |
| Columbia Threadneedle Sterling Liquidity Fund | 3.4 | 6.5 | 2.5 | 4.8 |

Note: Percentages calculated using full values rather than rounded amounts

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Investments exceeding 5% of the value of the **NNL Section's** net assets as at 31 March 2023 or 31 March 2022 are detailed below:

| Investment | 2023 | | 2022 | |
|--|-----------|------|-----------|------|
| | £ million | % | £ million | % |
| Columbia Threadneedle Regular Profile Leveraged Real Gilt Fund | 2.7 | 29.5 | 2.6 | 19.2 |
| Columbia Threadneedle Sterling Liquidity Fund | 2.0 | 21.3 | 0.1 | 0.6 |
| Schroder Life Diversified Growth Fund | 1.7 | 18.4 | 3.8 | 28.5 |
| Columbia Threadneedle Short Profile Leveraged Real Gilt Fund | 0.7 | 7.7 | 0.7 | 5.0 |
| Columbia Threadneedle Regular Profile Unleveraged Real Gilt Fund | - | - | 0.9 | 6.5 |

Note: Percentages calculated using full values rather than rounded amounts

21. Employer related investments

The Investment Regulations limits 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 Group's assets had no direct exposure to the employers participating in the Group and their associated companies as at 31 March 2023 (*31 March 2022: nil*). The Group Trustees recognise that indirect investment in such companies is possible through holdings in pooled investment vehicles. However, the Group Trustees believe that the diversification across the Group's assets by asset class, manager and fund means that any indirect exposure through pooled funds is likely to be negligible at any time during the year and at year end, and these investments therefore comply with legislative requirements.

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22. Current assets

| | SLC Section 2023 £ million | CN Section 2023 £ million | Atkins Section 2023 £ million | NNL Section 2023 £ million | Total 2023 £ million |
|----------------------------------|-------------------------------------|------------------------------------|--|-------------------------------------|-------------------------------------|
| Contributions due in respect of: | | | | | |
| Employers | 1.7 | - | - | - | 1.7 |
| Cash balances | 2.8 | 0.2 | - | 0.3 | 3.3 |
| | <u>4.5</u> | <u>0.2</u> | <u>-</u> | <u>0.3</u> | <u>5.0</u> |

| | SLC Section 2022 £ million | CN Section 2022 £ million | Atkins Section 2022 £ million | NNL Section 2022 £ million | Total 2022 £ million |
|----------------------------------|-------------------------------------|------------------------------------|--|-------------------------------------|-------------------------------------|
| Contributions due in respect of: | | | | | |
| Employers | 1.8 | - | - | - | 1.8 |
| Cash balances | 1.8 | 0.3 | 0.5 | 0.2 | 2.8 |
| | <u>3.6</u> | <u>0.3</u> | <u>0.5</u> | <u>0.2</u> | <u>4.6</u> |

All contributions due to the Group at 31 March 2023 and 31 March 2022 relate to March 2023 and March 2022 respectively and were subsequently paid in full to the Group in accordance with the Schedule of Contributions.

23. Current liabilities

| | SLC Section 2023 £ million | CN Section 2023 £ million | Atkins Section 2023 £ million | NNL Section 2023 £ million | Total 2023 £ million |
|------------------|-------------------------------------|------------------------------------|--|-------------------------------------|-------------------------------------|
| Benefits payable | <u>(0.7)</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>(0.7)</u> |

| | SLC Section 2022 £ million | CN Section 2022 £ million | Atkins Section 2022 £ million | NNL Section 2022 £ million | Total 2022 £ million |
|------------------|-------------------------------------|------------------------------------|--|-------------------------------------|-------------------------------------|
| Benefits payable | <u>(1.5)</u> | <u>(0.3)</u> | <u>(0.4)</u> | <u>-</u> | <u>(2.2)</u> |

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24. Related party transactions

Related party transactions and balances comprise:

Key management personnel

Contributions and contributions receivable in respect of three of the Group Trustees and pensions paid in respect of four of the Group Trustees.

Fees of £114,598 (2022: £114,640) were paid to certain Group Trustees in the year by the Employers.

Employer and other related parties

Investment management expenses for Group-specific funds, performance measurement services and investment-related fees of Group advisers, are the responsibility of the Group Trustees. All other administrative expenses of the Group incurred during the years to 31 March 2023 and 31 March 2022 were paid by the Employers.

25. Contingencies and commitments

The Group has £435.0 million (2022: £518.7 million) of funds committed to six (2021: eight) investment managers - GAM International Management Limited, BentallGreenOak Real Estate Advisors LLP, DRC Capital LLP, Invesco Asset Management, BlueBay Asset Management LLP and Hayfin Capital Management LLP. As at 31 March 2023, approximately £113.8 million (2022: £104.6 million) is yet to be drawn down and represents a capital commitment at that date.

The Virgin Media Limited / NTL Pension Trustees II decision, handed down by the High Court in June 2023, considered the implications of section 37 of the Pension Schemes Act 1993, which required that the rules of a salary-related contracted-out scheme cannot be altered unless the actuary confirmed that the scheme would continue to satisfy the statutory standards. The High Court found that, where the required actuarial confirmation was not supplied, the effect of section 37 was to render the relevant amendment to any contracted-out right automatically void. It also held that references in the legislation included both past and future service rights and that the requirement for actuarial confirmation applied to all amendments to the rules of a contracted-out scheme. It is not known, at this stage, whether the case will be appealed but, as matters currently stand, the case has the potential to cause significant issues in the pensions industry. The Group Trustees will investigate the possible implications of the above with their advisers but, it is not possible, at present, to estimate the potential impact, if any, on the Group.

In the opinion of the Group Trustees, other than the matters detailed above, the Group had no contingent liabilities or contractual commitments entered into which are not provided for in these Financial Statements.

26. Subsequent events

There were no subsequent events requiring disclosure in the financial statements.

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Appendix 1 – Analysis of Membership Statistics by Section

Site Licence Company Section

| | Contributors | Pensioners | Dependants | Deferred pensioners | Total |
|---|--------------|--------------|--------------|---------------------|--------------|
| At 1 April 2022 | 984 | 5,380 | 1,423 | 1,006 | 8,793 |
| Increases | | | | | |
| Contributors/pensioners/dependants/ deferred pensioners | - | 103 | 108 | 27 | 238 |
| Pensions sharing orders and new EPB pensioners in payment | - | - | - | 5 | 5 |
| Sub Total | - | 103 | 108 | 32 | 243 |
| Reductions | | | | | |
| Contributors / deferred pensioners retiring | (50) | - | - | (53) | (103) |
| Deaths | - | (184) | (99) | (2) | (285) |
| Leavers with deferred pensions | (27) | - | - | - | (27) |
| Leavers with refunds of contributions/ transfers to other schemes/cessation of child allowances | - | - | (2) | (19) | (21) |
| Sub Total | (77) | (184) | (101) | (74) | (436) |
| At 31 March 2023 | 907 | 5,299 | 1,430 | 964 | 8,600 |

Cavendish Nuclear Section

| | Contributors | Pensioners | Dependants | Deferred pensioners | Total |
|--|--------------|------------|------------|---------------------|------------|
| At 1 April 2022 | 47 | 40 | 3 | 39 | 129 |
| Increases | | | | | |
| Contributors/pensioners/dependants/ deferred pensioners | - | - | - | 1 | 1 |
| Sub Total | - | - | - | 1 | 1 |
| Reductions | | | | | |
| Leavers with deferred pensions | (1) | - | - | - | (1) |
| Deaths | - | (1) | - | - | (1) |
| Sub Total | (1) | (1) | - | - | (2) |
| At 31 March 2023 | 46 | 39 | 3 | 40 | 128 |

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Atkins Section

| | Contributors | Pensioners | Dependants | Deferred pensioners | Total |
|-------------------------|--------------|------------|------------|---------------------|-----------|
| At 1 April 2022 | 2 | 26 | 1 | 13 | 42 |
| At 31 March 2023 | 2 | 26 | 1 | 13 | 42 |

National Nuclear Laboratories Section

| | Contributors | Pensioners | Dependants | Deferred pensioners | Total |
|--|--------------|------------|------------|---------------------|------------|
| At 1 April 2022 | 4 | 6 | 1 | 2 | 13 |
| Increases | | | | | |
| Contributors/pensioners/dependants/ deferred pensioners | - | 1 | 1 | - | 2 |
| Sub Total | - | 1 | 1 | - | 2 |
| Reductions | | | | | |
| Contributors / deferred pensioners retiring | - | - | - | (1) | (1) |
| Deaths | - | - | - | (1) | (1) |
| Sub Total | - | - | - | (2) | (2) |
| At 31 March 2023 | 4 | 7 | 2 | - | 13 |

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Appendix 2 – Glossary of Terms

Listed below are brief explanations of terms used within the Report & Financial Statements that may not be familiar to all members.

| Pension glossary | |
|--------------------------------|--|
| Bulk transfers | The transfer of a number of members from one occupational pension scheme to another or from one Group of the ESPS to another. Generally this will occur if there has been a merger, sale or purchase of a business and the new Employer wishes to amalgamate pension arrangements. |
| Commutation | The exchange of expected pension benefits for a cash lump sum. |
| Deficit repair payments | A single payment or a series of payments made by the Employer in order to make good the actuarial shortfall caused by projected pension liabilities being in excess of assets. |
| Discontinuance funding ratio | This shows the Actuary's estimate of the proportion which the value of the Group's assets represent of the costs of buying out the accrued benefits with an insurance company. |
| Money Purchase basis | The calculation of an individual member's benefits by reference to the value of the contributions paid into a pension scheme in respect of that member. |
| Rule 32 Payment | The payment of special contributions (whether in relation to benefits, contributions or otherwise) by the [Principal] Employer, without limitation, in respect of Back Service Credits and/or Added Years to or in respect of one or more individuals (excluding Enhanced Protection Members). |
| State Second Pension | Additional pension benefits purchased through National Insurance Contributions to enhance the Basic State Pension by those people not "Contracted Out" through membership of a private or company pension scheme. This was formerly known as the State Earnings Related Pension Scheme (SERPS) and was re-named from 6 April 2002. |
| State Graduated Pension Scheme | The State Graduated Pension Scheme which commenced on 3 April 1961 and terminated on 5 April 1975 being replaced by SERPS. |
| Supplementary pensions funding | Contributions made by Employers or members to provide additional or "top-up" pension benefits. |
| Transfer Values received | Transfers of monies from another pension scheme, so that a member can augment their pension benefits from the ESPS. |

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| Investment glossary | |
|---|--|
| Derivative | <p>A derivative is a financial contract between two parties whose value is derived from an underlying asset's price or an index based on asset prices. Underlying assets are typically equities, bonds, interest rates, exchange rates and stock market indices. The main types of derivatives used by pension schemes are:</p> <ul style="list-style-type: none"> - futures contracts - forward foreign exchange contracts - options - swaps <p>A derivative can be exchange traded or traded over the counter ("OTC").</p> |
| Exchange traded | An exchange traded security is purchased or sold through a registered exchange (e.g. a stock exchange) which provides trading facilities. |
| Forward foreign currency contract (FFX) | A forward foreign exchange contract is an over the counter transaction whereby two parties agree to exchange two different currencies at an agreed rate of exchange on a specific date in the future. |
| Futures Contract | A contract which legally binds two parties to complete a sale or purchase of an asset at a specified future date and at a price which is fixed at the time the contract is agreed. |
| Initial Margin | Before entering into a futures contract, a deposit is required which is referred to as the initial margin. This deposit may be in the form of cash or other assets, such as securities. The margin is required to protect parties against possible losses arising from the futures contract. |
| IPD | Investment Property Databank is an independent organisation that collates and publishes information about performance of the commercial property sector. The IPD provides a benchmark against which the performance of property assets can be monitored. |
| Liability Driven Investment (LDI) | An investment strategy focused on gaining enough assets to cover all current and future liabilities |
| LIBID | London Inter-Bank Bid Rate. This is the rate of interest at which banks are willing to pay to borrow from each other for a specified period – normally one day. The rate fluctuates dependent on the supply and demand of funds. |
| Managed Funds | A managed fund is an investment contract which offers participation in one or more funds operated on similar lines to unit trusts. The range of managed funds available includes gilts, index-linked securities, equities, cash deposits, property and mixed funds. Typically managed funds relate only to a unitised fund under a policy of assurance from a life assurance company. |

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| | |
|----------------------------|---|
| Options | An option is a contract which give the purchaser the right, but not the obligation, to buy (call option) or sell (put option) a standard specified nominal amount of an asset at a specific date or range of dates in the future at a specified price. Options may be exchange traded or OTC. |
| Over the counter (OTC) | An over the counter (OTC) security is traded between two individual counterparties rather than on an exchange. There is no standardisation of contract specifications so the size of the contact, the settlement date and price are all negotiable. |
| Pooled investment vehicles | A fund in which several investors participate. The assets are not held directly in the name of individual clients but form part of a “pool”. Unit trusts are a common example of a pooled investment vehicle. Investors hold units in the pooled fund. The value of individual units is determined by the value of the underlying assets of the fund. |
| Segregated Funds | In the ESPS, investment portfolios which are specific to a particular Group and may be comprised of individual securities or take the form of a pooled investment vehicle. |
| Stock lending | The temporary transfer of securities by a lender to a borrower, with an agreement that the borrower will return equivalent securities to the lender either on a pre-agreed future date or on demand. In return the lender receives a fee for making the securities available to the borrower. |
| Swaps | A swap is an OTC transaction whereby the parties to the contract agree to exchange cash flows according to the terms agreed at the outset of the swap. The amount of the cash flows is generally determined by reference to an underlying asset, index, instrument or notional amount. |
| Unitised Fund | The Unitised Fund is a pooled investment vehicle that is only available to Groups within the ESPS and comprises three Sectors: UK Property, UK Forestry and Cash. |
| Variation Margin | Amounts payable under futures contracts - to ensure that deposits/(margins) are maintained at contractually agreed levels as the value of the underlying asset changes. |

Appendix 3 – Advisers and Service Providers

Group Actuary

Chris Vaughan-Williams FIA
of Aon Solutions UK Limited, resigned 30
June 2023

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.

Damien Kelson FIA
of Aon Solutions UK Limited, appointed 1
July 2023

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 Adviser

Ruth Williams
of Aon Solutions UK Limited

Advises the Group Trustees on all investment matters including the Statement of Investment Principles.

Legal Adviser

Eleanor Daplyn
of Sacker and Partners LLP

Advises on legislative requirements and application of the provisions of the Group in particular circumstances.

Performance Measurer

Ruth Williams
of Aon Solutions UK Limited

Provides the Group Trustees with a measurement service for their investments relative to the strategic benchmark and on the performance of the investment managers.

Benefits Administration and Accounting

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

Tel: 02476 472582

Group Administrator

Kelly Capdeville
Head of Pensions
Magnox Ltd
Oldbury Technical Centre
Oldbury Naite
South Gloucestershire
BS35 1RQ

Group Appointed Fund Managers

Arcmont Asset Management Ltd (“Arcmont”)
Barings Global Investment Funds plc (“Barings”)
BlackRock Investment Management (UK) Limited (“BlackRock”)
CBRE Global Investors (UK) Limited (“CBRE”)
Chorus Capital Management Ltd (“Chorus”)
Columbia Threadneedle Investments (“CTI”)
DRC Capital LLP (“DRC”)
BentallGreenOak Real Estate Advisors LLP (“BentallGreenOak”)
Hayfin Capital Management LLP (“Hayfin”)
Industry Funds Management (“IFM”)
Infrared Capital Partners
Innisfree Ltd
Insight Investment Management Limited (“Insight”)
Invesco Asset Management (“Invesco”)
JP Morgan Asset Management Ltd
Legal & General Investment Management Limited (“L&G”)
Lindsell Train Ltd
Longbow Real Estate Capital LLP (“Longbow”)
M&G Asset Management (“M&G”)
PIMCO Europe Ltd (“PIMCO”)
Robeco Institutional Asset Management B.V. (“Robeco”)
Ruffer LLP (“Ruffer”)
Schroder Investment Management Limited (“Schroders”)

Additional Voluntary Contributions (AVCs) Providers

Phoenix Life Assurance Limited
Utmost Life and Pensions Limited
The Prudential Assurance Company Limited
Scottish Equitable Public Limited Company (“Aegon”)

Appendix 4 – Names and Addresses of External Bodies

The Pensions Advisory Service

The Pensions Advisory Service is now part of the Money and Pensions Service. It is available at any time to help members and beneficiaries with pensions questions and any difficulties they may have encountered and which they have failed to resolve with the trustees or administrators of schemes.

The Pensions Advisory Service can be contacted at 120 Holborn, London EC1N 2TD.

Telephone: 0800 011 3797

Website for online contact: www.pensionsadvisoryservice.org.uk

Pensions Ombudsman

The Pensions Ombudsman can investigate and determine any complaint or dispute of fact or law involving occupational pension schemes. The Pensions Ombudsman may be contacted either while a complaint is being reviewed under the dispute resolution procedure or if the complainant is not satisfied with the response received from the Group Trustees under the second stage of the procedure.

The Pensions Ombudsman can be contacted at 10 South Colonnade, Canary Wharf, E14 4PU.

Telephone: 0800 917 4487

E-mail: helpline@pensions-ombudsman.org.uk (early resolution)

E-mail: enquiries@pensions-ombudsman.org.uk

The Pensions Regulator

The Pensions Regulator has statutory objectives to protect members' benefits, to reduce risk of calls on the Pension Protection fund (PPF), to promote good administration, to maximise employers' compliance with their new duties in relation to automatic enrolment and to minimise any adverse impact on sustainable growth of an employer when exercising its functions under the Scheme Funding Legislation.

The Pensions Regulator can be contacted at Napier House, Trafalgar Place, Brighton, BN1 4DW.

Telephone: 0345 600 0760

E-mail: customersupport@tpr.gov.uk

Website: www.thepensionsregulator.gov.uk

The Department for Work and Pensions (DWP) Pension Tracing Service

The purpose of the DWP's Pension Tracing Service is to provide a tracing service for ex-members of schemes and their dependants with pension entitlements who have lost touch with earlier employers and their schemes. The ESPS is registered with the DWP under Scheme reference number 10200656.

The Pension Tracing Service can be contacted at The Pension Service 9, Mail Handling Site A, Wolverhampton, WV98 1LU

Telephone: 0800 731 0193

From outside the UK: +44 (0)191 215 4491

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

Appendix 5 – Address for Enquiries

Further information about the Group and enquiries relating to specific benefit entitlements should be addressed to:

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

Telephone: 02476 472 582
E-mail: enquiries@railpen.com

Appendix 6 – Engagement Policy Implementation Statement

Engagement Policy Implementation Statement (“EPIS”)

Magnox Electric Group of the Electric Supply Pension Scheme (“the Group”)

Group Year End – 31 March 2023

The purpose of the EPIS is for the Group Trustee (“Magnox Electric Group Trustee Company Limited”) of the Magnox Electric Group of the Electric Supply Pension Scheme, to explain what it has done during the year ending 31 March 2023 to achieve certain policies and objectives set out in the Statement of Investment Principles (“SIP”) of each Section. It includes:

1. How policies in the SIPs about asset stewardship (including both voting and engagement activity) in relation to the Group’s investments have been followed during the year; and
2. How voting rights have been exercised or how these rights have been exercised on behalf of the Group Trustee, including the use of any proxy voting advisory services, and the ‘most significant’ votes cast over the reporting year.

Our conclusion

Based on the activity carried out over the year by the Group Trustee, its investment advisers, and its investment managers, the Group Trustee is of the opinion that its stewardship policy has been implemented effectively in practice.

The Group Trustee notes that most of the Group’s investment managers were able to disclose adequate evidence of voting and/or engagement activity, that the activities completed by managers align with its stewardship expectations, and that its voting policy has been implemented effectively in practice.

However, the Group Trustee notes that some investment managers did not provide complete information in respect of engagement activity. The Group Trustee expects investment managers to be able to provide specific engagement examples and for disclosures to improve over time in line with the increasing expectations on investment managers and their significant influence to generate positive outcomes for the Group through considered voting and engagement.

The Group Trustee will continue to use its influence to drive positive behaviour and change among the investment managers that it has invested with and other third parties that the Group Trustee relies on such as its investment adviser. The Group Trustee will monitor, assess and ultimately hold them to account to ensure that the assets of the Group are appropriately invested.

How voting and engagement policies have been followed

The Group is invested mostly in pooled funds, and so the responsibility for voting and engagement is delegated to the Group's investment managers. The Group also holds segregated mandates with Robeco and Ruffer. Voting rights are attached to some of the underlying funds held with Ruffer. However, the mandate held with Robeco comprises predominantly corporate bonds, which have no voting rights attached. The Group Trustee reviewed the stewardship activity of the Group's most material investment managers (defined in the "Data Limitations" section later in report) carried out over the Group year and is of the view that most of the investment managers were able to disclose adequate evidence of voting and/or engagement activity. More information on the stewardship activity carried out by the Group's investment managers can be found in the following sections of this report.

Ongoing monitoring

Investment monitoring takes place on a quarterly basis with monitoring reports being provided to the Group Trustee by its investment adviser. The Group Trustee expects its investment adviser to proactively highlight any areas of concern and provide clear advice where action is required – this includes, but is not limited to, matters in relation to responsible investment.

The Group Trustee regularly invites its managers to provide updates at its meetings. These updates will include, among other things, information on performance, stewardship and Environmental, Social and Governance ("ESG") factors.

In-depth ESG-focused meetings

In addition to the ongoing monitoring, the Group Trustee has also completed an in-depth ESG-focused meeting with each of its investment managers. Following the in-depth meetings, the Group Trustee has assessed and compared each manager, noting that while all managers engaged and provided the information requested, some asset classes were able to disclose more data than others (in particular, the Group Trustee noted that information was less available for private market assets). The Group Trustee intends to follow-up with managers on ESG issues as part of its ongoing monitoring of managers.

Climate risk management

The Group Trustee continued to work towards meeting the Task Force on Climate-related Financial Disclosures (TCFD) recommendations. The TCFD is an initiative that developed some best practice guidance for climate-risk reporting.

The Group's first report covered the period 1 October 2022 to 31 March 2023 and has now been published on its website. The Group Trustee will continue to publish a report annually within seven months of the Group year end.

Updating the Stewardship Policy

The Group Trustee has been proactive to ensure its Stewardship policy has remained up to date with recent regulatory requirements and also reflects its views and beliefs.

The Group Trustee has recently reviewed its SIPs and updated these to make sure they consider latest guidance issued by The Pension Regulator. The latest

What is stewardship?

Stewardship is investors using their influence over current or potential investees/issuers, policy makers, service providers and other stakeholders to create long-term value for clients and beneficiaries leading to sustainable benefits for the economy, the environment and society.

This includes prioritising which ESG issues to focus on, engaging with investees/issuers, and exercising voting rights.

Differing ownership structures means stewardship practices often differ between asset classes.

Source: UN PRI

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version of the SIPs clarify that the Group Trustee accepts responsibility for how each manager stewards assets on its behalf, as well as indicating how the Group Trustee reviews the suitability of the Group's investment managers and other considerations relating to voting and methods to achieve its Stewardship policy.

The Group's stewardship policy can be found in the SIP: <https://my-magnox-pension.com/library/scheme-documents>

Managers' voting activity

Good asset stewardship means being aware and active on voting issues, corporate actions and other responsibilities tied to owning a company's stock. We believe that good stewardship is in the members' best interests to promote best practice and encourage investee companies to access opportunities, manage risk appropriately, and protect shareholders' interests. Understanding and monitoring the stewardship that investment managers practice in relation to the Group's investments is an important factor in deciding whether a manager remains the right choice for the Group.

Voting rights are attached to listed equity shares, including equities held in multi-asset funds. We expect the Group's equity-owning investment managers to responsibly exercise their voting rights.

Voting statistics

The table below shows the voting statistics for each of the Group's funds with voting rights for the year to 31 March 2023.

| Manager | Fund | Number of resolutions eligible to vote on | % of resolutions voted | % of votes against management | % of votes abstained from |
|----------------|-------------------------|---|------------------------|-------------------------------|---------------------------|
| Ruffer | Segregated Mandate | 713 | 95.8% | 3.9% | 0.1% |
| Schroders | Diversified Growth Fund | 5,374 | 93.0% | 9.0% | 0.0% |
| Lindsell Train | UK Equity Fund | 353 | 100.0% | 0.0% | 0.5% |

Source: Managers

The Group Trustee discussed with investment managers where managers voted against or abstained from voting on resolutions. The investment manager's responses are summarised below.

Ruffer:

Ruffer has criteria for mandatory voting which concentrates voting activity on the most material/important holdings in the portfolio. Two holdings did not meet the criteria during the year and therefore Ruffer did not vote at the annual meetings of these companies. The abstained votes placed during the year were equivalent to votes against management for the particular votes in question as shareholders were only allowed to vote 'for' or 'abstain'. Most votes against management were in relation to remuneration and the tenor of directors.

Schroders:

Schroders did not abstain from any votes. Where Schroders voted against management proposals, often this was due to reasons such as excessive auditor tenure, improving board diversity and to encourage better performance-based targets. While Schroders attempted to vote on all resolutions, it was not always able to due to share blocking (trading of shares around meeting dates) and issues with power of attorney / other paperwork.

Lindsell Train

Lindsell Train's concentrated portfolio of 'best in class' companies and long-term investment approach generally leads to Lindsell Train being supportive of company management. Lindsell Train did not vote against management over the year but did abstain on one vote. Lindsell Train noted that the abstention

Why is voting important?

Voting is an essential tool for listed equity investors to communicate their views to a company and input into key business decisions. Resolutions proposed by shareholders increasingly relate to social and environmental issues

Source: UN PRI

was for Mondelez in relation to an 'Advisory vote on Executive compensation'. Lindsell Train does not believe that the company's compensation policy is aligned with the long-term best interests of the shareholders and has been engaging with the company on this matter over a number of years.

Prior to 2020, Lindsell Train had voted against Mondelez compensation resolutions, however over the past three years Mondelez management have made a significant effort to explain to their investment team the rationale for their policies during their various engagements with them. Whilst Mondelez's policy has not responded to Lindsell Train's feedback, the abstention vote indicates Lindsell Train's intent to support Mondelez management in the event that they do amend their policy to align more closely with Lindsell Train's views on compensation, and also rewards Mondelez management's active engagement with Lindsell Train.

Use of proxy voting advisers

Many investment managers use proxy voting advisers to help them fulfil their stewardship duties. Proxy voting advisers provide recommendations to institutional investors on how to vote at shareholder meetings on issues such as climate change, executive pay, and board composition. They can also provide voting execution, research, record keeping and other services.

Responsible investors will dedicate time and resources towards making their own informed decisions, rather than solely relying on their adviser's recommendations.

The table below describes how the Group's managers, in their own words, use proxy voting advisers.

Why use a proxy voting adviser?

Outsourcing voting activities to proxy advisers enables managers that invest in thousands of companies to participate in many more votes than they would without their support.

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Description of use of proxy voting advisers

| | |
|----------------|--|
| | <p>Ruffer's proxy voting advisor is Institutional Shareholder Services (ISS). We have developed our own internal voting guidelines, however we take into account issues raised by ISS, to assist in the assessment of resolutions and the identification of contentious issues. Although we are cognisant of proxy advisers' voting recommendations, we do not delegate or outsource our stewardship activities when deciding how to vote on our clients' shares.</p> |
| Ruffer LLP | <p>Each research analyst, supported by our responsible investment team, reviews the relevant issues on a case-by-case basis and exercises their judgement, based on their in-depth knowledge of the company. If there are any controversial resolutions, a discussion is convened with senior investment staff and, if agreement cannot be reached, there is an option to escalate the decision to the Head of Research or the Chief Investment Officer.</p> <p>As discussed above, we do use ISS as an input into our decisions. In the 12 months to 31 March 2023, of the votes in relation to holdings in the Magnox Electric Group - NNL Section we voted against the recommendation of ISS 4.39% of the time.</p> |
| Schroders | <p>Institutional Shareholder Services (ISS) act as our one service provider for the processing of all proxy votes in all markets. ISS delivers vote processing through its Internet-based platform, Proxy Exchange. Schroders receives recommendations from ISS in line with our own bespoke guidelines, in addition, we receive ISS's Benchmark research. This is complemented with analysis by our in house ESG specialists and where appropriate with reference to financial analysts and portfolio managers.</p> |
| Lindsell Train | <p>We appointed Glass Lewis (GL) during Q1 2020 to aid the administration of proxy voting and provide additional support in this area. It is important to stress however that the portfolio managers maintain final decision-making responsibility, which is based on their detailed knowledge of the companies in which we invest, as this forms an important part of our investment process and proactive company engagement strategy. For clarity, we do not default to GL's advice/suggested vote, but rather we vote in line with LT's proxy voting policy and may consider GL's recommendation and/or research to improve the inputs to our decision making.</p> |

Source: Managers

Significant voting examples

To illustrate the voting activity being carried out on our behalf, we asked the Group's equity-owning investment managers to provide a selection of what they consider to be the most significant votes in relation to the Group's funds. A sample of these significant votes can be found in the appendix.

Managers' engagement activity

Engagement is when an investor communicates with current (or potential) investee companies (or issuers) to improve their ESG practices, sustainability outcomes or public disclosure. Good engagement identifies relevant ESG issues, sets objectives, tracks results, maps escalation strategies and incorporates findings into investment decision-making.

The table below shows some of the engagement activity carried out by the Group's material managers. The managers have provided information for the most recent calendar year available. Some of the information provided is at a firm level i.e., is not necessarily specific to the fund invested in by the Group.

| Manager | Funds | % of Group assets | Number of engagements | | Themes engaged on at a fund-level |
|-----------------------------|--|-------------------|-----------------------|---------------------|--|
| | | | Fund specific | Firm level | |
| Ruffer | Segregated Mandate | 0.1% | 17 | 44 | Environment - Climate change, Pollution, Waste, Natural resource use/impact (e.g., water, biodiversity) Social - Conduct, culture and ethics (e.g., tax, anti-bribery, lobbying), Human and labour rights (e.g., supply chain rights, community relations), Human capital management (e.g. inclusion & diversity, employee terms, safety), Governance - Board effectiveness – Diversity, Independence or Oversight, Leadership - Chair/CEO, Remuneration Strategy, Financial and Reporting - Capital allocation, Reporting (e.g., audit, accounting, sustainability reporting), Financial performance, Strategy/purpose |
| Schroders | Diversified Growth Fund | 0.1% | 1,193 | >2,800 | Environment - Climate change, Natural resource use/impact, Pollution, Waste Social - Human and labour rights, Human capital management Governance - Board effectiveness – Diversity, Independence or Oversight and others, Leadership - Chair/CEO, Remuneration, Shareholder rights Strategy, Financial and Reporting - Capital allocation, Reporting, Financial performance, Strategy/purpose, |
| Lindsell Train ¹ | UK Equity Fund | 0.2% | 11 | 33 | Environment - Climate change, Natural resource use/impact Social - Human and labour rights, Conduct, culture and ethics Governance - Leadership - Chair/CEO, Remuneration, Shareholder rights Strategy, Financial and Reporting - Capital allocation, Strategy/purpose, Risk management (e.g., operational risks, cyber/information security, product risks) Other - Positive impact & animal cruelty |
| Robeco | Segregated Mandate | 6.3% | 13 | 252 | Environment - Climate change, Pollution, Waste Social - Human and labour rights Governance – Remuneration Other - SDG Engagement |
| Arcmont | BlueBay European Direct Lending Fund III | 2.5% | 5 | <i>Not provided</i> | Environment - Climate change Social - Human capital management, Public health Strategy, Financial and Reporting - Reporting |

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| Manager | Funds | % of Group assets | Number of engagements | | Themes engaged on at a fund-level |
|-----------------------------|---|-------------------|-----------------------|------------|---|
| | | | Fund specific | Firm level | |
| Hayfin | Direct Lending Fund III | 2.7% | 18 | 18 | Environment - Climate change Social - Conduct, culture and ethics, Human and labour rights, Human capital management Governance - Board effectiveness - Independence or Oversight Strategy, Financial and Reporting - Strategy/purpose |
| Chorus Capital ¹ | Credit Fund IV | 4.0% | <i>Not provided</i> | 13 | Environment - Climate change, Natural resource use/impact, Pollution, Waste Social - Human and labour rights, Human capital management, Public health Governance - Board effectiveness - Independence or Oversight or others, Leadership - Chair/CEO Others - Concerns around borrowers operating in jurisdictions where governance and sanction risks were high. |
| Innisfree | PFI Continuation Fund, PFI Secondary Fund | 8.0% | <i>Not provided</i> | | |
| IFM | Global Infrastructure Fund | 4.1% | <i>Not provided</i> | | |
| M&G Investments | Inflation Opportunities Fund 3 | 7.3% | 4 | 157 | Environment – Climate change, Pollution, Waste Social – Human and labour rights Governance – Board effectiveness – Others |
| CBRE | Global Investors UK Property PAIF | 4.3% | <i>Not provided</i> | | Environment – Natural resource use/impact, Social – Inequality, Human capital management |
| CBRE | Long Income Investment Fund | 3.1% | | | Environment - Climate change |
| LGIM | UK Build to Rent Fund | 3.1% | 20 | 1,224 | Environment - Climate change, Natural resource use/impact (e.g. water, biodiversity), Pollution, Waste Social - Human and labour rights, Human capital management, Inequality, Public health Governance - Board effectiveness - Independence or Oversight, Leadership - Chair/CEO Strategy, Financial and Reporting - Capital allocation, Reporting, Financial performance, Strategy/purpose |
| Invesco ¹ | Real Estate UK Residential Fund | 3.1% | <i>Not provided</i> | 183 | Environment - Climate change, Natural resource use/impact, Pollution, Waste Social - Conduct, culture and ethics (e.g. tax, anti-bribery, lobbying), Human and labour rights, Human capital management Governance - Board effectiveness – Diversity or others, Leadership - Chair/CEO, Remuneration Strategy, Financial and Reporting - Capital allocation, Reporting, Risk management |

Source: Managers.

¹These managers did not provide fund level themes; themes provided are at a firm-level.

Data limitations

The Group Trustee has concentrated on summarising the stewardship activities of material holdings where there is meaningful scope for engagement. With this in mind, the EPIS does not disclose stewardship information in relation to:

- Funds representing less than 2% of the Group's total assets and any AVC investments held at 31 March 2023 on the grounds of materiality, except for the investments held with Lindsell Train, Ruffer & Schroders given the managers have allocations to listed equities; and
- The Group's LDI holdings with CTI (c.41% of total Group assets), annuity held with Canada Life (c.1% of total Group assets) and cash held with BlackRock (c.2% of total Group assets) as the Group Trustee deems the scope for engagement to be very limited.

At the time of writing, the following managers did not provide all the information we requested:

- Arcmont did provide fund level engagement information but not in line with the best practice industry standard ICSWG guide.
- Innisfree and IFM Global did not provide fund or firm level engagement examples.
- Chorus Capital and Invesco did not provide fund level engagement examples.

The Group Trustee will engage with the managers, to encourage improvements in reporting.

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Appendix – Significant Voting Examples

In the table below are some significant vote examples provided by the Group's managers. For the purpose of the EPIS, we have assumed that the Group Trustee considers a significant vote to be one which the voting manager deems to be significant. Managers use a wide variety of criteria to determine what they consider a significant vote, some of which are outlined in the examples below, in the managers' own words:

| | | |
|-------------------------------------|--|---|
| Ruffer LLP – Segregated Mandate | Company name | BP Plc |
| | Date of vote | 12 May 2022 |
| | Approximate size of fund's/mandate's holding as at the date of the vote (as % of portfolio) | 3.2% |
| | Summary of the resolution | Environmental - Approve Shareholder Resolution on Climate Change Targets |
| | How you voted | Against |
| | Where you voted against management, did you communicate your intent to the company ahead of the vote? (Please add additional comments in the space below) | We engaged with the company ahead of the AGM. |
| | Rationale for the voting decision | We voted in line with ISS and management. We have done extensive work on BP's work on the energy transition and climate change, and we think they are industry leading. We support management in their effort to provide clean, reliable and affordable energy and therefore we voted against the shareholder resolution. |
| | Outcome of the vote | The resolution failed with 85.1% votes against. |
| | Implications of the outcome eg were there any lessons learned and what likely future steps will you take in response to the outcome? | We will monitor how the company progresses and improves over time and continue to support credible energy transition strategies and initiatives which are currently in place, and will vote against shareholder resolutions which deem as unnecessary. |
| | On which criteria have you assessed this vote to be "most significant"? | We believe this vote will be of particular interest to our clients. We support management in their effort to provide clean, reliable and affordable energy. |
| Schroders - Diversified Growth Fund | Company name | Rio Tinto Limited |
| | Date of vote | 05 May 2022 |
| | Approximate size of fund's/mandate's holding as at the date of the vote (as % of portfolio) | <i>Not provided</i> |
| | Summary of the resolution | Approve Climate Action Plan |
| | How you voted | Against |
| | Where you voted against management, did you communicate your intent to the company ahead of the vote? (Please add additional comments in the space below) | We may tell the company of our intention to vote against the recommendations of the board before voting, in particular, if we are large shareholders or if we have an active engagement on the issue. We always inform companies after voting against any of the board's recommendations. |
| | Rationale for the voting decision | We were concerned that were unable to ascertain whether the company was engaging sufficiently with its |

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| | | |
|---|--|--|
| | | customers and other stakeholders on its scope 3 emissions to support its climate action plan. |
| | Outcome of the vote | The resolution passed. |
| | Implications of the outcome eg were there any lessons learned and what likely future steps will you take in response to the outcome? | We monitor voting outcomes - particularly if we are large shareholders or if we have an active engagement on the issue. If we think that the company is not sufficiently responsive to a vote or our other engagement work, we may escalate our concerns by starting, continuing, or intensifying an engagement. As part of this activity, we may also vote against other resolutions at future shareholder meetings, such as voting against the election of targeted directors. |
| | On which criteria have you assessed this vote to be "most significant"? | Consider all votes against management significant. |
| Lindsell Train - UK Equity fund | Company name | Unilever |
| | Date of vote | 05 Apr 2022 |
| | Approximate size of fund's/mandate's holding as at the date of the vote (as % of portfolio) | 7.8% |
| | Summary of the resolution | Various Elections of Executive Members |
| | How you voted | For |
| | Where you voted against management, did you communicate your intent to the company ahead of the vote? (Please add additional comments in the space below) | N/A |
| | Rationale for the voting decision | <p>We continue our engagement with the management of Unilever and spoke to the Chair, Nils Andersen, in June. This follows two engagements earlier in the year, related to capital allocation (following news of the failed bid for GSK's consumer healthcare division) and animal testing.</p> <p>In this instance, our engagement centered on the recent news of the appointment of activist investor, Nelson Peltz of Trian Fund Management, to its board as a non-executive director, after his purchase of 1.5% of Unilever's shares. As Trian's objectives are ostensibly in line with our own, we had no objection to the appointment despite being somewhat surprised at the low ticket-price to get a seat at the table. We did however take the opportunity to urge the board to resist any proposals that merely boost short-term value. Andersen confirmed that the board remain committed to their long-term strategy and are focused on protecting the strategic value of Unilever's assets.</p> |
| | Outcome of the vote | Approved |
| Implications of the outcome e.g. were there any lessons learned and what likely future steps will you take in response to the outcome? | N/A | |
| On which criteria have you assessed this vote to be "most significant"? | We have engaged with management on capital allocation and board appointments this year and | |

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concluded post these engagements to support the board
in their decisions.

Source: Managers

Magnox TR&A and Letter of Representation

Final Audit Report

2023-10-11

| | |
|-----------------|--|
| Created: | 2023-10-11 |
| By: | Sarah Allard (sarah.allard@barnett-waddingham.co.uk) |
| Status: | Signed |
| Transaction ID: | CBJCHBCAABAA9vHKMY-gqQOIu4NU8QAm0EijExRfNgnT |

"Magnox TR&A and Letter of Representation" History

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-  Signer martin@veaseyassociates.co.uk entered name at signing as Martin Veasey
2023-10-11 - 12:36:33 PM GMT
-  Document e-signed by Martin Veasey (martin@veaseyassociates.co.uk)
Signature Date: 2023-10-11 - 12:36:35 PM GMT - Time Source: server
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