

Statement of Investment Principles

Bank of Baroda (1976) Pension and Life Assurance Scheme

September 2020

1. Introduction

Under the Pensions Act 1995, trustees are required to prepare and review regularly a Statement of Investment Principles, dealing with certain specific matters.

This statement sets out the principles governing decisions about the investment of the assets of the Bank of Baroda (1976) Pension and Life Assurance Scheme (the Scheme). Before preparing it, the Trustees obtained and considered written professional advice from Goddard Perry as their investment consultants. Prior to finalising this document, they also consulted with the sponsoring employer.

The Trustees review this Statement on a regular basis and will also do so in response to any material changes to the investment arrangements of the Scheme. Formal reviews will be undertaken no less frequently than every 3 years to coincide with the Actuarial Valuations. Any such review will again be based on written expert investment advice and will be in consultation with the Scheme's sponsoring employer, The Bank of Baroda.

Signed for and on behalf of the Trustees of the Bank of Baroda (1976) Pension and Life Assurance Scheme:

Signed: **Graham Bryant**

Date: **23 September 2020**

2. Decision Making

The Trustees distinguish between two types of investment decision:

Strategic investment decisions

These decisions are long-term in nature, and driven by an understanding of the objectives, needs and liabilities of the Scheme.

The Trustees take all such decisions. Where appropriate this is after receiving written advice from their investment consultant, and consulting, as appropriate, with the Bank.

Examples of such decisions include:

- setting investment objectives;
- setting strategic asset allocation;
- setting benchmarks;
- drafting the Statement of Investment Principles; and
- appointing and removing fund managers.

Work is charged for either by an agreed fee or on a time cost basis. In particular the investment consultant does not receive commission or any other payments in respect of the Scheme that might affect the impartiality of their advice. The Trustees believe that this is the most appropriate fee structure for the Scheme.

Tactical investment decisions

Tactical investment decisions are based on views of future market movements.

The Trustees employ fund managers to make such judgements, and do not interfere with their decisions. Examples of such decisions include:

- selecting individual stocks;
- temporarily deviating from the strategic asset allocation to take advantage of better market opportunities; and
- timing of entry or exit from a market.

Each investment manager is remunerated by ad valorem charges based on the value of assets managed on behalf of the Scheme. The Trustees believe that this is the most appropriate fee structure for the Scheme.

3. Investment Objectives

The Trustees' overall investment policy is guided by the following objectives:

What constitutes risk?

The Trustees appreciate that the most important aspect of the security of the members' benefits is the continued support of the scheme sponsor. Events that reduce the sponsor's willingness or ability to support the scheme are the biggest potential threats from the members' perspective.

1. The most significant risk from the Trustees' perspective is that the deficit (as calculated in the triennial actuarial valuations) deteriorates.
 - This could jeopardise the deficit recovery plan and necessitate additional contributions from the sponsor.
 - The deficit in monetary terms is of more importance than the size of the funding level.
2. The accounting version of the liabilities (and hence deficit) is not important as the company has no borrowing requirements
3. "Buy-out" is not on the agenda at the moment, but may increase in importance as the prospect of buying out becomes closer.

Appetite for risk

Balance is required here. Taking too little risk can be as damaging for a pension scheme as taking too much risk. The reduction in long-term expected investment returns may push the costs of the scheme to become unsustainably high.

Taking into account the specifics of the scheme, and in particular the strength of the Bank's covenant, the Trustees rates their appetite for risk as "7".

This is on a scale of "0" (no tolerance for risk whatsoever, regardless of the impact on cost) to "10" (risk is irrelevant; maximising long-term expected returns is the only consideration).

Other considerations

- **Flexibility**

As the result of a Voluntary Early Retirement exercise in 2016 there was a significant change in liability profile and cashflow. Apart from this, there is no specific need to take into account flexibility. (The Trustees are unaware of any other major changes to the Scheme).
- **Exposure to property markets**

There are no scheme-specific reasons to exclude property, such as exposure of the sponsor to property prices.
- **Social, ethical and environmental issues**

No specific account needs to be taken of these issues over and above normal market practices.

4. Myners' Investment Principles

The Trustees recognise the relevance to pension schemes of the Myners' Investment Principles that were published by the Government in October 2001, and updated in March 2008. The Scheme's adherence to (or otherwise) the Myners' Investment Principles is set out below.

Principle 1: Effective Decision-Making

"Trustees should ensure that decisions are taken by persons or organisations with the skills, knowledge, advice and resources necessary to take them effectively and monitor their implementation.

Trustees should have sufficient expertise to be able to evaluate and challenge the advice they receive, and manage conflicts of interest."

- The Trustees make investment decisions by consulting with professionals that they believe to be best equipped to give that advice. Long-term strategic investment decisions are made in consultation with the Scheme's investment consultant, whereas tactical decisions are made by the appropriate fund manager.

Principle 2: Clear Objectives

"Trustees should set out an overall investment objective(s) for the fund that takes account of the scheme's liabilities, the strength of the sponsor covenant and the attitude to risk of both the trustees and the sponsor, and clearly communicate these to advisers and investment managers."

- The Trustees have formally reviewed their investment objectives with the assistance of their investment consultant.
- The investment objectives are explicitly stated in Section 3 of this document.
- The strength of the sponsor's covenant is reviewed on a regular basis.
- All the assets of the Scheme are invested via pooled funds. In each case, the fund manager has an explicit benchmark and outperformance target, as well as clear constraints within which to operate.
- The Scheme's overall investment objective is supported by the Scheme's Asset Liability Model and the Scheme's employer covenant.

Principle 3: Risk and Liabilities

"In setting and reviewing their investment strategy, trustees should take account of the form and structure of liabilities. These include the strength of the sponsor covenant, the risk of sponsor default and longevity risk."

- In reviewing the investment strategy, the Trustees commissioned an Asset Liability Model (ALM) from their investment consultant. This explicitly took account of the form and structure of the liabilities, as well as longevity risk.
- This ALM was used to find a strategy which best met the Trustees' investment objectives. Those investment objectives were influenced by the strength of the sponsor covenant and the risk of sponsor default.

Principle 4: Performance Assessment

“Trustees should arrange for the formal measurement of the performance of the investments, investment managers and advisors. Trustees should also periodically make a formal policy assessment of their own effectiveness as a decision-making body and report on this to scheme members.”

- The Trustees currently receive:
 - quarterly performance reports from the fund managers;
 - quarterly monitoring reports from the investment consultant; and
 - annual audited accounts.

Principle 5: Responsible Ownership

“Trustees should adopt, or ensure their investment managers adopt, the Institutional Shareholders’ Committee (ISC) Statement of Principles on the responsibilities of shareholders and agents. A statement of the scheme’s policy on responsible ownership should be included in the Statement of Investment Principles. Trustees should report periodically to members on the discharge of such responsibilities.”

- The Trustees’ policy on responsible ownership is described in Section 6 of this Statement of Investment Principles.
- The Trustees will report on the Scheme’s policy on responsible ownership in the annual report to members and the annual summary funding statement.

Principle 6: Transparency and Reporting

“Trustees should act in a transparent manner, communicating with stakeholders on issues relating to their management of investment, its governance and risks, including performance against stated objectives.

Trustees should provide regular communication to members in the form they consider most appropriate.”

- Active members are provided with annual summary funding statements, and also information on this is provided in the Scheme’s annual report to members.
- A copy of this Statement of Investment Principles is available to members on request.
- Other documents such as actuarial valuation reports, the Statement of Funding Principles, the schedule of contributions and the annual report and accounts are also available to members on request.
- A representative from the Bank regularly attends Trustees meetings and this helps communication with the Bank over investment matters.

5. Implementation

The Trustees set their investment strategy in 2015 based on advice from their investment consultant. Since then, market movements and rebalancing has changed the asset allocation slightly and the table below shows the current broad allocations.

Fund	Initial Allocation
Diversified Growth Funds	45%
Emerging Markets	20%
Corporate Bonds	20%
LDI funds	15%
Total	100.0%

This strategy has been implemented via the Mobius Life Ltd platform. This will not affect the ongoing costs or the performance. It was done to reduce the cost of implementing (and amending as necessary) the investment strategy.

Rebalancing

There is no regular rebalancing between the funds listed above. Doing so could lead to under or over hedging of the Scheme's liabilities.

Contributions into the Scheme and withdrawals of money will be allocated to / taken from the growth assets.

6. Prescribed Matters

Introduction

This section covers those matters prescribed in Sections 35 and 36 of The Pensions Act 1995, The Pensions Act 2004 and the 2005 Investment Regulations 2005/3378 (as amended from time to time).

Choosing Investments

The assets of the Scheme are invested in pooled vehicles. Selection of the individual underlying assets has been wholly delegated to the fund managers listed in the Appendix.

Kinds of Investments

The Trustees may invest in the following asset classes (via the fund managers) on behalf of the Scheme:

- UK equities
- Overseas equities
- Corporate bonds
- Gilts (conventional and index-linked)
- Cash
- Overseas bonds
- Property
- Derivatives

The presence of an asset class on the list does not imply that the Scheme is currently invested in such assets.

Balance between Investments

The Trustees recognise the advantages of diversification between UK and overseas investment in equities from the perspective of:

- Reducing the risk that results from investment in any one particular market; and
- Enhancing return.

Risk

The Trustees pay close regard to the risks that may arise through a mismatch between the Scheme's assets and its liabilities, and to the risks that may arise from the lack of diversification of investments. They believe that the investment policies to be followed by their investment managers do have adequate regard to the need to diversify within each asset class as well as in terms of stock selection.

Under the Pensions Act 2004, trustees must now state their policy on the ways in which risks are to be measured and managed. These are set out below.

- **Solvency / funding risk:**
 - is managed through setting an investment strategy (primarily asset allocation) with an appropriate level of risk.
 - is measured using an Asset Liability Model from the investment consultant.
 - is monitored in quarterly reports from the investment consultant.
- **Manager risk:**
 - is managed through selecting funds with a suitable target levels of risk, and that the investment consultant have deemed the managers' risk controls as acceptable.
 - is measured and monitored from quarterly reports from the fund managers and the investment consultant.
- **Liquidity risk:**
 - is managed by ensuring that the majority of the pooled funds used by the Scheme are liquid.
- **Political risk:**
 - is managed by investing globally.
- **Sponsor risk:**
 - is managed via the actuarial valuation process.
 - is measured and monitored by regular assessment of the Sponsor's covenant by the Trustees.

Expected Return on Investments

Gilts are the easiest asset class for which to predict the long-term returns. Providing that they are held to maturity, and ignoring reinvestment risk, the return on gilts over their lifetime will be the current Gross Redemption Yield (GRY).

The Trustees base their expected investment returns for other asset classes on this GRY as a starting point. Over the long-term, they expect the following returns per year over and above that of gilts:

Developed market equities	+3.0%
Diversified Growth Funds	+3.0%
Corporate bonds	+1.0%

Realisation of Investments

The Scheme's assets are invested in the investment managers' pooled vehicles, which in turn invest in securities traded on recognised exchanges. The Trustees conclude that the majority of the Scheme's investments can be realised at short notice if necessary.

Corporate Governance and ESG

In accordance with the Financial Services and Markets Act 2000, the selection of specific investments is delegated to investment managers. The investment managers will provide the skill and expertise necessary to manage the investments of the Scheme competently.

In endeavouring to invest in the best financial interests of the beneficiaries, the Trustees have elected to invest through pooled funds. It acknowledges that it cannot directly influence the environmental, social and governance (“ESG”) policies and practices of the companies in which the pooled funds invest. The Trustees also acknowledge that where index tracking pooled vehicles are employed most ESG considerations cannot be taken into account due to the nature of the investment. The Trustees encourage and expect the fund managers to actively participate in engagement activities in respect of investments (stewardship).

The Trustees have delegated selection, de-selection and monitoring of securities to the Investment Managers of the investment vehicles that the Scheme owns. The Investment Managers maintain processes to ensure that performance and risk are assessed on a regular basis against measurable objectives for fund. However, the Trustees believe that good stewardship and ESG issues may have a material impact on investment returns.

The Trustees do not believe that the introduction of any further restrictions on the Investment Managers relating to social, environmental or ethical considerations are in the best financial interests of the Scheme's members. In addition, the Trustees’ policy is to delegate responsibility for the exercising of rights (including voting rights) attaching to investments to the each of the respective Investment Managers.

In setting and implementing the Scheme’s investment strategy, the Trustees do not explicitly take into account the views of the members or beneficiaries in relation to ethical considerations, social and environmental impact, or present and future quality of life matters (defined as “non-financial factors”¹). In principle, the Trustees believe that ESG factors can have an impact on the performance of its investments and that the management of ESG risks and the exploitation of ESG opportunities, especially in relation to climate change, can add value to the portfolio. To that effect, the Trustees expect their fund managers, where appropriate, to have integrated ESG factors as part of their investment analysis and decision-making process.

All the underlying investment managers have dedicated Sustainable Investment resources. The consideration of ESG issues is fully embedded in the Investment Managers’ selection and portfolio management process, with oversight undertaken on an ongoing basis.

The degree to which these factors are relevant to any given strategy is a function of time horizon, investment style, philosophy and particular exposures which the Investment managers take into account in the assessment.

The Trustees view that the stewardship responsibilities attached to the ownership of shares is important but recognise that investment in pooled funds limits their ability to be fully involved. The Trustees expect their investment managers to report s how they have exercised voting rights attached to shares (including across passive equity mandates). Managers are expected to be signatories to the FRC UK Stewardship Code. The Trustees have obtained Statements from each Investment Manager

¹ The Pension Protection Fund (Pensionable Service) and Occupational Pension Schemes (Investment Disclosure) (Amendment and Modification) Regulations 2018

regarding ESG and Corporate Governance regarding the management of the collective investment vehicles that are owned by the Scheme (see Statements in Appendices).

Stewardship/engagement policies

The Trustees delegate responsibility for their corporate engagement activities to the Fund Managers as they are best placed to engage with companies on matters concerning an issuer of debt or equity, including their performance, strategy, capital structure, management of actual or potential conflicts of interest, risks, social and environmental impact and corporate governance.

Voting Rights

The investment managers, having clear policies of voting on all important issues on behalf of the investor's best financial interests, have provided the Trustees with statements dealing with voting policy and practices. The Trustees have delegated their voting rights and other such powers to the investment managers, the sole purpose of whose corporate governance policies are to protect and enhance the economic interests of clients.

Additional policies required by the Occupational Pension Schemes (Investment and Disclosure) (Amendment) Regulations 2019

On 6 June 2019, the Government published the Occupational Pension Schemes (Investment and Disclosure) (Amendment) Regulations which expand the requirements for Statements of Investment Principles such as this.

The Trustees' policies are set out below:

How they incentivise their appointed investment managers to align investment strategy and decisions with the trustees' policies, including risk, return and ESG.

The scheme invests solely in pooled funds where fees charged are a combination of fixed fees and proportion to the assets under management. There are no performance-related components of the fees.

The only incentivisation that the Trustees can exert is through the decision to retain or to liquidate their holdings in each fund.

The investment strategies of the pooled funds are aligned to the Trustees' investment objectives by selecting funds with suitable characteristics:

- Benchmarks
- Risk budgets
- Constraints
- Approaches (this includes ESG where appropriate)

The Trustees maximise the probability of their investment objectives being met by selecting an appropriate and scheme-specific combination of such funds with advice from their investment consultant.

How the asset manager is incentivised to make decisions on assessments about medium to long term financial and non-financial performance of an issuer of debt or equity. Also, how the managers are incentivised to engage with the issuers in order to improve their performance.

Active fund managers are retained subject to, amongst other criteria, achieving adequate medium- to long- term performance. In order to do so, they will need to make assessments about the medium to

long term financial performance of debt and equity issuers. They will also need to assess non-financial performance in as much as it may be a source of risk.

It also incentivises them to engage with issuers where this is in the financial interests of the Scheme (i.e. where it will make a material impact on the performance of the fund).

Passive fund managers are not expected to make assessments about the financial or non-financial performance of the issuers of securities they invest in.

How the method and time horizon of the evaluation of managers' performance and remuneration are in line with the trustees' policies.

The Trustees receive quarterly reports from the fund managers and [quarterly/semi-annual/annual] analysis from their investment consultant. The investment consultant takes into account the performance of the fund managers but does not restrict their analysis to performance alone. More weight is given to longer-term performance than short-term. Performance is compared to the benchmark and outperformance target of each fund, in order to ensure that this is in alignment to the objectives and policies of the trustees.

In selecting pooled funds, the Trustees and their investment consultant take into account the fees charged by the fund manager. These are judged in terms of value for money given the nature of the fund, particularly the asset class and outperformance target.

Fund managers need to give the Trustees notice if they plan to change the level of the fees. If this occurs, the Trustees seek advice from their investment consultant on whether to retain or replace the manager.

How the trustees monitor portfolio turnover costs incurred by the manager/s (and how they define and monitor targeted portfolio turnover or turnover range).

Given the size of the Scheme's investment it would not be cost effective to monitor the turnover or turnover costs directly. The performance figures that the Trustees and their investment consultant analyse are net of transactions costs, so this is taken into account indirectly.

The Trustees do not believe that they should micro-manage the level of turnover provided that the net outcome to the scheme is acceptable.

The duration of their arrangement with the asset manager/s

In order to maintain an incentive for the fund managers to performance well, the Trustees do not enter any fixed term arrangements with their managers. Investments in each pooled fund are only retained for as long as the aim of the fund is consistent with the overall investment objectives of the scheme, and the Trustees have confidence that the fund managers can credibly deliver that aim in a cost-effective manner."

Appendix: Third Party Arrangements

Advisors

The following advisors assist the Trustees:

Scheme Actuary

Michael Owen,
Goddard Perry Actuarial LLP
Corinthian House
17 Lansdowne Road,
Croydon, CR0 2BX

Pension Consultants

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Lawyers

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Auditors

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Investment Consultant

Goddard Perry
Corinthian House
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Fund Managers

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