# SWAN MILL PAPER COMPANY LIMITED
# RETIREMENT BENEFITS PLAN

# (FINAL SALARY SECTION)

# STATEMENT OF INVESTMENT PRINCIPLES

**September 2020**

## TABLE OF CONTENTS

# 1. INTRODUCTION

1.1 This document constitutes the Statement of Investment Principles (“the SIP”) required under Section 35 of the Pensions Act 1995 (“the Act”) and subsequent legislation for the Swan Mill Paper Company Limited Retirement Benefits Plan (“the Plan”). The sponsoring Company is the Swan Mill (Holdings) Limited (“the Company”). This Statement describes the investment policy being pursued by the Trustees of the Plan (“the Trustees”).

1.2 The Trustees confirm that, before preparing this SIP, they have consulted with the Company and have obtained and considered written advice from the Scheme Actuary and the Investment Adviser (“the Advisers”). The Investment Adviser is Mercer Limited and the Scheme Actuary is Richard Francis of Mercer Limited. The Trustees believe the Advisers to be qualified by their ability in and practical experience of financial matters and to have the appropriate knowledge and experience of the arrangements of the Plan. The Trustees also confirm that they will consult with the Company and take advice from the Advisers prior to this SIP being revised.

1.3 Administration of the Plan is arranged by the Trustees who are responsible for the investment of the Plan’s assets. Where they are required to make an investment decision, the Trustees always receive advice from the Advisers first and they believe that this ensures that they are appropriately familiar with the issues concerned.

1.4 In accordance with the Financial Services & Markets Act 2000 (“the FSMA”), the Trustees set general investment policy, but has delegated the day-to-day investment of the Plan’s assets to professional investment managers. The investment managers are authorised under the FSMA and provide the expertise necessary to manage the investments of the Plan competently.

1.5 There are 2 sections within the Plan; the Final Salary Section (“the FS Section”) and the Money Purchase section (“the MP Section”). The Trustees believe that the investment decisions for the MP Section should be considered separately to the FS Section. Therefore, there is a separate SIP document that addresses the specific MP Section issues.

## 2. Plan Governance

2.1 The Trustees consider that the following governance structure is appropriate for the Plan since it enables the Trustees to retain the majority of the decision making roles, whilst delegating those tasks that the Trustees believe they are unsuitably qualified to make:

**Trustees**

2.2 The responsibilities of the Trustees of the Plan include:

(i) Determining the investment objectives of the Plan and reviewing these from time to time.

(ii) Consulting with the Company on any changes to investment strategy as required by the Pensions Act 1995.

(iii) Reviewing from time to time the content of the SIP and for modifying it if deemed appropriate, in consultation with the Advisers.

(iv) Reviewing the suitability of the investment policy following the results of each actuarial or investment review, in consultation with the Advisers.

(v) Assessing the quality of the performance and process of the investment managers by means of regular reviews of the investment results and other information, by way of meetings and written reports, in consultation with the Advisers.

(vi) Appointing and dismissing the investment manager(s).

(vii) Monitoring compliance of the investment arrangements with the SIP on an ongoing basis.

**Investment Managers**

2.3 The investment managers' responsibilities include:

(i) At their discretion, but within any guidelines given by the Trustees, implementing changes in the asset mix and selecting and undertaking transactions in specific investments within each asset class.

(ii) Providing the Trustees with quarterly reports of the assets, transactions, cash reconciliation, performance, actions and future intentions, and any changes to the process applied to their portfolio.

**Investment Adviser**

2.4 The Investment Adviser's responsibilities in respect of the FS Section of the Plan include:

(i) Assisting the Trustees in reviewing the SIP.

(ii) Advising the Trustees how any changes within the Plan's benefits, membership and funding position may affect the manner in which the assets should be invested.

(iii) Undertaking reviews of the Plan's investment arrangements, including reviews of the asset allocation strategy and investment managers, as well as manager and fund selection.

(iv) Advising the Trustees of any changes at the Plan's investment managers that could affect the interests of the Plan.

(v) Advising the Trustees of any changes in the investment environment that could either present opportunities or problems for the Plan.

**Scheme Actuary**

2.5 The Scheme Actuary will be responsible for:

(i) Liaising with the Investment Adviser on the suitability of the Plan's investment strategy.

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

(iii) Commenting on the appropriateness of the investment strategy relative to the liabilities of the Plan at the triennial valuations.

## 3. INVESTMENT OBJECTIVES

3.1 The Trustees' objectives for the FS Section of the Plan are as follows:

(i) To make sure that the Plan can meet its obligations to the beneficiaries of the Plan.

(ii) To pay due regard to the Company's interests on the size, stability and incidence of the Company's contribution payments.

(iii) To achieve a real return (i.e. in excess of inflation) on investments, expected at least to exceed the Scheme Actuary's assumptions over the long term.

## 4. ASSET ALLOCATION STRATEGY

4.1 Having considered advice from the Advisers, and also having due consideration for the objectives and attitude to risk of the Trustees and the Company, as well as the liabilities of the Plan, the Trustees decided upon the following long-term asset allocation strategy.

| Asset Class | Manager | Manager Style | Benchmark Allocation | Tolerance Range |
|---|---|---|---|---|
| **Growth Portfolio** | | | **9.0%** | **±5.0%** |
| Equity | Baillie Gifford | Active | 3.0% | |
| Multi Asset Growth | Baillie Gifford | Active | 6.0% | |
| **Matching Portfolio** | | | **91.0%** | **±5.0%** |
| Corporate Bonds | PIMCO | Active | 45.5% | |
| LDI | LGIM | Passive | 45.5% | |
| **Total** | | | **100.0%** | |

4.2 The Trustees have appointed two active managers – Baillie Gifford & Co Limited (“Baillie Gifford”) and PIMCO Europe Limited (“PIMCO) – because they believe that active management can add additional value in certain asset classes, in this case equities, alternatives and corporate bonds. The third manager – Legal & General Investment Management (“LGIM”) – is passive as the Trustees felt this is a more appropriate management style for a LDI strategy, where the case for using active management is limited.

4.3 A rebalancing policy has been introduced. If allocations breach the ±5% range the Trustees will rebalance back to the growth/matching benchmark, subject to consultation with their advisors.

4.4 A recent history of the Trustees’ changes to the asset allocation strategy is set out below:

(i) In early 2008 the Trustees identified UK corporate bonds as being attractively priced, based on the view that the potential additional return justifies the additional risk. To take advantage of this potential opportunity the Trustees decided to invest a small amount of the Plan's assets in UK long-dated corporate bonds. Following a meeting in November 2008 the Trustees made the decision to increase this allocation to corporate bonds and set PIMCO a formal benchmark, effectively bringing the tactical position inside the long-term strategic benchmark of the Scheme.

(ii) In June 2009 the decision was made to switch from PIMCO Long-Dated Fixed Interest Gilts (active) to the LGIM Over 15 Year Gilts Index Fund (passive). The equity/bond split was also modified to 35% equities and 65% bonds, with a 50:50 split within the bonds between UK Gilts (LGIM) and UK corporate bonds (PIMCO). There has also been a move to add tolerance ranges to the asset classes of ±5%.

(iii) In May 2015, the Trustees decided to switch 50% of the Plan's holdings within the LGIM Fixed-Interest Gilt Fund to an Index-Linked Gilt Fund managed by LGIM. The Trustees agreed that this would reduce the level of inflation risk of the assets relative to the liabilities.

(iv) In November 2017, the Trustees agreed to reduce the strategic target allocation to growth assets from 35% to 27% of total Plan assets, with a corresponding increase in matching assets. This change was made in conjunction with the 2017 actuarial valuation assumption setting process, in order to reduce overall investment risk.

(v) In November 2017, the Trustees also decided to restructure the growth portfolio, by reducing the Plan's equity holdings to 10% of total Plan assets and switching 17% to Baillie Gifford's Multi-Asset Growth Fund. The decision was made in order to further reduce the Plan's overall investment risk and provide exposure to alternative risk premia.

(vi) In January 2018, a switch was made from the Plan's long-dated fixed and index-linked government bonds into a bespoke LDI solution with LGIM. The LDI portfolio can use UK government bonds (both levered and unlevered) as well as derivative instruments to hedge 100% of the impact of interest rate and inflation movements on the long-term liabilities (on a Technical Provisions basis). The solution is expected to provide a higher and more accurate liability hedge, which will in turn lower portfolio risk.

(vii) In November 2018, the Trustees agreed an investment de-risking policy with the aim of moving the investment strategy to a position of ‘Self-Sufficiency’ by the time of the 2023 actuarial valuation. The policy includes three de-risking ‘triggers’ set in relation to the Plan’s funding level on the Self-Sufficiency (gilts + 0.5%) basis, each of which implies a switch from growth assets to matching assets. The ‘destination’ portfolio, to be implemented as and when the third and final de-risking trigger is breached, will consist of 100% matching assets. Details of the policy, including precise trigger levels, monitoring responsibilities and the implementation process, are set out in the Trustees’ De-Risking Terms of Reference document, dated February 2019.

(viii) In March/April 2019, the Self-Sufficiency funding level breached the first and second de-risking policy triggers in quick succession, following which the Trustees agreed to implement the required switches to reduce the strategic target allocation to growth assets from 27% to 9% of total Plan assets, with a corresponding increase in matching assets.

4.5 The Trustees, in conjunction with the Advisers, will monitor the actual asset allocation of the Plan. If the actual allocation between growth and matching assets moves further than ±5% from the strategy shown above, then the Trustees will make a decision as to whether to switch assets between classes to move back to the strategy after consideration of advice from the Advisers. The split of the equity portfolio will be managed by Baillie Gifford.

4.6 New money (or disinvestments) will be invested (disinvested) on a mechanical basis to bring the asset allocation back to the benchmark strategy as far as possible. The Investment Adviser will liaise with the administrators of the Plan to ensure that the new money is invested correctly.

**Rates of Return**

4.7 Based on Mercer's central asset class assumptions (as at 31 March 2020) and the long-term asset allocation, the Trustees expect to achieve a rate of return for the total Plan of approximately 0.9% per annum in excess of the Plan's liabilities over the long term (i.e. ten years). Baillie Gifford and PIMCO have short-term outperformance targets (over rolling three year periods), which are used to evaluate their performance. Details of these targets are provided in the 'Mandate and Performance objectives' section.

**Diversification**

4.8 The choice of asset allocation strategy is designed to ensure that the Plan's investments are adequately diversified and liquid. The Trustees monitor the strategy regularly to ensure that they are comfortable with the level of diversification being achieved.

4.9 The Managers will invest in a diverse portfolio of investments in order to reduce investment risk given the circumstances of the Plan. The range and proportion of assets held in any one fund will be agreed by the Trustees. These guidelines will be specified in the formal Investment Manager Agreements and may be revised from time-to-time according to appropriate investment advice provided to the Trustees and having regard to the investment powers of the Trustees as defined in the Trust Deed.

**Suitability**

4.10 The Trustees have taken advice from the Advisers to ensure that the asset allocation strategy is suitable for the Plan, given its liability profile.

## 5. Investment Manager Benchmarks and Objectives

**Baillie Gifford**

5.1 Baillie Gifford manages an equity portfolio and multi asset growth mandate on behalf of the Plan.

5.2 For the **equity portfolio**, Baillie Gifford aims to outperform the composite benchmark by 1.5% p.a. (net of fees) over rolling 3-year periods, with a tracking error of 4-6% p.a. on UK equities and 2-3% p.a. on overseas equities.

5.3 The benchmark for the equity portfolio is as follows:

| Fund | Benchmark Allocation | Benchmark Index |
|---|---|---|
| UK Equity Alpha | 65.0% | FTSE All Share Index |
| American Equity | 14.0% | FTSE World Developed Americas |
| European Equity | 10.5% | FTSE World Developed Europe |
| Developed Asia Pacific Equity | 10.5% | FTSE World Developed Asia Pacific |

5.4 Baillie Gifford's **Multi Asset Growth Fund** aims to outperform its benchmark by 3.5% per annum (net of fees) and with volatility of returns less than 10% per annum over a 5-year period.

5.5 The benchmark for the Multi Asset Growth Fund is as follows:

| Fund | Benchmark Allocation | Benchmark Index |
|---|---|---|
| Multi Asset Growth | 100% | UK Base Rate + 3.5% p.a. |

**PIMCO**

5.6 PIMCO manages a **Long-Dated UK Corporate Bond Fund** on behalf of the Plan.

5.7 PIMCO's aim is to outperform its benchmark by 1.5% per annum (gross of fees) over rolling 3 year periods.

5.8 The benchmark for the corporate bond fund is as follows:

| Fund | Benchmark Allocation | Benchmark Index |
|---|---|---|
| Long-Dated UK Corporate Bonds | 100% | iBoxx Sterling Non-Gilts Over 10 Years |

## LGIM

5.9 LGIM manages the Plan's **Liability Driven Investment ("LDI") portfolio**, which is invested in a range of 'Matching Plus' funds. These include single stock fixed interest and index-linked gilt funds, as well as leveraged fixed interest and index-linked gilt funds.

5.10 The objective of the LDI portfolio is to hedge 98% of the exposure of the Plan's liabilities to interest rates and inflation (as measured on the Self-Sufficiency basis). Some tracking error is expected given the difficulty in constructing a portfolio that precisely matches the Plan's liability profile. As and when the final de-risking switch is implemented, the target hedge ratio for both inflation and interest rates will increase to 100% of Self-Sufficiency liabilities.

5.11 The allocation of the LDI portfolio as at 31 July 2020 is set out below. It should be noted that the required mix of fixed and index-linked funds will change over time as the Plan matures and the liability benchmark is periodically refined. Implementation of the final de-risking switch would also result in a change to the underlying fund mix.

| Fund Type | Allocation |
|---|---|
| Unleveraged Fixed Interest Gilts (Single Stock) | 46% |
| Unleveraged Index-Linked Gilts (Single Stock) | 36% |
| Leveraged Fixed Interest Gilts (Matching Plus) | 13% |
| Leveraged Index-Linked Gilts (Matching Plus) | 5% |

5.12 LGIM also manages a **Sterling Liquidity Fund** on behalf of the Plan. This fund holds cash instruments and is used primarily to support the LDI portfolio in the event of a de-leveraging or re-leveraging exercise in respect of one or more of LGIM's leveraged Matching Plus funds.

## Suitability

5.13 The Trustees have taken advice from the Advisers to ensure that the Managers and their objectives are suitable for the Plan.

## 6. INVESTMENT MANAGER ARRANGEMENTS

**Aligning Manager Appointment with Investment Strategy**

6.1 Investment managers are appointed based on their capabilities and, therefore, their perceived likelihood of achieving the expected return and risk characteristics required for the asset class for which they are selected.

6.2 The Trustees will seek guidance from the Investment Advisor, where appropriate, for their forward looking assessment of an active manager's ability to outperform over a full market cycle. This view will be based on the Investment Advisor's assessment of the manager's idea generation, portfolio construction, implementation and business management, in relation to the particular investment fund that the Plan invests in.

6.3 For passively managed mandates, or those where outperformance is not the primary goal, the Trustees will seek guidance from the Investment Advisor in relation to their forward looking assessment of the manager's ability to achieve the stated mandate objectives.

6.4 The Investment Advisor's manager research ratings assist with due diligence and where available are used to inform decisions around selection, retention and removal of manager appointments.

6.5 The Trustees will review an appointment if the investment objective for a manager's fund changes to ensure it remains appropriate and consistent with the Trustees' wider investment objectives.

6.6 As the Trustees invest in pooled investment vehicles they accept that they have no ability to specify the risk profile and return targets of the Managers, but appropriate mandates can be selected to align with the overall investment strategy.

6.7 The Managers are aware that their continued appointment is based on the success in delivering the mandate for which they have been appointed to manage. If the Trustees are dissatisfied, then they will look to review the appointment.

**Evaluating Investment Manager Performance**

6.8 The Trustees will monitor the performance of each of the Managers against the agreed performance objectives.

6.9 The Trustees receive performance reports from the Managers on a quarterly basis, which present performance information over 3 months, 1 year, 3 years and 5 years. The Trustees review the absolute performance, relative performance against a suitable index (where appropriate) used as the benchmark, and against the Managers' stated target performance (over the relevant time period). The Trustees' focus is on long-term performance but may review a manager's appointment if:

(i) There are sustained periods of underperformance;

(ii) There is a change in the portfolio manager;

(iii) There is a change in the underlying objectives of the investment manager; or

(iv) There is a significant change to the Investment Advisor's rating of the manager.

6.10 The Trustees also hold regular meetings with the Managers to satisfy themselves that the Managers continue to carry out their work competently and have the appropriate knowledge and experience to manage the assets of the Plan.

6.11 The Managers are remunerated by way of fees calculated as a percentage of assets under management.

**Portfolio Turnover**

6.12 The Trustees do not currently actively monitor portfolio turnover costs within the FS Section of the Plan.

6.13 The Trustees receive some Markets in Financial Instruments Directive (MiFID II) reporting from the Managers but do not analyse the information. The Trustees will continue to monitor industry improvements concerning the reporting of portfolio turnover costs. In future, the Trustees will ask the Managers to report on portfolio turnover cost and will assess this by comparing portfolio turnover across the same asset class, on a year-on-year basis for the same fund, or relative to the Managers' specific portfolio turnover range in the investment guidelines or prospectus.

6.14 The Trustees are long-term investors and are not looking to change the Plan's investment arrangements on a frequent basis. As all the investments are made via open-ended funds, there is no set duration for the manager appointments. The Trustees will therefore retain an investment manager unless:

(i) There is a strategic change to the overall strategy that no longer requires exposure to that asset class or manager;

(ii) The basis on which the manager was appointed changes materially (e.g. manager fees or investment process); or

(iii) The manager appointment has been reviewed in line with 6.6 to 6.8 and the Trustees have decided to terminate the mandate.

# 7. RISKS

7.1 The Trustees recognise a number of risks involved in the investment of assets of the FS Section of the Plan:

(i) *Funding and Asset/liability mismatch risk* – the primary risk upon the Plan's assets and its liabilities. This is addressed through the asset allocation strategy and through regular actuarial and investment reviews and will be managed by careful structuring of the funding and investment arrangements as well as regular monitoring.

(ii) *Asset concentration risk* – the Trustees recognise the risks that may arise from the lack of diversification of investments. Subject to managing the risk from the mismatch of assets and liabilities, the Trustee aims to ensure that the asset allocation policy results in an adequately diversified portfolio.

(iii) *Manager risk* – the Plan's assets are invested with a number of managers. Allocations to different managers increase the level of diversification at the manager level.

(iv) *Underperformance risk* – addressed through diversifying across more than one manager and by regular monitoring of the Managers.

(v) *Country risk* – the risk of an adverse influence on investment values from political intervention is reduced by diversification of the assets across many countries.

(vi) *Liquidity risk* – risk of holding assets that cannot easily be realised should the need arise. Addressed through the choice of asset class; private equity and property are not held.

(vii) *Default risk* – addressed through the restrictions for the Managers, in particular sterling corporate bonds are managed using a diversified portfolio of investment grade bonds.

(viii) *Organisational risk* – addressed through regular monitoring of the Managers and Advisers.

(ix) *Cash flow risk* – addressed through monitoring the cash flow requirements of the Plan to control the timing of any investment and disinvestment of assets.

(x) *Tax risk* – the risk that the Plan's tax status is prejudiced. Addressed through the appointment of suitably regulated managers and by the Manager Agreements.

(xi) *Exchange rate risk* – this risk arises from unhedged investments overseas. The Trustee may, from time to time, hedge currency exposures.

(xii) *Counterparty risk* – derivatives will be employed in the Plan's liability hedging mandate for the purposes of efficient portfolio management. These derivatives are likely to be traded directly with other counterparties, which gives rise to counterparty risk, namely the risk that the counterparty is unable to honour their commitment at the maturity of the derivative contract. LGIM mitigates this risk by restricting trading to 'high quality' counterparties (i.e. those with the lowest chance of defaulting), trading across a number of high quality counterparties, and by ensuring margin is posted by these counterparties (to lower the risk of default).

(xiii) *Collateral adequacy risk* – as derivative instruments are used to hedge the Plan's liabilities, leverage will be employed in the liability hedging mandate. Using leverage means small changes in underlying conditions can produce larger changes in the value of the Plan's investment than if only physical assets were held (i.e. there is an implied 'lever effect'). Collateral adequacy is therefore the risk that underlying conditions negatively impact the Plan to the extent that additional assets will need to be used to support the use of derivatives. LGIM monitors this risk on an ongoing basis and will inform the Trustees and Investment Advisor should additional collateral be required for the Plan's liability hedging mandate.

(xiv) *Sponsor risk* – the risk of the Company ceasing to exist, which for reasons of prudence, the Trustees have taken into account when setting the asset allocation strategy. This risk includes that associated with the Company terminating or varying the terms of the Scheme. The strength of the employer's covenant was taken into consideration by the Trustees when setting the investment strategy.

*(xv) ESG risk* – this refers to the risk that environmental, social and corporate governance (ESG) factors, including climate change, may have substantive impacts on the global economy and subsequently investment returns. The Trustees' policies on managing ESG risks are set out in Section 8.

7.2 The Trustees will keep these risks under regular review of the investment strategies and investment managers.

## 8. RESPONSIBLE INVESTMENT AND CORPORATE GOVERNANCE

### ESG, Stewardship and Climate Change

8.1 The Trustees believe that ESG factors have a material impact on investment risk and return outcomes, and that good stewardship can create and preserve value for companies and markets as a whole. The Trustees also recognise that long-term sustainability issues, particularly climate change, present risks and opportunities that require explicit consideration.

8.2 The Trustees believe that voting rights are an important aspect of shareholder value and wish to exercise the voting rights attaching to the Scheme's investments to promote and support good corporate governance principles.

8.3 The Trustees have given the appointed Managers full discretion in evaluating ESG factors, including climate change considerations, and the exercising of voting rights and stewardship obligations attached to the investments. This will be done in accordance with the Managers' own corporate governance policies and current best practice, including the UK Corporate Governance Code and UK Stewardship Code.The Trustees increasingly consider how ESG, climate change and stewardship is integrated within investment processes when monitoring the Managers, investing in new investment products or appointing new investment managers.

8.4 The Trustees will also consider the Investment Advisor's assessment of how the Managers embed ESG into their investment processes and how the Managers' responsible investment philosophies align with the Trustees' responsible investment policy. This includes the Managers' policies on voting and engagement. The Trustees will use this assessment to inform decisions around selection, retention and realisation of manager appointments.

8.5 The Trustees will review the Managers' ESG policies and engagement activities (where applicable) at least annually.

8.6 The Trustees can regularly review the decisions made by the Managers, including voting history (in respect of equities) and engagement activity, and can challenge such decisions to try to ensure the best medium to long-term performance.

### Member Views and Investment Restrictions

8.7 Members have a variety of methods by which they can make views on financial and non-financial matters known to the Trustees. The Trustees will reflect on any views expressed by members, as deemed relevant, in their discussions on the selection, retention and realisation of investments.

8.8 The Trustees have not set any investment restrictions on the appointed Managers in relation to particular products or activities, but keep this position under review and may re-consider this in the future.

## 9. OTHER ISSUES

**Other Assets**

9.1 The Trustees retain a working capital balance in the Plan's bank account.

**Additional Voluntary Contributions**

9.2 The Trustees make available to members various funds with Standard Life for the investment of Additional Voluntary Contributions (AVCs). In addition, some AVCs are held in various MGM Assurance unitised funds. These are still available to existing contributors, however no new AVC members can make contributions to them.

**Realisation of Assets**

9.3 The assets are held in pooled funds which can be easily realised if the Trustees so require.

**Manager Agreements**

9.4 Trustees and the Managers have agreed, and will maintain, formal Manager Agreements setting out the scope of the Managers' activities, their charging basis and other relevant matters. The Managers are required to exercise their powers with a view to giving effect to the principles contained herein and in accordance with subsection (2) of Section 36 of the Act.

**Custody**

9.5 The Trustees are required to ensure that adequate custody arrangements are in place. As the Plan is investing via a pooled arrangement this has been delegated to the investment manager.

## 10. TRUSTEE APPROVAL

This document is approved for and on behalf of the Trustees of the Swan Mill Paper Company Limited Retirement Benefits Plan.

Signed Graham Rogers ……………………………………….. Date 17/09/2020 ……………………..

Signed Penny Cogher ……………………………………….. Date 17/09/2020 ……………………..