

Registration Number: 00281436RK

**THE PEARSON PENSION PLAN
REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**

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THE PEARSON PENSION PLAN
TRUSTEE AND ADVISERS TO THE PLAN

Trustee	Pearson Pension Trustee Limited
Principal Employer	Pearson Services Limited
Participating Employers	Pearson College Limited Pearson Education Limited Pearson Management Services Limited Pearson Pension Trustee Services Limited Pearson Professional Assessments Limited Pearson Shared Services Limited TQ Education and Training Limited
Auditors	Crowe U.K. LLP
Actuary	S Leake (appointed on 1 January 2020)
Actuarial and Consulting Services	XPS Pensions Group Plc (appointed on 1 January 2020)
Investment Consultant	Lane Clark & Peacock LLP Aon Hewitt Limited (Infrastructure & Property funds only)
Infrastructure & Property Adviser	John Hackman
Bankers	Royal Bank of Scotland Group plc
Solicitors	Linklaters LLP
Investment Management	

Investment Managers of the Defined Benefit Sections

Area of specialisation

Legal & General Assurance (Pensions Management) Limited	Liability driven investment mandate
LaSalle Investment Management Limited	Property
CB Richard Ellis Collective Investors Limited	Property
Pantheon Ventures Limited	Private equity
Meridiam Infrastructure Managers S.a.r.l	Infrastructure
Alinda Capital Partners LLC	Infrastructure
EQT Infrastructure (General Partner) LP	Infrastructure
Aberdeen Infrastructure Finance GP Ltd	Infrastructure
InfraRed Capital Partners Ltd	Infrastructure
Aegon Asset Management (formerly Kames Capital Plc)	Bonds
Chelsea Building Society	Bonds

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TRUSTEE AND ADVISERS TO THE PLAN (continued)

Annuity providers

Legal and General Assurance Society Limited
Aviva Life & Pensions UK Limited
The Prudential Assurance Company Ltd
Clerical Medical Investment Group Ltd
ReAssure Limited

Investment custodians

BNY Mellon Asset Servicing Ltd
Gowling WLG

Investment Managers of the Money Purchase 2003, Auto Enrolment and AVC Sections

Area of specialisation

BlackRock Advisors (UK) Limited	Global equities, corporate bonds, cash, fixed interest and index linked gilts
Jupiter Unit Trust Managers Limited	Alternative global equities
Threadneedle Pensions Limited	Property
Newton Investment Management Limited	Diversified growth fund
Baillie Gifford & Co Limited	Diversified growth fund
Schroder Unit Trusts Limited	Diversified growth fund
MFS Investment Management Company (Lux) S.à.r.l.	Global equities

The DC investment funds managed by the fund managers above are administered on a platform provided by Aviva Life & Pensions UK Limited (known herein as 'Aviva'). In addition to the above, the Plan also has legacy AVC investments. There are no ongoing contributions made into these funds. The fund managers of these funds are listed below.

Utmost Life and Pensions (disinvested on 26 June 2020)
Clerical Medical Investment Group Limited
The Prudential Assurance Company Limited
Phoenix Life Limited
Royal London

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TRUSTEE'S REPORT

1 CONSTITUTION AND STRUCTURE OF THE PLAN

The Pearson Pension Plan (the Plan) is administered in accordance with the Rules in the interests of its beneficiaries by Pearson Pension Trustee Limited (the Trustee). Responsibility for day to day management of the Plan is delegated to the Pensions Director.

The Plan is organised into sections, each with its own benefit structure. From 1 December 2006, all sections were closed to new entrants with the exception of the Money Purchase 2003 Section. On 1 September 2013, in response to legislation, the Auto Enrolment Section was also added. The Money Purchase 2003 and Auto Enrolment sections are available to new employees of companies participating in the Plan who satisfy the eligibility criteria. The Auto Enrolment Section has been designed to meet the minimum legislative requirements for eligible jobholders who meet the Auto Enrolment criteria and do not wish to join the Money Purchase 2003 Section of the Plan. In addition, the rules also allow non-eligible jobholders and entitled workers to opt into the Auto Enrolment Section.

Up until 5 April 2016, the Plan was contracted-out for the purpose of the Pension Schemes Act 1993 by virtue of satisfying section 9(2) of that Act. All employments to which the Plan relates were contracted-out employments for the purpose of that Act, with the exception of those members joining the Auto Enrolment Section of the Plan. This means that contracted out members did not contribute to the State Second Pension (S2P), and that their retirement benefits are subject to the reference scheme test underpin. The Plan is also a Registered Pension Scheme under section 153 of the Finance Act 2004, the effect of which is to give tax relief on members' and employers' contributions, certain classes of investment income and on capital gains of the Plan.

From 6 April 2016 Plan members who reach State Pension age on or after that date get the new single-tier State Pension which replaced the current Basic State Pension and the State Second Pension. The introduction of the single-tier State Pension means that it is no longer possible for the Plan to contract-out of the State Second Pension.

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TRUSTEE'S REPORT (continued)

2 GOVERNANCE

The Directors of the Trustee, Pearson Pension Trustee Limited, who served during the year and those serving at the date of approval of the financial statements were:

"A" Directors

Company Nominated Directors

Michael Kearton

Joanne Russell

William Nash (appointed 19 May 2021)

Peter Hughes (resigned 19 May 2021)

Member Nominated Directors

Naomi Maradas (reappointed 23 February 2021)

Nigel Rendell

Louise Jones

"B" Directors

James Joll, Chairman

William John Plender

Lynn Ruddick

Company Secretary

Stephen Beaven

The principal employer under the Plan, Pearson Services Limited (PSL), has the power to appoint and remove the Trustee but only with the consent of the Trustee. PSL holds all the "A" shares in the Trustee entity. These shares give it the right to appoint three "A" Directors and to remove and replace them. PSL also appoints a further three "A" Directors who are nominated by members. In respect of the three member nominated "A" Directors (MNTs), PSL acts in accordance with the Plan's member nominated trustee procedures.

The "B" Directors hold all the B shares in the Trustee. These shares give them the right to appoint three "B" Directors and to remove and replace them. The "B" Directors, who are not current Pearson employees and are appointed with no fixed time limit, have special voting rights and if any proposals are made which they believe are not in members' best interests, they may by unanimous decision require the Plan to be wound up.

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TRUSTEE'S REPORT (continued)

Boards and Committees

Investment Committee

The members of the Investment Committee are appointed by the Trustee. The Investment Committee reviews the investment performance of the investment managers on a regular basis, monitors the compliance of the investment managers with the relevant guidelines and makes recommendations to the Trustee on investment matters.

The Investment Committee members who served during the year and those serving at the date of approval of the financial statements were:

James Joll (Chairman)
Kevin Pakenham (external independent member, until 19 July 2020)
Lynn Ruddick
William John Plender
Joanne Russell

Pearson Pension Property Fund Limited (the Property Trustee)

The Pearson Pension Property Fund (the Property Fund) is administered by the Property Trustee, whose Directors are appointed by the Plan Trustee. The Property Trustee is a joint trustee of the Property Fund along with Pearson Pension Nominees Limited (previously Pearson Nominees Limited) which acts as a custodian. The Property Trustee and Pearson Pension Nominees Limited, as joint trustees, have delegated all administration of the Property Fund to the Property Trustee.

The Property Fund holds the property investment portfolio of the Plan. The Property Trustee's responsibilities include investing the funds contained in the Property Fund, monitoring infrastructure investments made by the Plan, appointing and removing the property fund managers and reporting to the Plan Trustee, which is the sole beneficiary of the Property Fund.

The Directors of the Property Trustee and the alternative investment committee who served during the year and those serving at the date of approval of the financial statements were:

James Joll (Chairman)
Mark Collins (external independent member)
William John Plender
Michael Kearton

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TRUSTEE'S REPORT (continued)

Audit and Risk Committee

The members of the Audit and Risk Committee are appointed by the Trustee. The committee reviews the accounting, financial reporting, internal control and risk management processes of the Plan and the audit of its financial statements.

The committee members who served during the year and those serving at the date of approval of the financial statements were:

Ian Armfield (Chairman, external independent member)
Michael Kearton
Helena Peacock
Louise Jones

Remuneration Committee

The committee reviews the level of fees (on a triennial basis) payable to directors of Pearson Pension Trustee Limited, directors of Pearson Pension Property Fund Limited and other committee members. The level of fees are set with consideration to market rates, responsibilities, skills and experience, meetings schedule and time commitment required by members of the committees. The committee includes all company nominated "A" Directors and the Chairman of the Plan.

The committee members who served during the year and those serving at the date of approval of the financial statements were:

Michael Kearton
James Joll
Joanne Russell
William Nash (appointed 19 May 2021)
Peter Hughes (resigned 19 May 2021)

Death Benefits Committee

The committee reviews death benefit cases and approves benefit payments to a dependent.

The committee members who served during the year and those serving at the date of approval of the financial statements were:

Nigel Rendell (Chairman)
Stephen Beaven
Naomi Maradas (reappointed 23 February 2021)

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TRUSTEE'S REPORT (continued)

Rules Committee

The committee reviews new rules and alterations to the documents that govern the Plan and sections.

The committee members who served during the year and those serving at the date of approval of the financial statements were:

James Joll (Chairman)

Nigel Rendell

William Nash (appointed 19 May 2021)

Peter Hughes (resigned 19 May 2021)

Internal Dispute Resolution Process Committee

The committee reviews internal dispute resolution cases and approves what action is to be taken including whether any compensation is applicable.

The committee members who served during the year and those serving at the date of approval of the financial statements were:

James Joll (Chairman)

Nigel Rendell

Naomi Maradas (reappointed 23 February 2021)

Working parties

In addition to the committees described above, the Trustee has established a number of working parties to focus on particular subject areas.

Governance arrangements

The Trustee considers that good governance is essential to the management of the Plan and has established a framework to ensure standards of governance receive appropriate attention and that any changes required are addressed.

As part of its governance framework the Trustee produces an annual action plan, which it reviews with its professional advisers to ensure the Plan continues to be managed in accordance with its rules, and legal requirements.

The Trustee maintains a Risk Register and Assurance Plan to identify the key risks which may affect the Plan and the controls implemented to mitigate them and reviews an integrated risk management dashboard quarterly. These documents are monitored and reviewed on a regular basis to ensure compliance with the Code of Practice on Internal Controls and the guidance notes, issued by the Pensions Regulator.

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TRUSTEE'S REPORT (continued)

Governance arrangements (continued)

These governance documents enable the Trustee to monitor the arrangements, procedures and systems in place for the management of the Plan and the security of its assets. They also provide the basis for regular review and assessment.

The Pensions Regulator published Regulatory Guidance in 2016 and 2018, and the Trustee has assessed whether or not it meets all of the requirements. Each DC workplace pension scheme is required to publish a Defined Contribution Governance Statement, which is presented on page 24 of this Report and Financial Statements.

The good governance of the Plan is monitored by the Plan's Audit and Risk Committee which also considers the work undertaken and any recommendations made by both Pearson plc's internal audit department and by the Plan's statutory auditor, Crowe U.K. LLP.

3 MEMBERSHIP

Membership of the Plan is analysed in the following table:

	Defined Contribution Sections			Defined Benefit Sections				Plan Total
	Active	Deferred	Total	Active	Deferred	Pensioners	Total	
Members as at 1 January 2020	3,054	9,477	12,531	82	5,412	8,614	14,108	26,639
Opening / closing adjustments	11	(12)	(1)	-	-	-	-	(1)
New joiners	542		542	-	-	-	-	542
Retirements	(1)	(34)	(35)	(6)	(248)	289	35	-
Leavers with deferred benefits	(451)	451	-	(11)	11	-	-	-
Leavers taking transfers out	(0)	(232)	(232)	-	(54)	-	(54)	(286)
Deaths	(1)	(14)	(15)	-	(22)	(273)	(295)	(310)
New dependant pensioners	-	-	-	-	-	138	138	138
Ceased dependants	-	-	-	-	-	(143)	(143)	(143)
Other leavers*	(2)	(27)	(29)	-	(45)	(3)	(48)	(77)
Members as at 31 December 2020	3,152	9,609	12,761	65	5,054	8,622	13,741	26,502

* Other leavers category includes members taking trivial commutations, short service refunds, and purchasing annuities

The pensioners category includes all pensions in payment to spouses and dependent children of deceased members and 154 (2019: 122) Defined Contribution members on ill health, dependant pensioners and DC members who have opted for the Plan pension at retirement. These pensions are funded by the Plan and are paid through the pensioner payroll. The Plan also provides death in service benefits for 787 (2019: 629) UK employees (Life Assurance Members) who do not participate in the pension arrangements under the Plan.

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TRUSTEE'S REPORT (continued)

4 FURTHER INFORMATION

Pension Plan funding

The Report on Actuarial Liabilities on page 76 informs members each year, about the funding position of the Plan. The Summary Funding Statement was included in the Trustee's Annual Report to Members.

The Plan Actuary at the time last carried out an actuarial valuation as at 1 January 2018 on the funding assumptions agreed by the Trustee and the Employer. The main purpose of the valuation is to review the financial position of the Plan to enable the employer's contribution rate to be determined for funding purposes. On the 22 November 2018 the Trustee finalised this valuation and the Actuary certified a new Schedule of Contributions. Contributions from 1 January 2020 to 31 December 2020 were payable in accordance with the Schedule of Contributions dated 22 November 2018.

The valuation concluded that as at 1 January 2018 the market value of the Plan's assets was 104% of the amount required to cover the value of benefits on a technical provisions basis. Subsequent to the valuation the Trustee and the company entered a contingent funding agreement, in which £50m may be paid to the Plan in the event certain criteria are met.

A reserve has been included in the 1 January 2018 valuation to reflect the estimated impact of changes to benefits for current Plan members from unequal Guaranteed Minimum Pensions (GMPs) between males and females. No allowance was made for unequal GMP in transfer values paid to former members who transferred out.

In conjunction with the latest actuarial valuation, Pearson plc has provided the Trustee with a guarantee that it will meet the payment obligations to the Plan of any of the participating employers who fail to meet them.

A copy of the Actuarial Valuation Report as at 1 January 2018, Statement of Funding Principles, Schedule of Contributions, and Annual Report to Members 2018 are available on request from The Pearson Pension Plan, 80 Strand, London, WC2R 0RL. These documents are also available on the Plan's website www.pearson-pensions.com.

The next actuarial valuation is being carried out as at 1 January 2021.

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TRUSTEE'S REPORT (continued)

Pension increases and deferred revaluation of the Defined Benefit Sections

The Rules of each section specify the basis for pension increases. For certain sections, pensions are increased in line with terms agreed when formerly independent schemes for those members were merged with the Plan.

In general, for pensions in respect of service on or before 5 April 1997 in excess of the Guaranteed Minimum Pension (GMP), annual pension increases are based on either a fixed increase of 3% per annum or an increase based on changes in the Retail Price Index (RPI) limited to a maximum increase of 3% per annum. However, the provisions for increases vary between sections of the Plan, for instance in some cases the Trustee may have discretion to pay increases by reference to an index other than RPI. Also, in the Thames Section the increase is based on RPI for such time as that index is published and not materially changed with a minimum annual increase of 4%, and in the Extel Section there is an uncapped RPI increase.

For pensions in respect of service after 5 April 1997, the annual increases are generally subject to a minimum of RPI up to 5%. Again, as noted above, there are exceptions including the Thames and Extel Sections and in some cases the Trustee has discretion to pay increases by reference to an index other than RPI. Members' pensions in payment for a period of less than one year at the increase date receive a pro-rated increase calculated to reflect the actual period of retirement up to the increase date. In circumstances where the RPI or CPI is negative, a pension increase of nil is awarded.

In general, GMP earned before 6 April 1988 is not increased by the Plan and GMP earned between 6 April 1988 and 5 April 1997 is increased in line with the lower of the increase in the Consumer Price Index (CPI) and 3%. GMPs ceased to accrue from 6 April 1997.

During November 2019, the annual review of pensions in payment was carried out. On 1 January 2020, the Trustee awarded pension increases in line with the Rules based on the movement in headline RPI in the year to September 2019 of 2.4% and CPI of 1.7% (pro-rated as described above). Eight discretionary increases were awarded as at 1 January 2020 for the eight TQ Section pensioners who left service before 6 April 1989 at the rate of 4% on their entire pension (1 January 2019: 4%).

Following the change of increase dates for both the EDI and TQ Sections of the Plan to the 1 January each year, the pension increases have been applied in accordance with the section rules.

Deferred pensions have been revalued in accordance with applicable legislation or such higher amount as required under the Rules.

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TRUSTEE'S REPORT (continued)

Transfers out

Where individual members of the Plan have requested transfer values to other registered pension arrangements these were calculated and verified in the manner prescribed by section 97 and 101I of the Pension Schemes Act 1993. Similarly, cash transfer sums have been calculated and verified in the manner prescribed by section 101AF of the Pension Schemes Act 1993.

Transfer values and cash transfer sums reflect the various pension increases guaranteed under the Rules and they do not make any allowance for the value of discretionary benefits. In addition, with the exception of an allowance for the option for certain members of the Paramount Section to draw their benefits from age 60 without reduction, no allowance is made for member options.

A review of the assumptions used for calculating transfer values and cash transfer sums took place in February 2020. The assumptions were updated to reflect more recent mortality information, as well as the gilt and inflation indices which underlie the discount rate and inflation assumptions. Since the year end, a further review in February 2021 made changes to the CPI inflation assumption to reflect changes in RPI from February 2030, and further updates in respect of mortality.

Impact of COVID-19

In March 2020 a global pandemic of Coronavirus (Covid-19) was declared, which has caused many countries, including the UK, to impose restrictions on citizens and businesses, and led to significant market volatility and challenging market conditions for many businesses.

The Defined Benefit section of the Plan is largely de-risked, and has no exposure to quoted global equity markets, therefore the impact on the investment portfolio has been mitigated relative to many UK pension plans.

The funding position of the Plan means that it also has a relatively low level of reliance on the Pearson Plc covenant. As noted above, the Plan has in place a contingent funding arrangement with Pearson Plc, under which the Plan could receive £50m of funding if certain triggers are breached. The Trustee is continuing to monitor the criteria closely. Pearson Plc has a strong balance sheet and in its trading update issued on 8 March 2021 it noted that it has 'Resilience despite COVID-19 challenges', and has a strategy for, 'Repositioning Pearson for sustainable growth with a strong direct to consumer focus'.

The Trustee has taken into account the current pandemic situation and continues to prepare financial statements on a going concern basis

Preparation and audit of the financial statements

The Trustee confirms that the financial statements have been prepared and audited in accordance with regulations made under sections 41(1) and (6) of the Pensions Act 1995.

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TRUSTEE'S REPORT (continued)

Contact information

Enquiries concerning the constitution and structure of the Plan should be addressed to:

Pensions Director
The Pearson Pension Plan
P.O. BOX 9519
Sherborne
DT9 9EN

Or alternatively, enquiries can be sent directly to the Directors of the Trustee, and the Pensions Director via the Plan website at www.pearson-pensions.com/contact_us

Enquiries concerning individual member benefits should be addressed to:

Email: pensions.helpline@pearson.com Telephone: 0800 781 1378
The Pearson Pension Plan
P.O. BOX 9519
Sherborne
DT9 9EN

Enquiries in connection with the payment of pensions should be addressed to:

The Pearson Pension Plan
Hartshead House
2 Cutlers Gate
Sheffield
S4 7TL
Telephone: 0800 781 1378 Email: pensionerpayroll@pearson.com

In addition, any queries to the Trustee, Pensions Director and the Plan can also be made online via the Plan's website www.pearson-pensions.com.

The Trustee has adopted a procedure for the resolution of internal disputes as required by the Pensions Act 1995. A copy of the procedure is available from the Plan using the contact details above, and also online via the Plan's website www.pearson-pensions.com.

The Trustee has responsibility for overseeing the investment arrangements of the Plan's Defined Benefit and Defined Contribution Section assets, the objectives and management of which are substantially different and as a consequence have been considered separately in this report.

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TRUSTEE'S REPORT (continued)

Overview of combined Defined Benefit and Defined Contribution Sections investment assets

A combined statement of the assets held by the Plan at 31 December 2020 appears in the audited financial statements on page 44. These assets are held independently and therefore kept separate from those of Pearson plc and other group companies.

A summary of investments showing their market values at 31 December 2020 together with their values as a percentage of the total value of the Plan investments is shown below:

(i) <u>Investment by type</u>	DB £'000	DC £'000	Total £'000	Total %
Pooled investment vehicles				
Equity investment funds	22,525	418,073	440,598	10.1
Fixed income investment funds	154	63,166	63,320	1.5
Property investment funds	15,517	2,539	18,056	0.4
Diversified growth funds	-	61,383	61,383	1.4
Infrastructure funds	346,065	-	346,065	7.9
Qualifying investor alternative investment fund	1,231,110	-	1,231,110	28.3
Cash deposit managed funds	-	8,881	8,881	0.2
	<hr/> 1,615,371	<hr/> 554,042	<hr/> 2,169,413	<hr/> 49.8
Insurance policies	1,785,359	-	1,785,359	41.0
Properties (directly held)	186,100	-	186,100	4.3
Corporate Bonds	187,174	-	187,174	4.3
AVC investments	-	15,057	15,057	0.3
Cash deposits and other investment assets and liabilities	13,909	-	13,909	0.3
	<hr/> 3,787,913	<hr/> 569,099	<hr/> 4,357,012	<hr/> 100.0
(ii) <u>Classification by geographical sector</u>			<u>Market Value</u> £'000	%
UK			3,851,503	88.4
Europe			139,959	3.2
North America			245,232	5.6
Asia Pacific			69,371	1.6
Other			50,947	1.2
			<hr/> 4,357,012	<hr/> 100.0

THE PEARSON PENSION PLAN
TRUSTEE'S REPORT (continued)

(iii) <u>Ten largest investments</u>	<u>Market Value</u> £'000
1 L&G qualifying investor alternative investment fund*	1,231,110
2 Legal and General Assurance Society limited – Insurance policy	1,195,091
3 Aviva Life and Pensions UK limited– Insurance policy	585,078
4 BlackRock blended global equity fund	383,505
5 Aberdeen infrastructure funds	190,406
6 Aegon Asset Management fixed interest bonds	187,174
7 Meridiam infrastructure fund	102,487
8 Sainsbury's, Norwich (direct property investment)	78,200
9 Blended multi-asset	61,383
10 Tesco Store, Brook Retail Park (direct property investment)	50,600
	<u>4,065,034</u>

The total value of the ten largest investments listed above represents 93.7% (2019: 93.3%) of the market value of the Plan's investments.

* Plan holdings in specialist pooled funds managed by Legal & General Assurance (Pensions Management) Limited.

Statement of Investment Principles

After seeking advice from Lane Clark & Peacock LLP and consulting with Pearson Services Limited, the Trustee has adopted a Statement of Investment Principles (SIP) for the Plan in accordance with section 35 of the Pensions Act 1995, which is reviewed at least annually by the Trustee. All investments since 6 April 1997 have been made in accordance with the SIP, copies of which are available from the Plan. The updated SIP at 23 June 2020 is applicable as at the signing of these financial statements and is provided on the Plan's website www.pearson-pensions.com. This also includes the default lifecycle arrangement which has been designed on the understanding that members will wish to take their funds flexibly, through income drawdown.

THE PEARSON PENSION PLAN

TRUSTEE'S REPORT (continued)

Socially responsible investments

The Trustee believes that the financial impact of environmental, social, governance and climate factors should be taken into account by managers when making investment decisions.

The Trustee has considered how ESG and ethical factors should be taken into account in the selection, retention and realisation of investments, given the time horizon of the Plan and its members. The Trustee expects its investment managers to take account of financially material considerations (including climate change and other ESG considerations). The Trustee seeks to appoint managers that have appropriate skills and processes to do this, and from time to time reviews how its managers are taking account of these issues in practice.

The Trustee does not take into account any non-financial matters (i.e. matters relating to the ethical and other views of members and beneficiaries, rather than considerations of financial risk and return) in the selection, retention and realisation of investments.

The Trustee has limited influence over managers' investment practices where assets are held in pooled funds, but it encourages its managers to improve their practices where appropriate.

The Money Purchase Sections include an equity investment option as a choice for members who wish to invest in a fund focussed on ESG risks. At this time, it does not believe there are any ESG- focused investment options available that meet its needs in any asset classes other than equity but will keep this under review.

The Investment Committee (IC) proactively monitors all of the Plan's active investment managers. In addition to the usual quarterly monitoring, the active investment managers are required to attend IC meetings periodically. These Manager presentations provide an opportunity for the IC to discuss responsible investment along with other aspects of the manager's mandate and are considered an important aspect of these discussions. In addition to the above the IC also undertakes the following:

- When appointing new active investment managers, their approach to socially responsible investment and environmental, social and governance factors is incorporated into the selection process and referenced in their Investment Manager Agreements.
- The IC reviews the Plan's responsible investment policy, typically once a year. The latest investment manager policies are also reviewed and developments in responsible investment are discussed.
- The Plan monitors whether its Investment Managers are signatories of the UN Principles for Responsible Investment (PRI). The IC encourages investment managers to become PRI signatories and requests explanations where they are not.

THE PEARSON PENSION PLAN

TRUSTEE'S REPORT (continued)

The Trustee recognises its responsibilities as owners of capital, and believes that good stewardship practices, including monitoring and engaging with investee companies, and exercising voting rights attaching to investments, protect and enhance the long-term value of investments. The Trustee has delegated to its investment managers the exercise of rights attaching to investments, including voting rights, and engagement with issuers of debt and equity and other relevant persons about relevant matters such as performance, strategy, risks and ESG considerations.

The Trustee expects the investment managers to exercise ownership rights and undertake monitoring and engagement in line with the managers' general policies on stewardship, as provided to the Trustee from time to time, taking into account the long-term financial interests of the beneficiaries. The Trustee seeks to appoint managers that have strong stewardship policies and processes, reflecting where relevant the recommendations of the UK Stewardship Code issued by the Financial Reporting Council, and from time to time the Trustee reviews how these are implemented in practice.

The Trustee's view is that the fees paid to the investment managers, and the possibility of their mandate being terminated, ensure they are incentivised to provide a high quality service that meets the stated objectives, guidelines and restrictions of the fund. However, in practice managers cannot fully align their strategy and decisions to the (potentially conflicting) policies of all their pooled fund investors in relation to strategy, long-term performance of debt/equity issuers, engagement and portfolio turnover.

The Trustee evaluates investment manager performance by considering performance over both shorter and longer-term periods as available. Except in closed-ended funds where the duration of the investment is determined by the fund's terms, the duration of a manager's appointment will depend on strategic considerations and the outlook for future performance. Generally, the Trustee would be unlikely to terminate a mandate on short-term performance grounds alone.

The Trustee's policy is to evaluate each of its investment managers by reference to the manager's individual performance as well the role it plays in helping the Plan meet its overall long-term objectives, taking account of risk, the need for diversification and liquidity. Each manager's remuneration, and the value for money it provides, is assessed in light of these considerations.

The Trustee recognises that portfolio turnover and associated transaction costs are a necessary part of investment management and that the impact of portfolio turnover costs is reflected in performance figures provided by the investment managers. The Trustee expects its investment consultant to incorporate portfolio turnover and resulting transaction costs as appropriate in its advice on the Plan's investment mandates.

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TRUSTEE'S REPORT (continued)

Defined Contribution Sections

The Money Purchase 2003 Section was introduced on 1 January 2003, and the Auto Enrolment Section was introduced on 1 September 2013 (together the Defined Contribution Sections). The Trustee appointed Aviva as the investment provider for the Defined Contribution Sections and members currently have a choice of investment funds from the Aviva portfolio or may choose the default lifecycle arrangement.

The Trustee's objective for the Defined Contribution Sections is to make available to members an appropriate range of investment options to which members and the Company will contribute in order to provide each member with a fund which will be used to secure their benefit at retirement.

Defined Contribution assets

The value of assets for members in these sections held within these funds at 31 December 2020 was as follows:

<u>Fund</u>	<u>Market Value</u>	
	£'000	%
Blended global equity fund	383,505	69.3
Blended multi-asset fund	61,383	11.1
Blended index linked gilt index fund	34,313	6.2
BlackRock over 15 year corporate bond index fund	25,604	4.6
BlackRock world (ex-UK) equity index fund	19,586	3.5
BlackRock institutional sterling liquidity fund	8,880	1.6
BlackRock UK equity index fund	8,566	1.5
Jupiter ecology fund	5,060	0.9
BlackRock over 15 year gilt index fund	3,249	0.6
Threadneedle pensions property fund	2,539	0.5
MFS Meridian global equity fund	1,357	0.2
	<u>554,042</u>	<u>100</u>

Members have the option to invest separately from the main Defined Contribution Sections to secure additional benefits by electing to pay additional voluntary contributions (AVCs).

The aggregate amounts of AVC investments are as follows:

	2020	2019
	£'000	£'000
Aviva	14,425	13,312
Utmost Life & Pensions	-	1,291
Clerical Medical Investment Management	278	268
Prudential	176	174
Other insurance companies	178	181
	<u>15,057</u>	<u>15,226</u>

THE PEARSON PENSION PLAN

TRUSTEE'S REPORT (continued)

Default lifecycle arrangement

For those members of Defined Contribution Sections that do not choose to make active investment choices, the Plan provides a default lifecycle arrangement, which aims to ensure that members funds are invested into appropriate funds based on the number of years until their selected retirement date. The vast majority of DC members are invested through the default lifecycle arrangements.

The default lifecycle option (drawdown lifecycle) involves a phased switching process whereby funds are initially invested in the Blended global equity fund. Starting 15 years from retirement this holding is gradually switched to a combination of the Blended global equity fund, Blended multi-asset fund, Blended index linked gilt fund and BlackRock over 15 years corporate bond index fund.

The other lifecycle arrangements available to members are the cash lifecycle and annuity lifecycle both which invest in the same funds as the drawdown lifecycle until 5 years from retirement.

Further details of the default lifecycle arrangements can be found within the Chairman's Defined Contribution Governance Statement, on page 24.

Administration and investment management fees

The administrative expenses associated with the operation of the Defined Contribution Sections are incurred by the Defined Benefit Sections and disclosed within the Defined Benefit Sections of the Fund Account on page 43. The Plan Actuary at the time has incorporated an estimation of the administrative costs, the life assurance provision and the reference scheme test underpin associated with this section within the funding arrangements for the Plan.

The Trustee continues to regularly review the member borne costs and charges charged by Aviva to obtain good value for members invested in Money Purchase funds.

The member borne charges for the Plan's default lifecycle arrangement continue to be substantially below the government charge cap of 0.75% per annum for default investment funds in automatic enrolment schemes, details of costs and charges can be found on page 30.

THE PEARSON PENSION PLAN
TRUSTEE'S REPORT (continued)

Defined Contribution Sections performance

The Trustee monitors the performance of the funds provided by Aviva with the assistance of Lane Clark & Peacock LLP (LCP). The Investment Committee investigates significant departures from benchmarks with investment managers. Details of fund performance are set out in the table below:

Fund Name	1-year to 31 December 2020			5-years (p.a.) to 31 December 2020		
	Fund Performance	Benchmark Performance	Difference	Fund Performance	Benchmark Performance	Difference
	%	%	%	%	%	%
Passive funds						
BlackRock over 15 year corporate bond Index fund	14.6	14.8	-0.2	10.1	10.2	-0.1
BlackRock world ex UK equity index fund	14.5	14.3	0.2	15.0	14.8	0.2
BlackRock UK equity index fund	-9.9	-9.8	-0.1	5.0	5.1	-0.1
BlackRock over 15 Year gilt Index fund	13.6	13.9	-0.3	9.2	9.4	-0.2
Blended global equity fund*	5.0	4.5	0.5	-	-	-
Blended index linked gilt fund*	6.3	6.5	-0.2	5.1	5.3	-0.2
Active funds						
Blended multi-asset fund**	8.5	4.2	4.3	5.1	4.3	0.8
Threadneedle pensions property fund	-2.1	-1.1	-1.0	3.4	3.9	-0.5
Jupiter ecology fund***	21.4	90.3	-68.9	12.7	28.6	-15.9
MFS Meridian global equity fund	10.1	15.3	-5.2	13.9	16.9	-3.0
BlackRock Institutional sterling liquidity fund	0.1	0.2	-0.1	0.1	0.4	-0.3

Source: Aviva

Performance is shown net of fees. 5 year performance is annualised.

Source: Aviva, underlying managers. Returns are shown net of annual management charge ("AMC").

*The Blended Global Equity Fund was only launched 8 March 2018 so longer-term performance is not available.

** These funds are shown relative to their performance targets rather than their respective benchmarks.

The performance and target of the Blended Multi Asset Fund reflect the changes to the underlying asset allocation implemented on 30 June 2020.

***The Jupiter ecology fund's focus on sustainable investing means that the fund performance will diverge from the performance of the broader equity market as the fund will invest in a smaller subset of constituents of the benchmark. Our investment advisers have confidence in the fund's ability to produce returns in the longer term in line with the fund's objectives. We have benchmarked the fund performance against the FTSE Environmental Technology Index, which is a benchmark of the 100 largest environmental technology stocks. This is a very concentrated benchmark and so does not necessarily reflect particularly closely the stocks held within the Jupiter Fund at a specific point in time.

THE PEARSON PENSION PLAN

TRUSTEE'S REPORT (continued)

Defined Benefit Sections

Following the 2018 valuation, the Plan is now fully funded on a technical provision basis.

Investment objective and strategy

The Trustee's objectives for the Defined Benefit Sections are:

- An overall objective to invest the Plan's assets in such a way that sufficient money is available to meet the liability to provide benefits to the members of the Plan into the future. This includes, where possible and agreed with the Principal Employer, discretionary increases to pensions in payment in excess of the guarantees in the Plan Rules, so that total pension increases broadly aim to protect against cost of living increases.
- A shorter term objective of endeavouring to invest the Plan's assets to achieve returns in excess of the growth in the liabilities, whilst maintaining a prudent approach to meeting the Plan's liabilities.

Asset allocation for the Defined Benefit Sections is considered regularly by the Trustee and reviewed in detail following each actuarial valuation. The Trustee divides the assets of the Plan into two sections; the Insurance Portfolio and the Main Portfolio which are composed as follows:

- The **Insurance portfolio** consists of assets which are held in the form of insurance contracts matching a portion of the liabilities of the Plan. The insurer pays the Plan an amount equal to the pension payment in respect of the members underlying the policy. These insurance contracts are assets of the Plan and the pension liability remains within the Plan.
- The **Main portfolio** consists of all Plan assets outside the Insurance portfolio. The main portfolio is composed of liability matching and return seeking assets.
 - Liability matching assets are assets which produce cash flows that can be expected to match the cash flows for a proportion of the membership. The matching assets include bonds, inflation linked property, and infrastructure. Liability driven investment is a key component of the Plan's matching assets as it allows it to match a higher proportion of the expected liability cash flows.
 - Return seeking assets are invested to generate the returns needed to provide the remaining expected cash flows for the beneficiaries. The return seeking assets are expected to be formed of an allocation to property, private equity and infrastructure.

THE PEARSON PENSION PLAN

TRUSTEE'S REPORT (continued)

Strategic objectives of the Plan

Given the Plan's strong funding position, the Plan's primary focus has been to invest in matching assets and control risk through the allocation of investments. The resulting strategy is intended to lead to a low probability that the Plan will require further contributions from the Plan's sponsor.

In line with this strategy, in November 2015 the Plan implemented a liability driven investment mandate (LDI), for which a Qualifying Investor Alternative Investment Fund (QIAIF) was established, managed by a subsidiary of Legal & General Investment Management (LGIM). The objective of this fund is to reduce interest rate and inflation risks, using accurate cash flow matching and risk control.

Continuing with this strategy, and additionally to hedge longevity risk, the Plan purchased two separate buy-in policies with Aviva Life & Pensions UK Limited (Aviva Life) and Legal and General Assurance Society Limited (LGAS) in the second half of 2017. An additional number of pensioners were bought in to the LGAS buy-in contract in February 2019. The Plan has now insured approximately 50% (£1.79bn) of its liabilities. These policies were purchased to ensure the Plan has sufficient cashflows to match the benefit payments of the insured members.

The Plan's asset allocation of the Defined benefit Sections at 31 December 2020 is in line with the strategy for the plan as defined in the SIP, is shown below:

	2020	2019
	%	%
Return seeking assets	4	5
Property	0.5	1
Private equity	0.5	1
Infrastructure	3	3
Liability matching assets	47	46
Liability driven investment	31	29
Bonds	4.5	4
Infrastructure	6	7
Property	5	5
Cash	0.5	1
Insurance Policies	49	49
	100	100

Source: The data in the table above has been calculated by BNY Mellon and the Plan's investment consultants LCP.

THE PEARSON PENSION PLAN

TRUSTEE'S REPORT (continued)

The Plan's assets are divided between a number of investment managers, a large proportion of which are allocated to liability driven investment. The Trustee determines investment guidelines for each investment manager and places restrictions on the personnel who can authorise the transfer of cash and the bank accounts to which funds can be transferred. The asset allocation policy is reviewed regularly to ensure that it remains appropriate to the Plan.

During the year, the Plan's investments were managed by the professional investment managers listed on page 1. The property investments of the Plan are held within the Pearson Pension Property Fund and managed by LaSalle Investment Management, save for the holding in CB Richard Ellis (ex UK) alpha fund.

The Trustee employs Bank of New York Mellon (BNY Mellon) as the Plan's global custodian and monitors its ongoing suitability on a periodic basis. All professional custodian companies, general partners and solicitors listed on pages 1 and 2, hold secure title to the investments managed by each investment manager.

The investment managers are remunerated by fees based on the value of the assets under their management. All of the Plan's pooled investment vehicles, with the exception of the liability driven investment and corporate bonds, also have a performance fee built into their unit prices.

Return on Defined Benefit investments

The short and medium term investment returns for the Plan's total Defined Benefit investments (excluding the insurance policies) for periods ended 31 December 2020, as calculated by BNY Mellon were:

	<u>One year</u>	<u>Three years</u>
The Plan actual	12.7%	7.7% p.a.
The Plan benchmark	11.7%	6.5% p.a.

The Plan's return seeking assets achieved a return of 4.1% over the last year, compared with a benchmark return of 1.9%. The liability matching assets return over the year was 13.9% compared to a benchmark return of 11.7%. The majority of the liability matching assets are index linked and are designed to match liability cashflow movements.

The 'Plan actual' returns are calculated on a time-weighted basis, considering the change in value of assets and the weightings of each asset class over the period, taking account of cash flows.

THE PEARSON PENSION PLAN

TRUSTEE'S REPORT (continued)

Statement of responsibilities with respect to the financial statements and the Schedule of Contributions

The financial statements are the responsibility of the Trustee. Pension scheme regulations require the Trustee to make available to Plan members, beneficiaries and certain other parties, audited financial statements for each Plan year which:

- show a true and fair view of the financial transactions of the Plan during the year and of the amount and disposition at the end of that year of the assets and liabilities, other than liabilities to pay pensions and benefits after the end of the Plan year, in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), and
- contain the information specified in The Occupational Pension Schemes (Requirement to obtain Audited Accounts and a Statement from the Auditor) Regulations 1996, including a statement whether the Financial Statements have been prepared in accordance with the Statement of Recommended Practice 'Financial Reports of Pension Schemes'.
- are prepared on a going concern basis unless it is inappropriate to presume that the Plan will not be wound up.

The Trustee has supervised the preparation of the financial statements and has agreed suitable accounting policies, to be applied consistently, making any estimates and judgements on a prudent and reasonable basis. The Trustee is also responsible for making available certain other information about the Plan in the form of an Annual Report.

The Trustee is responsible under pensions legislation for ensuring that there is a prepared, maintained and from time to time revised a Schedule of Contributions showing the rates of contributions payable to the Plan by or on behalf of the employer and the active members of the Plan and the dates on or before which such contributions are to be paid. The Trustee is also responsible for keeping records in respect of contributions received in respect of any active member of the Plan and for adopting risk-based processes to monitor whether contributions are made to the Plan by the employer in accordance with the schedule of contributions. Where breaches of the schedule occur, the Trustee is required by law to consider making reports to the Pensions Regulator and the members.

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

For and on behalf of Pearson Pension Trustee Limited.

J A B Joll
Chairman
19 May 2021

THE PEARSON PENSION PLAN

CHAIRMAN'S DEFINED CONTRIBUTION GOVERNANCE STATEMENT

1. Introduction

The Plan is required to produce a yearly statement to describe how governance requirements have been met in relation to:

- the investment options in which members' funds are invested (this means the default arrangements and other funds members can select or have assets in, such as "legacy" funds);
- the requirements for processing financial transactions;
- the charges and transaction costs borne by members;
- an illustration of the cumulative effect of these costs and charges;
- a 'value for members' assessment; and
- Trustee knowledge and understanding.

This statement has been prepared in accordance with the Occupational Pension Schemes (Charges and Governance) Regulations 2015 and covers the period 1 January 2020 to 31 December 2020.

2. The default investment arrangements

The Plan has an Auto-enrolment section, which is used as a Qualifying scheme for auto-enrolment, and the Money Purchase 2003 ("MP03") section, which is not. Together these are the Defined Contribution ('DC') sections of the Plan. Members who do not opt in to or are not eligible for the Money Purchase 2003 section are auto-enrolled into the Auto-enrolment section. Members of both sections are given the same investment choices and have the same default investment strategies.

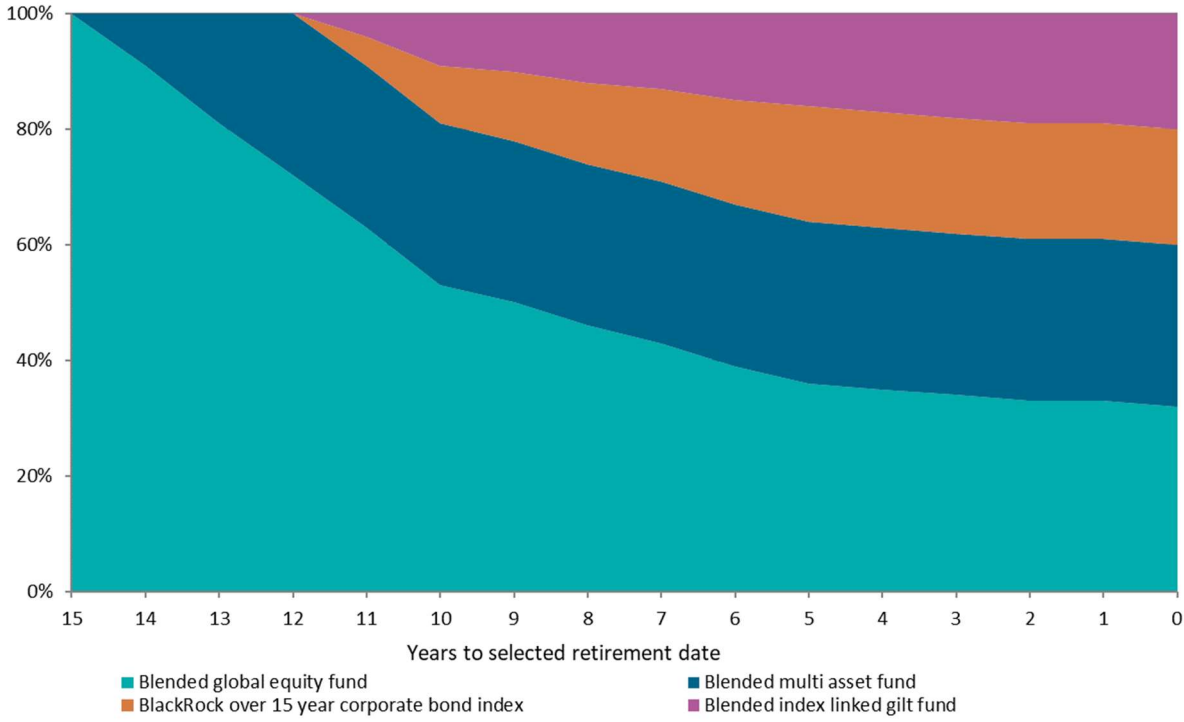
Some members of the DC Sections of the Plan make their own investment choices from the range of investment options made available by the Trustee, but those who do not make an explicit choice regarding the investment of their funds are placed automatically into a default lifecycle arrangement. After taking advice, the Trustee decided to make the default lifecycle arrangements, which means that members' assets are automatically moved between different investment funds within the default lifecycle arrangement as they approach their target retirement date.

There are three separate default lifecycle strategies, the 'Drawdown Lifecycle', the 'Cash Lifecycle' and the 'Annuity Lifecycle'. Details of how member contributions are invested into the different default lifecycle strategies are set out below.

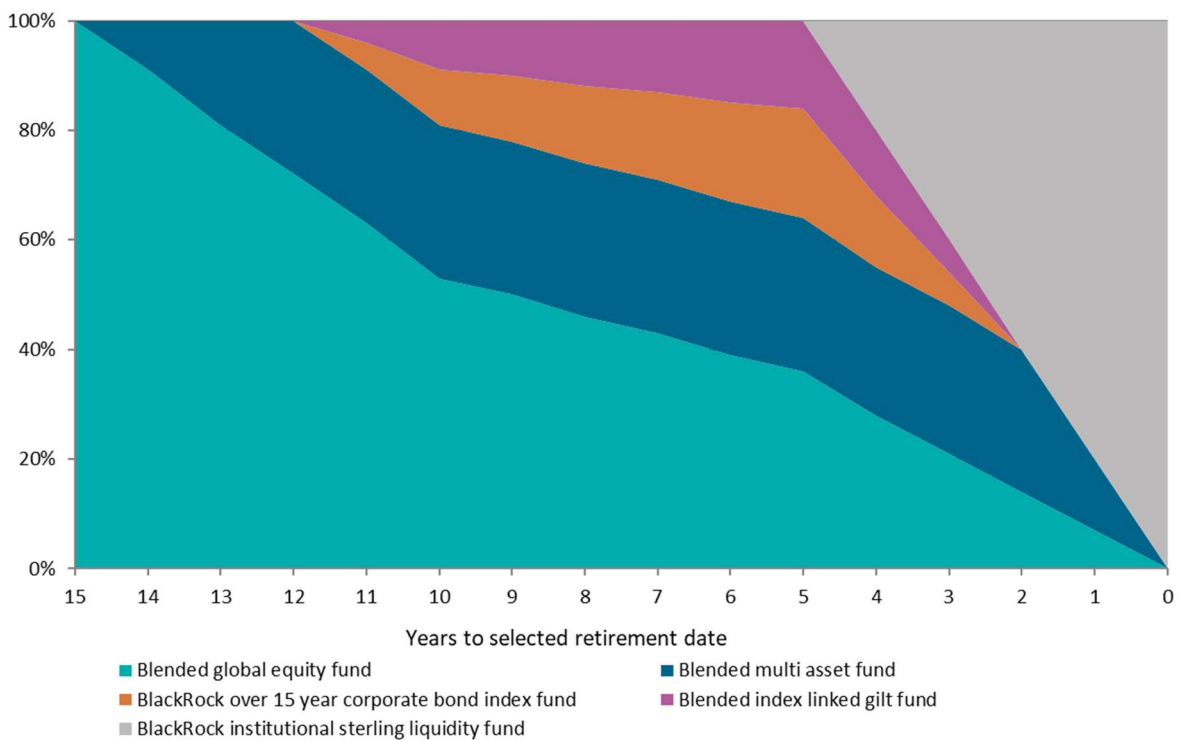
THE PEARSON PENSION PLAN

CHAIRMAN'S DEFINED CONTRIBUTION GOVERNANCE STATEMENT (continued)

Where an explicit choice has not been made by the member, contributions into the DC sections are invested into the 'Drawdown Lifecycle'. The asset allocations in the years leading up to retirement for the Drawdown lifecycle is shown below:



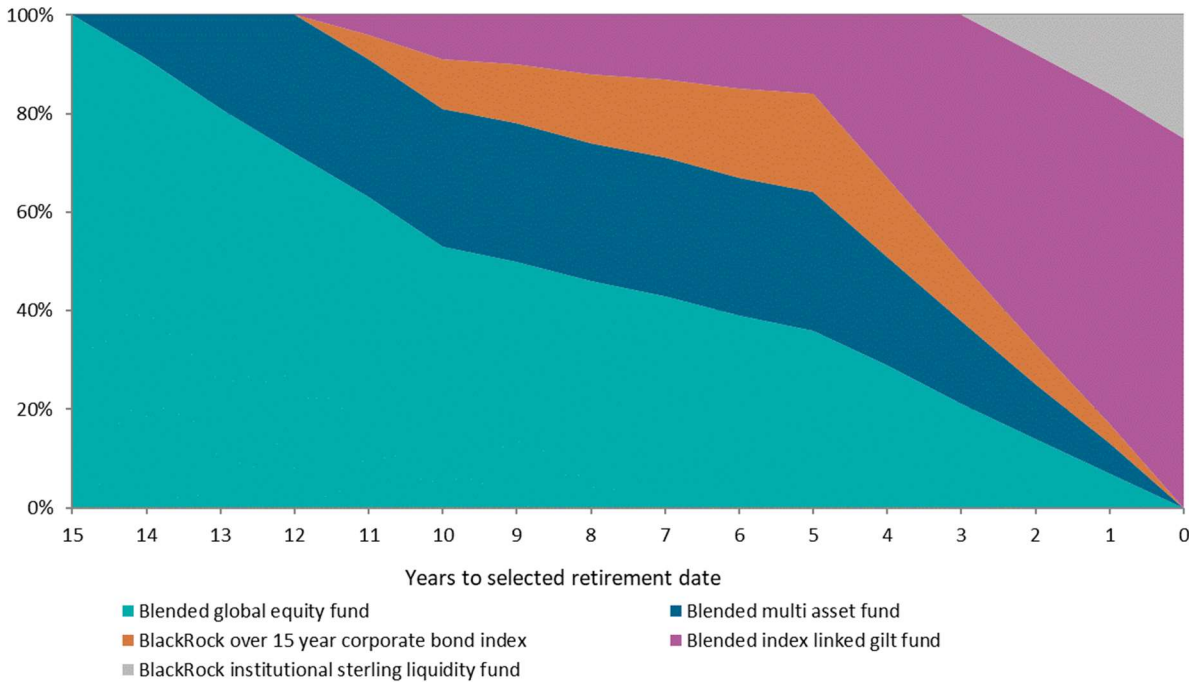
Members who make additional voluntary contributions (AVCs) have the same investment fund choices, but if they do not make an explicit choice their AVC assets are placed into the 'Cash Lifecycle', which is the default arrangement for AVCs. The asset allocations in the years leading up to retirement for the Cash lifecycle is shown below:



THE PEARSON PENSION PLAN

CHAIRMAN'S DEFINED CONTRIBUTION GOVERNANCE STATEMENT (continued)

The Plan also has a legacy default lifecycle arrangement, the 'Annuity Lifecycle', into which the assets of a number of members close to retirement were transferred into as part of the last investment strategy review. The strategy is also open for members to select if they wish to. The asset allocations in the years leading up to retirement for the Annuity lifecycle is shown below:



The Trustee is responsible for investment governance, which includes setting and monitoring the investment strategy for the default lifecycle arrangements.

Details of the objectives and the Trustee's policies regarding the default arrangements can be found in a document called the 'Statement of Investment Principles' ("SIP"), which can be found on page 77.

The objective of the default lifecycle arrangement, as stated in the SIP, is as follows:

"The objective of the main default option for the DC sections, the Drawdown Lifecycle, is to generate returns above inflation whilst members are some distance from retirement, but then to switch automatically and gradually to lower risk investments as members near retirement."

The objectives of the Cash default arrangement and the Annuity default arrangements, as stated in the SIP, are as follows:

"The aim of all the default Lifecycle strategies (specifically the Cash and Annuity strategies) is to provide members with the potential for higher levels of growth during the accumulation of their retirement savings through exposure to equity and diversified growth funds and then to gradually diversify their investments in the years approaching retirement, in order to reduce volatility while still providing suitable exposure to growth assets. The asset allocation throughout the default Lifecycle strategies and the phasing of the gradual switching of investments takes into account members' greater capacity for risk early on and reduced capacity for risk in later years."

THE PEARSON PENSION PLAN

CHAIRMAN'S DEFINED CONTRIBUTION GOVERNANCE STATEMENT (continued)

In the initial growth phase, the above lifecycle options (including the legacy default, the Annuity Lifecycle) are invested to target a return above inflation, and then in the 15 years before retirement, they switch gradually into less risky assets, with the asset allocation at retirement being designed to be appropriate for members wishing to access drawdown (in the case of the Drawdown Lifecycle), take their pot as cash (the Cash Lifecycle) or purchase an annuity at retirement (Annuity Lifecycle)."

The default lifecycle arrangements are described on page 24 and each of the asset allocation tables can be found at <https://www.pearson-pensions.com/library/#booklets>

The Trustee considers these approaches to be in the best interest of relevant members and relevant beneficiaries. The default lifecycle arrangements meet the requirements for social environmental and governance considerations set out in the SIP.

The Threadneedle Pensions Property Fund was suspended by the manager in May 2020 due to pricing uncertainty caused by the Covid-19 crisis. Member contributions were redirected into the BlackRock Sterling Liquidity Fund until the Property Fund reopened in September 2020. As members' contributions were directed into the BlackRock Sterling Liquidity Fund without them making an active selection, this fund will be treated as a default for the purpose of fulfilling legislative requirements. As members' contributions are still being held in the BlackRock Sterling Liquidity Fund it will continue to be treated as a default fund for legislative purposes. The aims and objectives of the strategy are that the fund aims to maximise current income consistent with the preservation of capital and liquidity through the maintenance of a portfolio of high quality short-term "money market" instruments and to achieve an investment return that is in line with its benchmark.

On a quarterly basis after charges the performance of funds (which can be found on page 19) comprising the default arrangements are reviewed by the Investment Committee. Throughout the year ended 31 December 2020, investment returns for passive funds have generally tracked benchmarks, and have performed in accordance with the objectives of the fund as set out in the SIP. The performance of the active funds within the lifecycle arrangements has been more varied, which is expected as the benchmark is less likely to be an exact match for the fund given the active management. Where performance is not in line with benchmarks or objectives, the Investment Committee have investigated the deviation with the investment consultants and investment managers in order to establish if any further action is necessary. The reviews that took place during the year concluded that the default lifecycle arrangements were performing broadly as expected. There was a change made to one of the underlying funds that make up the lifecycle arrangements, but this was not as a direct result of the performance of that fund. The change made was to the underlying funds used within the white-labelled Blended Multi Asset Fund. On 30 June 2020, the underlying allocation to the BlackRock DC Diversified Growth Fund was removed and the allocation to the Newton Real Return Fund was reduced. The Schroder Life Dynamic Multi-Asset Fund and Baillie Gifford Multi Asset Growth Fund were introduced as replacements, with equally weighted allocations to the three funds.

THE PEARSON PENSION PLAN

CHAIRMAN'S DEFINED CONTRIBUTION GOVERNANCE STATEMENT (continued)

The default lifecycle arrangements and self-select funds are formally reviewed to assess the ongoing suitability and strategy of the default lifecycle arrangement at least every three years or immediately following any significant change in investment policy or the Plan's membership profile. The default lifecycle and fund arrangements were formally reviewed during the period covered by this Statement. The review took place over the course of several meetings, commencing on 1 June 2020. Following this review, the Trustee agreed several enhancements to the default lifecycles. It decided to replace the use of corporate bonds within the lifecycles with an allocation to lower risk short dated credit, using the BlackRock Sterling Short Duration Credit Fund. It also agreed to introduce a new white-labelled fund within the Annuity Lifecycle, called the Annuity Targeting Fund, incorporating a small allocation to fixed interest gilts alongside the current index linked gilts allocation to better align the allocation to the In Plan Pension. With regard to members holding both DC and AVC benefits, the Trustee decided to change the default strategy for the AVC portion of their pot from the Cash Lifecycle to the Drawdown Lifecycle (so the DC and AVC benefits are considered as a whole for these members). The Trustee also undertook a review of the Plan's ESG offerings following the Plan year end which is still underway. The Trustee concluded in this review that it was comfortable that all default arrangements and self-select options remain appropriate subject to the changes above being implemented.

The resulting investment transition will take place during 2021, and the next full triennial review of the investment arrangements is due to take place in June 2023.

3. Core financial transactions

The Trustee has a specific duty to secure that core financial transactions (including the investment of contributions, transfer of member assets into and out of the Plan, transfers between different investments within the Plan and payments to and in respect of members) relating to the DC Sections are processed promptly and accurately.

The Trustee delegates responsibility for this to the staff of the Plan and the Plan's DC provider, Aviva. The agreement the Trustee has in place with Aviva incorporates specific service level agreements (SLAs) which include targets for the accurate and timely processing of core financial transactions. The Trustee monitors the performance against these SLAs via quarterly reports.

The staff of the Plan and Aviva have set up various controls to ensure the accuracy of processing core financial transactions, for example:

- a reconciliation to ensure all contributions were processed using monthly Aviva reporting data;
- a reconciliation of monies disinvested for member refunds to amounts returned to the Plan by Aviva; and
- an annual reconciliation of membership using data supplied from Aviva against membership held on the pension administration database.

THE PEARSON PENSION PLAN

CHAIRMAN'S DEFINED CONTRIBUTION GOVERNANCE STATEMENT (continued)

The Trustee has received assurance from the Plan's DC provider, Aviva, from management reporting that they have adequate internal controls, including review procedures, and inbuilt automated controls within their systems, to ensure that core financial transactions relating to the Plan were processed promptly and accurately during the year. Any issues identified by the Trustee as part of its review processes (set out below) would be raised with the administrators immediately, and steps would be taken to resolve the issues.

The processes the Trustee has in place for monitoring of core financial transactions are as follows:

- Review of quarterly SLA reporting from Aviva, covering reporting on each type of transaction for number of cases processed, and how many days each has taken. It has been noted that throughout the year there have still been instances where the performance has fallen below target. Management have continued to work closely with Aviva to ensure that measures have been put in place to rectify the issues.
- Review of quarterly management reporting against agreed SLAs from management, detailing what activities have taken place, and what, if any, exceptions have occurred.
- The Trustee have appointed the Audit and Risk Committee to review the Breaches Register half yearly, where any statutory or legal breaches would be reported.
- External auditors perform some limited controls testing for the purposes of their statutory audit and report back any issues via their Management report.

Based on its review process, the Trustee is satisfied that over the period covered by this statement:

- Both the Plan and the DC provider were operating appropriate procedures, checks and controls and operating within the agreed SLAs;
- There have been no material administration errors in relation to processing core financial transactions; however, Aviva has been dealing with an error over the year regarding the fees charged to members. Four Plan schemes had the wrong fee applied for certain funds up until 2019, at which point Aviva applied the correct charge. Throughout the last year Aviva has been calculating a loss/gain for the members affected. Aviva has shared details of loss/gain with the Plan and discussed and agreed with them on how to rectify these issues; and
- Whilst SLA performance has at times been lower than the SLA target (as noted above), the Trustee is satisfied that this is being addressed and will continue to monitor performance of Aviva's services over the remainder of 2021 and into 2022.

4. Member-borne charges and transaction costs

Regulations also require the Trustee to make an assessment of ongoing charges borne by members of the DC Sections and the extent to which those charges and costs represent good value for members.

These are annual fund management charges plus any additional fund expenses, such as custody costs, but excluding transaction costs; this is also known as the total expense ratio ("TER"). The TER is paid by the members and is reflected in the unit price of the funds. The stated charges include administration costs, since these are met by the member.

The Trustee is also required to separately disclose transaction cost figures that are borne by members. In the context of this Statement, the transaction costs shown are those incurred when the Plan's investment

THE PEARSON PENSION PLAN

CHAIRMAN'S DEFINED CONTRIBUTION GOVERNANCE STATEMENT (continued)

managers buy and sell assets within investment funds but are exclusive of any costs incurred when members invest in and switch between funds. The transaction costs are borne by members.

The charges and transaction costs have been supplied by Aviva (the Plan's platform provider), and by the Plan's legacy AVC providers. When preparing this section of the Statement the Trustee has taken account of the relevant statutory guidance. Due to the way in which transaction costs have been calculated it is possible for figures to be negative; since transaction costs are unlikely to be negative over the long term the Trustee has shown any negative figure as zero.

4.1 Default arrangements

The default arrangement for the MP03 and Auto-enrolment sections is the Drawdown lifecycle arrangement. For the period covered by this Statement, annualised charges and transaction costs are set out in the following table:

Years to selected retirement date (SRA)	TER	Transaction costs
15	0.29%	0.03%
10	0.37%	0.17%
5	0.35%	0.18%
At retirement	0.35%	0.18%

The default arrangement for AVC contributions is the Cash lifecycle arrangement. For the period covered by this Statement, annualised charges and transaction costs are set out in the following table:

Years to SRA	TER	Transaction costs
15	0.29%	0.03%
10	0.37%	0.17%
5	0.35%	0.18%
At retirement	0.18%	0.01%

The Annuity lifecycle arrangement is a legacy lifecycle arrangement and an alternative option for members, for the period covered by this Statement, annualised charges and transaction costs are set out in the following table.

Years to SRA	TER	Transaction costs
15	0.29%	0.03%
10	0.37%	0.17%
5	0.35%	0.18%
At retirement	0.18%	0.05%

THE PEARSON PENSION PLAN

CHAIRMAN'S DEFINED CONTRIBUTION GOVERNANCE STATEMENT (continued)

From May 2020 the BlackRock Sterling Liquidity Fund is also considered to be a default investment option due to redirection of member contributions without explicit consent, during the temporary suspension of dealing of the Threadneedle Pensions Property Fund.

The TER for this Fund is 0.18% with transaction costs over the period covered by this statement at 0.01%. The TERs for all of these arrangements are much lower than the maximum allowed of 0.75% and the Trustee is satisfied that it has negotiated good terms for members taking account of the expected growth in the size of the DC Sections.

4.2 Self-select options

In addition, there is a range of 11 separate funds which may be chosen by members as an alternative to the default lifecycle arrangement. These funds allow members to take a more tailored approach to managing their own pension investments.

Annual management charges for each fund for 2020 are shown below, but current charges can also be found on the Plan's website at www.pearson-pensions.com/library. The underlying funds used within the default arrangement are shown in bold.

Fund Name	TER 2020	Total transaction costs 2020
Blended Global Equity Fund	0.29%	0.03%
BlackRock UK Equity Index Fund	0.18%	0.38%
BlackRock World ex UK Equity Index Fund	0.19%	0.04%
Jupiter Ecology Fund	1.16%	0.00%
Threadneedle Pensions Property Fund	0.91%	0.10%
Blended Index Linked Gilt Fund	0.18%	0.07%
BlackRock Over 15 year Corporate Bond Index Fund	0.18%	0.14%
BlackRock Over 15 year Gilt Index Fund	0.18%	0.03%
BlackRock Institutional Sterling Liquidity Fund	0.18%	0.01%
Blended Multi Asset Fund	0.65%	0.47%
MFS Meridian Global Equity Fund	0.96%	0.12%

The fee of the Blended Multi Asset Fund is shown following changes to the underlying funds over the Plan year in June 2020 which resulted a reduction in fee.

THE PEARSON PENSION PLAN

CHAIRMAN'S DEFINED CONTRIBUTION GOVERNANCE STATEMENT (continued)

Legacy AVC fund charges and transaction costs

The following funds were available to members as legacy options for AVCs. These options are now closed to future contributions. Transaction costs listed in the table below are subject to a floor of zero so as not to assume a negative cost over the longer term.

Fund Name	TER 2020	Total transaction costs 2020
<i>Utmost Life and Pensions Secure Cash Fund</i>	0.50%	0.00%
Prudential – Cash Accumulation With-Profits	1.20%	0.11%
Prudential – Deposit Fund*	0.00%	0.00%
Clerical Medical – With-Profits Fund**	0.50%	0.24%
Clerical Medical – Balanced Pension Fund	0.50%	0.41%
Clerical Medical – Cash Fund	0.50%	0.01%
Clerical Medical – Far Eastern Pension Fund	0.50%	0.56%
Clerical Medical – UK Equity Tracker Fund	0.50%	0.00%
Clerical Medical – Ethical Fund	0.50%	0.04%
Royal London – Crest Secure Fund*	1.45%	0.00%
<i>Chelsea Building Society**</i>	<i>N/A</i>	<i>N/A</i>
Phoenix Life – Managed Pension Fund	1.03%	0.24%
Phoenix Life – With-Profits Fund	1.04%	0.24%

* There are no explicit charges and/or transaction costs for this fund, but charges are deducted before the bonus is declared. The Trustee is working with the provider to confirm these charges.

**The Trustee is working with the provider to confirm which funds the Plan has assets invested in over the Plan year and the charges for these funds.

The Utmost Life and Pensions Secure Cash Fund is listed in italics above as members were all moved out of this Fund and into the Cash Lifecycle (AVC default strategy) arrangement with Aviva on 26 June 2020. There are also no longer any member investments remaining with Chelsea Building Society from August 2020, hence this is also listed in italics.

4.3 Illustration of charges and transaction costs

The illustrations show how different costs and charges can impact the pension pot over certain periods of time, based on a selection of investment funds. Statutory guidance from The Pensions Regulator has been taken into account in the preparation of these illustrations. Under each default lifecycle arrangement or investment fund, there are two columns. The first shows the projected pension values assuming no charges are taken. The second shows the projected pension values after costs and charges are taken. By comparing these scenarios, it is possible to identify how much the charges over the years will impact the pension value.

The “before costs” figures represent the savings projection assuming an investment return with no deduction of member borne charges or transaction costs. The “after costs” figures represent the savings projection using the same assumed investment return but after deducting member borne charges (ie the TER) and an allowance for transaction costs.

THE PEARSON PENSION PLAN

CHAIRMAN'S DEFINED CONTRIBUTION GOVERNANCE STATEMENT (continued)

The transaction cost figures used in the illustration are those provided by the managers over the past three years, subject to a floor of zero (so the illustration does not assume a negative cost over the long term). We have used the average annualised transaction costs over the past three years as this is the longest period over which figures were available, and should be more indicative of longer-term costs compared to only using figures over the Plan year.

The illustration is shown for the Drawdown Lifecycle, since this is the arrangement with the most members invested in it, as well as the two alternative lifecycles, the AVC default (the Cash Lifecycle) and the legacy default (the Annuity Lifecycle) and also four funds from the Plan's self-select fund range. The four self-select funds shown in the illustration are:

- the fund with the highest before costs expected return – this is the BlackRock UK Equity Index Fund
- the fund with the lowest before costs expected return – this is the BlackRock Institutional Sterling Liquidity Fund
- the fund with highest annual member borne costs – this is the Jupiter Ecology Fund
- the fund with lowest annual member borne costs – this is the Blended Index Linked Gilt Fund. The Blended Index Linked Gilt Fund has the second lowest annual member borne costs (using transaction costs averaged over a 3 year period) after the BlackRock Institutional Sterling Liquidity Fund. It is shown here within the illustration since the BlackRock Institutional Sterling Liquidity Fund is already shown as the fund with the lowest before costs expected return.

Illustration of effect of costs and charges for typical funds within the Plan

Projected pension pot in today's money

Years invested	Default option (Drawdown Lifecycle)		AVC default option (Cash Lifecycle)		Legacy default option (Annuity Lifecycle)	
	Before costs £	After costs £	Before costs £	After costs £	Before costs £	After costs £
1	4,000	4,000	4,000	4,000	4,000	4,000
3	8,000	8,000	8,000	8,000	8,000	8,000
5	12,200	12,100	12,200	12,100	12,200	12,100
10	23,400	23,000	23,400	23,000	23,400	23,000
15	35,700	34,800	35,700	34,800	35,700	34,800
20	49,300	47,600	49,300	47,600	49,300	47,600
25	64,300	61,600	64,300	61,600	64,300	61,600
30	79,400	74,900	79,400	74,900	79,400	74,900
35	92,200	85,600	92,200	85,600	92,200	85,600
40	104,000	95,100	97,600	89,700	98,100	90,400

THE PEARSON PENSION PLAN

CHAIRMAN'S DEFINED CONTRIBUTION GOVERNANCE STATEMENT (continued)

Projected pension pot in today's money

Years invested	BlackRock UK Equity Index Fund		BlackRock Sterling Liquidity Fund		Jupiter Ecology Fund		Blended Index Linked Gilt Fund	
	Before costs £	After costs £	Before costs £	After costs £	Before costs £	After costs £	Before costs £	After costs £
1	4,000	4,000	3,900	3,900	4,000	4,000	3,900	3,900
3	8,000	8,000	7,400	7,400	8,000	7,900	7,500	7,500
5	12,200	12,100	10,800	10,800	12,200	11,800	11,000	10,900
10	23,400	22,900	18,700	18,500	23,400	21,900	19,300	19,000
15	35,700	34,600	25,900	25,500	35,700	32,400	26,900	26,500
20	49,300	47,400	32,300	31,700	49,300	43,300	34,000	33,300
25	64,300	61,200	38,200	37,300	64,300	54,700	40,600	39,600
30	80,800	76,200	43,400	42,300	80,800	66,500	46,700	45,400
35	99,100	92,500	48,200	46,700	99,100	78,900	52,300	50,600
40	119,300	110,100	52,500	50,700	119,300	91,700	57,600	55,500

Notes

- Values shown are estimates and are not guaranteed. The illustration does not indicate the likely variance and volatility in the possible outcomes from each fund. The numbers shown in the illustration are rounded to the nearest £100 for simplicity.
- Projected pension pot values are shown in today's terms, and do not need to be reduced further for the effect of future inflation.
- Annual salary growth and inflation is assumed to be 2.5%. Salaries could be expected to increase above inflation to reflect members becoming more experienced and being promoted.

However, the projections assume salaries increase in line with inflation to allow for prudence in the projected values.

- The starting pot size used is £2,100. This is the approximate average (median) pot size for active members aged 25 years and younger in the MP03 and Auto-enrolment sections (as these members can be expected to have around 40 years to retirement)
- The projection is for 40 years, being the approximate duration that the youngest Plan member has until they reach the Plan's Normal Pension Age.
- The starting salary is assumed to be £23,500. This is the approximate median salary for active members aged 25 or younger.
- Total contributions (employee plus employer) are assumed to be 8.0% of salary per year. This is the median total contributions for active members aged 25 or younger.
- The projected annual returns used are as follows:

THE PEARSON PENSION PLAN

CHAIRMAN'S DEFINED CONTRIBUTION GOVERNANCE STATEMENT (continued)

- Drawdown Lifecycle: 2.0% above inflation for the initial years, gradually reducing to a return of 0.5% above inflation at the ending point of the lifecycle.
- Cash Lifecycle: 2.0% above inflation for the initial years, gradually reducing to a return of 2.0% below inflation at the ending point of the lifecycle.
- Annuity Lifecycle: 2.0% above inflation for the initial years, gradually reducing to a return of 1.6% below inflation at the ending point of the lifecycle.
- BlackRock UK Equity Index Fund: 2.0% above inflation
- BlackRock Sterling Liquidity Fund: 2.0% below inflation
- Jupiter Ecology Fund: 2.0% above inflation
- Blended Index Linked Gilt Fund: 1.5% below inflation
- No allowance for active management outperformance has been made.

While these costs are important, they should not be looked at in isolation but should be viewed within the context of the performance of the fund or funds chosen as these costs are, ultimately, reflected in the performance of the fund.

5. Value for members assessment

The Trustee has assessed the extent to which member borne charges and transaction costs detailed above represent good value for money to members.

The Trustee reviews all member-borne charges (including transaction costs where available) annually, with the aim of ensuring that members are obtaining value for money given the circumstances of the Plan. The date of the last review was the date of this report, 19 May 2021. The Trustee notes that value for money does not necessarily mean the lowest fee, and the overall quality of the service received has also been considered in this assessment. The Trustee's investment advisers have confirmed that the fund charges are competitive for the types of fund available to members.

The Trustee assesses the performance of the Plan's investment funds (after all charges) in the context of their investment objectives on a quarterly basis. The returns on the investment funds members can choose during the period covered by this Statement have broadly been consistent with their stated investment objectives. Where the Trustee has any concerns that a fund is not providing returns in line with its objective, a review is carried out to assess whether any change is required, noting however, that short term performance is not used as a criteria for the Trustee to change an investment option.

THE PEARSON PENSION PLAN

CHAIRMAN'S DEFINED CONTRIBUTION GOVERNANCE STATEMENT (continued)

In carrying out the assessment, the Trustee also considers the other benefits members receive from the Plan, which include (amongst other aspects):

- The design of the default lifecycle arrangements and how these reflect the interests of members.
- The range of investment options and strategies.
- The efficiency of administration processes, the quality of communications, support services and Plan governance, including the additional benefit of an in-house pensions team, solely focussed on the Plan's arrangements.
- Access to retirement planning tools through the Aviva member site.
- Access to factsheets and guidance provided on the Plan website.
- Additional ill health and death benefits for Plan members.

The Trustee has taken advice from its investment advisers, who have analysed the Plan against their benchmark. The results of the Trustee's assessment, on a scale from 'very good' to 'poor' are as follows:

- **Charges – Very good** – Members bear the cost of administration charges but fees are reasonably competitive. The Trustee will continue to monitor fees following any changes implemented in the investment strategy and will look for opportunities to negotiate lower fees for members wherever possible.
- **Administration – Good** – The administration services provided by Aviva are of a good standard. The Trustee is considering increasing its engagement with the administrator to improve performance relative to SLAs.
- **Governance – Very good** – The Trustee and pensions team are very committed to the Plan, demonstrated by the dedicated level of resources and commitment to training.
- **Communications – Very good** – The Trustee and the administrator issue timely and relevant information to members. Members receive bespoke targeted communications at certain key stages and as they approach retirement.
- **Default investment arrangement – Very good** – The strategies broadly achieved their objectives over the year. The Trustee reviewed this over the year and will implement any agreed changes. The next review will be in June 2023.
- **Investment range – Very good** – The self-select fund range provides access to most asset classes, some specialist options and alternative lifestyle strategies. The Trustee reviewed these over the year and will implement any agreed changes.
- **At-retirement services – Good** – Support and guidance offered to members are reasonable. The Trustee is considering enhancing the support on offer for members nearing retirement.
- **Plan design – Good** – The Plan's design and contribution structure are reasonable and encourage members to take advantage of the extra matching contributions.

Having considered the various aspects of the Plan, the Trustee is comfortable that the Plan is offering good value to members for costs and charges they incur and will continue to monitor this.

THE PEARSON PENSION PLAN

CHAIRMAN'S DEFINED CONTRIBUTION GOVERNANCE STATEMENT (continued)

In addition to value provided by the Plan to members, members also benefit from employer contributions, which in the case of the Money Purchase 2003 Section, provides £2 of contributions by the employer for every £1 contributed by the employee, up to the employer contributing a maximum of 16% of the employee's uncapped salary, depending on age. Contributions provided by the employer for the Auto-enrolment section of the Plan are in line with legislation. Most members of the Auto-enrolment section have the option to switch into the Money Purchase 2003 section, subject to meeting the eligibility criteria.

6. Trustee knowledge and understanding

The Plan's Trustee is required to maintain appropriate levels of knowledge and understanding to run the Plan effectively. The Trustee has measures in place to comply with the legal and regulatory requirements regarding knowledge and understanding of relevant matters, including investment, pension and trust law. Details of how the knowledge and understanding requirements have been met during the period covered by this Statement are set out below.

As set out on pages 7 & 8 of the Trustee's Report, a review of the governance of the Plan, including arrangements with respect to Defined Contribution members, their contributions and benefits, is undertaken by the Trustee through its board and committees.

The Trustee's priority is to provide a strong and stable pension scheme which operates in the interests of its members and to achieve this the Trustee Board and its Committees meet regularly to develop and agree strategy, monitor performance, discuss and explore issues relevant to the governance and administration of the DC arrangements and make appropriate decisions.

The Plan's Trustee Directors are required to maintain appropriate levels of knowledge and understanding to run the Plan effectively. Each Trustee Director must:

- Be conversant with the trust deed and rules of the Plan, the Plan's statement of investment principles and any other document recording policy for the time being adopted by the Trustee relating to the administration of the Plan generally,
- have, to the degree that is appropriate for the purposes of enabling the individual to exercise properly his or her functions as a trustee director, knowledge and understanding of the law relating to pensions and trusts and the principles relating to the investment of the assets of occupational pension schemes.

The Trustee has measures in place to comply with the legal and regulatory requirements regarding knowledge and understanding of relevant matters, including investment, pension and trust law. The Pensions Director aims to identify training needs on any topics that become relevant, as well as the trustee directors themselves raising any training needs informally in meetings and other communications, and more formally via the annual Trustee evaluation questionnaire. Any Trustee Knowledge & Understanding (TKU) requirements are shared with the Chairman each year and incorporated into the Trustee Action Plan. In addition, the trustee directors also receive various legal updates from the Plan's lawyers. Some of the trustee directors have also undertaken individual training across a range of topics which has been recorded within TKU records held by the Pensions Director.

THE PEARSON PENSION PLAN

CHAIRMAN'S DEFINED CONTRIBUTION GOVERNANCE STATEMENT (continued)

Documents and guidance with Plan specific information, including Plan Rules, are provided via the digital board book system to all trustee directors and committee members. All changes to Plan rules are approved by the Trustee. The SIP is available on the website (<https://www.pearson-pensions.com/library>) and is also regularly discussed in Trustee and committee meetings and reviewed at least annually.

All new trustee directors are asked to complete the Pension Regulator's trustee toolkit (an online learning programme, designed to help trustees of occupational pension schemes meet the minimum level of knowledge and understanding required by law), and receive detailed briefings from both the Pensions Director and key advisers, as well as other Plan staff as required, which are tailored to the individuals' existing knowledge and expertise.

The Trustee believes that the combined knowledge and understanding of the trustee directors, the independent members of certain committees and the staff of the Plan, together with external advice where appropriate, enables the Trustee to exercise properly its functions by providing collectively experience of governance, pension fund management, administration, investment, finance, audit and member representation.

The Chairman's Defined Contribution Governance Statement was approved by the Trustee on 19 May 2021 and signed on its behalf by:

J A B Joll

Chairman

THE PEARSON PENSION PLAN

INDEPENDENT AUDITOR'S REPORT TO THE TRUSTEE OF THE PEARSON PENSION PLAN

Opinion

We have audited the financial statements of the Pearson Pension Plan ('the Plan') for the year ended 31 December 2020 which comprise the Fund Account, the Statement of Net Assets and the related notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102, The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- show a true and fair view of the financial transactions of the Plan during the year ended 31 December 2020, 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; and
- contain the information specified in Regulation 3A of the Occupational Pension Schemes (Requirement to obtain Audited Accounts and a Statement from the Auditor) Regulations 1996, made under the Pensions Act 1995.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Plan in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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

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 Plan'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.

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

THE PEARSON PENSION PLAN

INDEPENDENT AUDITOR'S REPORT TO THE TRUSTEE OF THE PEARSON PENSION PLAN

Other information

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

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of the Trustee

As explained more fully in the statement of Trustee's responsibilities, the Trustee is responsible for the preparation of the financial statements, for being satisfied that they give a true and fair view, and for such internal control as the Trustee determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Trustee is responsible for assessing the Plan's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Trustee either intends to wind up the Plan or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in 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 PEARSON PENSION PLAN

INDEPENDENT AUDITOR'S REPORT TO THE TRUSTEE OF THE PEARSON PENSION PLAN

We set out below the key areas which, in our opinion the financial statements are susceptible to material misstatement by way of irregularities including fraud and the extent to which our procedures are capable of detecting these.

- Management override of controls. Our audit procedures to respond to these risks included enquiries of management about their own identification and assessment of the risks of irregularities, sample testing on the posting of journals and reviewing accounting estimates for bias.
- Misappropriation of investment assets owned by the Plan. This is addressed by obtaining direct confirmation from the investment custodian and fund managers of investments held at the Statement of Net Assets date.
- Diversion of assets through large investment transactions. A sample of transactions are agreed to supporting documentation testing the authorisation of the amount and approval of the payment of the transactions.
- Diversion of amounts receivable relating to the bulk annuity policies. This is addressed by testing the reconciliation of amounts received from the bulk annuity providers to the pensions paid to the pensioners or, where appropriate, to the fixed amounts payable under the agreements with the bulk annuity providers.
- Non-receipt of contributions due to the Plan from the Employer. This is addressed by testing contributions due are paid to the Plan in accordance with the Schedule of Contributions agreed between the Employer and Trustee.

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. We are not responsible for preventing non-compliance and cannot be expected to detect non-compliance with all laws and regulations.

These inherent limitations are particularly significant in the case of misstatement resulting from fraud as this may involve sophisticated schemes designed to avoid detection, including deliberate failure to record transactions, collusion or the provision of intentional misrepresentations.

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

Use of our report

This report is made solely to the Plan's Trustee, as a body, in accordance with Regulation 3 of the Occupational Pension Schemes (Requirement to obtain Audited Accounts and a Statement from the Auditor) Regulations 1996, made under the Pensions Act 1995. Our audit work has been undertaken so that we might state to the Plan's Trustee those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Plans Trustee as a body, for our audit work, for this report, or for the opinions we have formed.

Crowe U.K. LLP

Statutory Auditor

London

19 May 2021

THE PEARSON PENSION PLAN

INDEPENDENT AUDITOR'S STATEMENT ABOUT CONTRIBUTIONS, UNDER REGULATION 4 OF THE OCCUPATIONAL PENSION SCHEMES (REQUIREMENT TO OBTAIN AUDITED ACCOUNTS AND A STATEMENT FROM THE AUDITOR) REGULATIONS 1996, TO THE TRUSTEE OF THE PEARSON PENSION PLAN

We have examined the summary of contributions payable to The Pearson Pension Plan, for the Plan year ended 31 December 2020 which is set out on page 74.

In our opinion contributions for the Plan year ended 31 December 2020 as reported in the summary of contributions and payable under the Schedule of Contributions have in all material respects been paid at least in accordance with the Schedule of Contributions certified by the Plan Actuary on 22 November 2018.

Basis of opinion

Our objective is to obtain sufficient evidence to give reasonable assurance that contributions reported in the summary of contributions have in all material respects been paid at least in accordance with the Schedule of Contributions. This includes an examination, on a test basis, of evidence relevant to the amounts of contributions payable to the Plan and the timing of those payments under the Schedule of Contributions.

Responsibilities of the Trustee

As explained more fully in the Statement of Trustee's Responsibilities, the Plan's Trustee is responsible for ensuring that there is prepared, maintained and from time to time revised a Schedule of Contributions which sets out the rates and due dates of certain contributions payable towards the Plan by or on behalf of the employer and the active members of the Plan. The Trustee is also responsible for keeping records in respect of contributions received in respect of active members of the Plan and for monitoring whether contributions are made to the Plan by the employer in accordance with the Schedule of Contributions.

Auditor's responsibilities for the statement about contributions

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

Use of our statement

This statement is made solely to the Plan's Trustee, as a body, in accordance with The Occupational Pension Schemes (Requirement to obtain Audited Accounts and a Statement from the Auditor) Regulations 1996 made under the Pensions Act 1995. Our work has been undertaken so that we might state to the Plan's Trustee those matters we are required to state to them in an auditor's statement about contributions and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Plan's Trustee as a body, for our work, for this statement, or for the opinion we have formed.

Crowe U.K. LLP
Statutory Auditor
London
19 May 2021

THE PEARSON PENSION PLAN
FUND ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2020

	Notes	Defined Benefit	Defined Contribution	2020 Total	Defined Benefit	Defined Contribution	2019 Total
		Sections £'000	Sections £'000	£'000	Sections £'000	Sections £'000	£'000
Contributions and benefits							
Employer contributions	(3)	2,341	11,774	14,115	3,120	11,794	14,914
Member contributions		195	7,602	7,797	265	7,505	7,770
Total contributions		2,536	19,376	21,912	3,385	19,299	22,684
Transfers in	(4)	-	517	517	-	1,434	1,434
Other income	(5)	185	80	265	1,039	920	1,959
		2,721	19,973	22,694	4,424	21,653	26,077
Benefits	(6)	(102,415)	(2,971)	(105,386)	(97,328)	(2,775)	(100,103)
Payments to and on account of leavers	(7)	(21,813)	(13,897)	(35,710)	(21,322)	(13,924)	(35,246)
Administrative expenses	(8)	(6,316)	-	(6,316)	(6,500)	-	(6,500)
Other payments	(9)	(322)	-	(322)	(295)	-	(295)
		(130,866)	(16,868)	(147,734)	(125,445)	(16,699)	(142,144)
Net movements from dealings with members		(128,145)	3,105	(125,040)	(121,021)	4,954	(116,067)
Returns on investments							
Investment income	(10)	106,968	-	106,968	96,835	-	96,835
Change in market value	(11a)	251,306	30,016	281,322	174,362	83,271	257,633
Investment management expenses	(12)	(1,468)	-	(1,468)	(1,375)	-	(1,375)
Net return on investments		356,806	30,016	386,822	269,822	83,271	353,093
Net increase in the Fund during the year		228,661	33,121	261,782	148,801	88,225	237,026
Transfers between sections		1,730	(1,730)	-	2,438	(2,438)	-
Net assets of the Plan							
At 1 January		3,592,701	538,253	4,130,954	3,441,462	452,466	3,893,928
At 31 December		3,823,092	569,644	4,392,736	3,592,701	538,253	4,130,954

THE PEARSON PENSION PLAN
STATEMENT OF NET ASSETS
AS AT 31 DECEMBER 2020

	<u>Notes</u>	Defined Benefit	Defined Contribution	<u>2020</u> Total	Defined Benefit	Defined Contribution	<u>2019</u> Total
		Sections £'000	Sections £'000	£'000	Sections £'000	Sections £'000	£'000
Investment assets	(11)						
Bonds		187,174	-	187,174	164,697	-	164,697
Property		186,100	-	186,100	175,300	-	175,300
Pooled investment vehicles		1,615,371	554,042	2,169,413	1,454,423	521,903	1,976,326
Insurance policies		1,785,359	-	1,785,359	1,725,917	-	1,725,917
Other investment balances		3,249	-	3,249	2,875	-	2,875
Cash		12,462	-	12,462	5,191	-	5,191
AVC investments		-	15,057	15,057	-	15,226	15,226
		<u>3,789,715</u>	<u>569,099</u>	<u>4,358,814</u>	<u>3,528,403</u>	<u>537,129</u>	<u>4,065,532</u>
Investment liabilities	(11)						
Other investment balances		(1,802)	-	(1,802)	(2,428)	-	(2,428)
Total net investments	(11)	<u>3,787,913</u>	<u>569,099</u>	<u>4,357,012</u>	<u>3,525,975</u>	<u>537,129</u>	<u>4,063,104</u>
Current assets	(13)	43,633	1,904	45,537	75,346	1,764	77,110
Current liabilities	(13)	(8,454)	(1,359)	(9,813)	(8,620)	(640)	(9,260)
Net assets of the Plan at 31 December		<u>3,823,092</u>	<u>569,644</u>	<u>4,392,736</u>	<u>3,592,701</u>	<u>538,253</u>	<u>4,130,954</u>

The financial statements summarise the transactions of the Plan including the Pearson Pension Property Fund and deal with the net assets at the disposal of the Trustee. They do not take account of obligations to pay pensions and other benefits which fall due after the end of the Plan year. The actuarial position of the Plan, which does take account of such obligations, is dealt with in the Report on Actuarial Liabilities on page 76 and Actuary's certification of the Schedule of Contributions on page 75 and these financial statements should be read in conjunction therewith. An actuarial valuation was carried out by the then Plan Actuary as at 1 January 2018.

These financial statements were approved by Pearson Pension Trustee Limited as Trustee of the Plan on 19 May 2021 and signed on its behalf by:

Chairman

Director

THE PEARSON PENSION PLAN

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

1 BASIS OF PREPARATION

The financial statements have been prepared on a going concern basis in accordance with the Occupational Pension Schemes (Requirement to obtain Audited Accounts and a Statement from the Auditor) Regulations 1996 and in accordance with the guidelines set out in the Statement of Recommended Practice, "Financial Reports of Pension Schemes" (Revised November 2018).

2 ACCOUNTING POLICIES

The principal accounting policies adopted by the Trustee, which are consistent with the previous year, are shown below for the Defined Benefit (DB) and Defined Contribution (DC):

(a) Investments

(i) Investments other than property

- Hedge funds, private equity funds and infrastructure funds are valued at fair value by the investment managers or their third-party agents, having regard to professional valuations, asset values and other appropriate financial information. If the latest available valuation is not calculated at the Plan's year end date the latest valuation prior to the Plan's year end is adjusted for any drawdowns, refunds or capital distributions since the valuation date. Drawdowns and distributions are accounted for at the date they are declared or notified to the Plan.
- Segregated Bonds are valued based on the evaluated prices provided by pricing vendors used by our custodian Bank of New York Mellon (who use ICE-Foreign). Prices are based on clean prices (the value of the bond less the accrued interest) and may be determined by factors which include but not limited to, market quotations, yields, maturities, call features, ratings and institutional size trading in similar groups of securities.
- Other pooled investment vehicles are valued at the bid market values for funds with bid/ offer spreads, or a single price where there are no bid / offer spreads, as provided by the relevant investment managers on the last dealing day prior to the year end date. Within other pooled investment vehicles swap contracts and repurchase agreements are held under a QIAIF arrangement, the swap contracts are valued by the investment manager using discounted cash flow models and market data at the reporting date. The repurchase agreements recognise and value the securities that are delivered out as collateral. The cash received is recognised as an asset and the obligation to pay it back is recognised as a payable amount.
- Investments held in foreign currencies are valued as above and translated into Sterling at the relevant spot rates ruling at the year end date.

THE PEARSON PENSION PLAN

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

2 ACCOUNTING POLICIES (continued)

(ii) Pearson Pension Property Fund

- The investments held in the Pearson Pension Property Fund are fully consolidated into the Plan's financial statements as the Plan is the only beneficiary.
- Freehold and leasehold properties are valued in accordance with the relevant parts of the current Royal Institution of Chartered Surveyors (RICS) Valuation Standards. Under these provisions the term "market value" means "the estimated amount for which a property should exchange on the date of valuation between a willing buyer and a willing seller in an arm's-length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion." The RICS considers that the application of the market value definition provides the same result as current open market values.

The commercial property portfolio and Housing Association Investments are valued by Knight Frank LLP.

- Properties in the course of construction are valued at original purchase cost including acquisition costs.
- Pooled property funds are valued in accordance with the accounting treatment for pooled investment vehicles disclosed in note 2(a)(i).
- No depreciation is provided on freehold or leasehold properties.

(iii) Insurance policies

AVCs invested in insurance policies are valued on the basis of their open market transfer values quoted by the relevant insurance companies as adjusted for additions and withdrawals between the valuation dates and 31 December.

Bulk annuity policies are valued by the Plan Actuary at the amount of the related obligation, determined broadly in line with the most recent technical provisions assumptions at the reporting date.

(b) Contributions receivable

Contributions receivable are included on an accruals basis.

THE PEARSON PENSION PLAN

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

2 ACCOUNTING POLICIES (continued)

(c) Investment income

- (i) Investment income, such as distributions from pooled investment vehicles are accounted for when declared by the investment manager.
- (ii) Dividends on unlisted securities are accounted for when declared, with dividends on certain foreign investments being accounted for when received.
- (iii) Net income from properties is accounted for on an accruals basis.
- (iv) Deposit and other interest receivable is accounted for on an accruals basis.
- (v) Annuity income arising from contracts held with insurers is accounted for on an accruals basis.

(d) Transfers in

Transfers in from other registered pension arrangements include all transfers which have been formerly accepted by the Trustee of the Plan as at 31 December in respect of individual members.

(e) Benefits payable

- (i) Transfers out are accounted for on a cash basis and represent the capital sums paid to personal pensions or pension plans of new employers for members who have left service.
- (ii) Benefits payable in respect of retirements and deaths are accounted for on an accruals basis.

(f) Expenses

All expenses are accounted for on an accruals basis.

- (i) Fees to investment managers and fees paid directly to the Custodian are shown as investment management expenses.
- (ii) All expenses relating to direct property investments held via the Pearson Pension Property Fund are deducted from investment income.

(g) Transfers between sections

Transfers between sections relate to the reimbursement of amounts by different sections of the Plan.

THE PEARSON PENSION PLAN

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

3 CONTRIBUTIONS RECEIVABLE

		<u>2020</u>		
		DB Sections	DC Sections	Total
		£'000	£'000	£'000
Employer contributions				
Normal	(a) (i)	2,341	11,771	14,112
Additional voluntary	(a) (iii)	-	3	3
Member contributions				
Normal	(b) (i)	195	6,372	6,567
Additional voluntary	(b) (ii)	-	1,230	1,230
		<u>2,536</u>	<u>19,376</u>	<u>21,912</u>

		<u>2019</u>		
		DB Sections	DC Sections	Total
		£'000	£'000	£'000
Employer contributions				
Normal	(a)(i)	3,120	11,763	14,883
Additional voluntary	(a)(iii)	-	31	31
Member contribution				
Normal	(b)(i)	265	6,307	6,572
Additional voluntary	(b)(ii)	-	1,198	1,198
		<u>3,385</u>	<u>19,299</u>	<u>22,684</u>

(a) Employer contributions

- (i) Amounts receivable from participating employers in accordance with the Schedules of Contributions dated 22 December 2018.
- (ii) Amounts received from participating employers to enhance members' benefits on leaving service.

THE PEARSON PENSION PLAN

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

3 CONTRIBUTIONS RECEIVABLE (continued)

(iii) AVCs paid by employers are used to purchase investments, the value of which determines the benefit to members, and which have been invested separately from the main fund, (see note 11(a)).

(b) Member contributions

(i) Members' normal contributions (excluding AVCs) are paid at various rates as set out in the Plan rules.

(ii) AVCs are paid by members to purchase investments, the value of which determines the benefit to members, and which have been invested separately from the main fund, (see note 11(a)).

THE PEARSON PENSION PLAN

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

4 TRANSFERS IN

	<u>2020</u>		
	DB Sections £'000	DC Sections £'000	Total £'000
Individual transfers in from other schemes	-	517	517

	<u>2019</u>		
	DB Sections £'000	DC Sections £'000	Total £'000
Individual transfers in from other schemes	-	1,434	1,434

THE PEARSON PENSION PLAN

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

5 OTHER INCOME

	<u>2020</u>		
	DB Sections £'000	DC Sections £'000	Total £'000
Claims on term insurance policies	10	79	89
Income received on non-investment assets	165	-	165
Other income	10	1	11
	<u>185</u>	<u>80</u>	<u>265</u>

	<u>2019</u>		
	DB Sections £'000	DC Sections £'000	Total £'000
Claims on term insurance policies	-	920	920
Income received on non-investment assets	486	-	486
Other income*	553	-	553
	<u>1,039</u>	<u>920</u>	<u>1,959</u>

*£510k of other income is related to refunds of tax contributions received from HMRC as a result of the GMP reconciliation.

THE PEARSON PENSION PLAN

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

6 BENEFITS PAYABLE

	<u>2020</u>		
	DB Sections £'000	DC Sections £'000	Total £'000
Pensions	91,650	-	91,650
Commutations	10,233	2,113	12,346
Purchase of annuities	-	265	265
Lump sum death benefits	234	270	504
Taxation where lifetime or annual allowance exceeded	298	323	621
	<u>102,415</u>	<u>2,971</u>	<u>105,386</u>

	<u>2019</u>		
	DB Sections £'000	DC Sections £'000	Total £'000
Pensions	87,752	-	87,752
Commutations	9,003	1,924	10,927
Purchase of annuities		84	84
Lump sum death benefits	203	664	867
Taxation where lifetime or annual allowance exceeded	370	103	473
	<u>97,328</u>	<u>2,775</u>	<u>100,103</u>

In accordance with Plan's Rules, insurance cover, arranged by the Trustee, is maintained to cover the liability for payment of cash lump sums in respect of members who die during service.

THE PEARSON PENSION PLAN

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

7 PAYMENTS TO AND ON ACCOUNT OF LEAVERS

	<u>2020</u>		
	DB Sections £'000	DC Sections £'000	Total £'000
Refunds to members leaving service	-	10	10
Payments for members re-joining state scheme	-	1	1
Individual transfers to other schemes	21,813	13,886	35,699
	<u>21,813</u>	<u>13,897</u>	<u>35,710</u>

	<u>2019</u>		
	DB Sections £'000	DC Sections £'000	Total £'000
Refunds to members leaving service	-	-	-
Payments for members re-joining state scheme	-	2	2
Individual transfers to other schemes	21,322	13,922	35,244
	<u>21,322</u>	<u>13,924</u>	<u>35,246</u>

8 ADMINISTRATION EXPENSES

	<u>2020</u>		
	DB Sections £'000	DC Sections £'000	Total £'000
Administration and processing	5,143	-	5,143
Professional fees	1,173	-	1,173
	<u>6,316</u>	<u>-</u>	<u>6,316</u>

	<u>2019</u>		
	DB Sections £'000	DC Sections £'000	Total £'000
Administration and processing	5,681	-	5,681
Professional fees	819	-	819
	<u>6,500</u>	<u>-</u>	<u>6,500</u>

THE PEARSON PENSION PLAN

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

9 OTHER PAYMENTS

2020

	DB Sections £'000	DC Sections £'000	Total £'000
Life cover policy premium	<u>322</u>	<u>-</u>	<u>322</u>

2019

	DB Sections £'000	DC Sections £'000	Total £'000
Life cover policy premium	<u>295</u>	<u>-</u>	<u>295</u>

THE PEARSON PENSION PLAN

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

10 INVESTMENT INCOME

	<u>2020</u>		
	DB Sections £'000	DC Sections £'000	Total £'000
Income from fixed interest securities	6,747	-	6,747
Income from pooled investment vehicles	10,504	-	10,504
Net income from properties	8,425	-	8,425
Annuity income*	81,361	-	81,361
Other investment income net of foreign exchange gains and losses	(69)	-	(69)
	<u>106,968</u>	<u>-</u>	<u>106,968</u>

	<u>2019</u>		
	DB Sections £'000	DC Sections £'000	Total £'000
Income from fixed interest securities	1,358	-	1,358
Income from pooled investment vehicles	9,290	-	9,290
Net income from properties	8,173	-	8,173
Annuity income*	77,450	-	77,450
Other investment income net of foreign exchange gains and losses	564	-	564
	<u>96,835</u>	<u>-</u>	<u>96,835</u>

* £28.6m of the annuity income is based on the initial data provided to the insurer, Aviva, and will be subject to a 'true-up' in 2021 when further data cleansing will have taken place.

THE PEARSON PENSION PLAN

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

11 RECONCILIATION OF INVESTMENTS

	Notes	Value at 01.01.2020	Purchases cost	Sales Proceeds	Change in Market value	Value at 31.12.2020
		£'000	£'000	£'000	£'000	£'000
DB Sections						
Bonds		164,697	46,200	(21,446)	(2,277)	187,174
Property	(11c)	175,300	10	(10)	10,800	186,100
Pooled investment vehicles	(11d)	1,454,423	-	(15,595)	176,543	1,615,371
Insurance policies	(11f)	1,725,917	-	(6,798)	66,240	1,785,359
		<u>3,520,337</u>	<u>46,210</u>	<u>(43,849)</u>	<u>251,306</u>	<u>3,774,004</u>
Cash & cash equivalents		5,191				12,462
Other investment assets		2,875				3,249
Other investment liabilities		(2,428)				(1,802)
		<u>3,525,975</u>				<u>3,787,913</u>
DC Sections						
Pooled investment vehicles	(11d)	521,903	63,209	(59,765)	28,695	554,042
AVC investments		15,226	4,052	(5,542)	1,321	15,057
		<u>537,129</u>	<u>67,261</u>	<u>(65,307)</u>	<u>30,016</u>	<u>569,099</u>
Total Investments		<u>4,063,104</u>			<u>281,322</u>	<u>4,357,012</u>

AVC investments within the DC Sections include £0.6m (2019: £1.9m) held by DB members. The AVC investments are defined contributions in nature and are therefore included in that section.

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

Transaction costs are included in the cost of purchases and sales proceeds and are disclosed in note 11(g).

The Trustee believes that majority of the Plan's investments are readily marketable and that the methods used for their valuation are appropriate to each class of investment.

In December 2020 a further £25m was invested in the segregated bond portfolio held with Aegon Asset Management.

THE PEARSON PENSION PLAN

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

11(b) FAIR VALUE HIERARCHY

The investments have been analysed according to the basis on which the fair value has been categorised. A fair value measurement is categorised in its entirety on the basis of the lowest level input that is significant to the fair value measurement in its entirety.

Level 1: The unadjusted quoted prices in an active market for identical assets or liabilities that the entity can access at the measurement date.

Level 2: Inputs other than quoted prices included within level 1 that are observable (i.e. developed using market data) for the asset or liability, either directly or indirectly.

Level 3: Inputs are unobservable (i.e. for which market data is unavailable for the asset or liability).

	2020			
	Level 1	Level 2	Level 3	Total
	£'000	£'000	£'000	£'000
DB Sections				
Bonds	-	187,174	-	187,174
Properties	-	-	186,100	186,100
Pooled investment vehicles	-	1,231,110*	384,261	1,615,371
Insurance policies		-	1,785,359	1,785,359
Cash and cash equivalents	12,462	-	-	12,462
Other investment assets and liabilities	1,447	-	-	1,447
	13,909	1,418,284	2,355,720	3,787,913
DC Sections				
Pooled investment vehicles	-	554,042	-	554,042
AVC investments	-	14,425	632	15,057
	-	568,467	632	569,099
	13,909	1,986,751	2,356,352	4,357,012

THE PEARSON PENSION PLAN

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

11(b) FAIR VALUE HIERARCHY (continued)

	<u>2019</u>			Total £'000
	Level 1 £'000	Level 2 £'000	Level 3 £'000	
DB Sections				
Bonds	-	164,697	-	164,697
Properties	-	-	175,300	175,300
Pooled investment vehicles	-	1,053,958*	440,465	1,454,423
Insurance policies	-	-	1,725,917	1,725,917
Cash and cash equivalents	5,191	-	-	5,191
Other investment assets and liabilities	447	-	-	447
	5,638	1,218,655	2,301,682	3,525,975
DC Sections				
Pooled investment vehicles	-	521,903	-	521,903
AVC investments	-	13,312	1,914	15,226
	-	535,215	2,914	537,129
	5,638	1,753,870	2,303,596	4,063,104

*The QIAIF investment which is classed as a pooled investment vehicle is neither listed nor tradable on a regulated market. The units are priced on a daily basis and there are no redemption restrictions.

The QIAIF assets can also be transferred to another manager should the need arise. For these reasons the QIAIF is categorised as a level 2 investment. The underlying gilts are readily tradable and there is a liquid market for these instruments while the underlying swaps and repurchase agreements can be terminated prior to their expiry, subject to associated costs.

11(c) PROPERTY

	2020 £'000	2019 £'000
DB Sections		
Property	186,100	175,300

The Plan holds a number of interests in UK commercial properties. There are no restrictions on the realisability of the properties, the remittance of income or disposal proceeds. The properties are however illiquid as they would take between 3 and 12 months to find a suitable buyer to purchase them at fair value. For all properties that are occupied it is the tenants who are responsible for repairs and maintenance and dilapidations at the end of their lease.

THE PEARSON PENSION PLAN

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

11(c) PROPERTY (continued)

The properties are valued annually at fair value by Knight Frank LLP, a member firm of the Royal Institution of Chartered Surveyors, in accordance with the Royal Institution of Chartered Surveyors Valuation Standards UK PS 1.1 Valuation for Financial Statements. The principal assumptions on which the valuation was based were rental income, the remaining terms of the leases and the market rents for those properties.

11(d) POOLED INVESTMENT VEHICLES

	2020 £'000	2019 £'000
DB Sections		
Return seeking:		
Private equity funds	22,525	27,482
Property funds	15,517	17,302
Infrastructure funds	114,994	116,223
	<u>153,036</u>	<u>161,007</u>
DB Sections		
Liability matching:		
Bond funds	154	154
Infrastructure funds	231,071	239,134
QIAIF*	1,231,110	1,053,958
	<u>1,462,335</u>	<u>1,293,246</u>
	<u>1,615,371</u>	<u>1,454,423</u>
DC Sections		
Equity funds	418,073	405,530
Bond funds	63,166	53,268
Property funds	2,539	2,783
Diversified growth funds**	61,383	52,251
Cash funds	8,881	8,071
	<u>554,042</u>	<u>521,903</u>

THE PEARSON PENSION PLAN

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

11(d) POOLED INVESTMENT VEHICLES (continued)

* Qualifying investor alternative investment fund managed by Legal & General – see note 11(e).

** The blended multi-asset fund – An actively managed fund invested in a range of asset types. The fund aims to outperform its benchmark by 3.75% per annum over 5 year rolling periods.

11(e) QUALIFYING INVESTOR ALTERNATIVE INVESTMENT FUND

The qualifying investor alternative investment fund (QIAIF) is a pooled arrangement where the Plan is the only participant in the fund. The objective of the QIAIF is to hedge the impact of future changes in interest and inflation rates on the actuarial liabilities using gilts, index-linked gilts, total return swaps and repurchase agreements where necessary. The following table provides a breakdown of the securities within the pooled QIAIF investment vehicle as at the year ended 31 December 2020.

	2020	2019
	£'000	£'000
Government bonds	1,332,524	1,223,595
Payable under repurchase agreements*	(159,046)	(182,084)
Swap assets **	1,811	3,294
Swap Liabilities	(3,817)	-
Cash and other investment balances	59,638	9,153
	<u>1,231,110</u>	<u>1,053,958</u>

* Under repurchase agreements the value of securities that are delivered (£157.6m) continues to be recognised within government bonds. The obligation to pay back the cash received in respect of the securities is recognised as a liability. The value of collateral pledged by the Plan on these agreements as at 31 December 2020 in respect of margin payments was £3.3m (2019: £5.3m). The collateral is in the form of gilts.

THE PEARSON PENSION PLAN

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

11(e) QUALIFYING INVESTOR ALTERNATIVE INVESTMENT FUND (continued)

Income received during the year from investments held within the QIAIF amounted to £15.8m (2019: £16.2m).

	Nominal amount £'000	Market value of assets £'000	Market value of liabilities £'000
** OTC Swap Contracts			
2020			
Interest rate	237,650	1,811	-
Inflation rate	126,090	-	(3,817)
Total	363,740	1,811	(3,817)
2019			
Interest rate	109,500	2,217	-
Inflation rate	93,940	1,077	-
Total	203,440	3,294	-

The expiration date of the swap contracts are between 2024, and 2046. The collateral held by the Plan on these contracts is in the form of a government bond valued at £6.6m (2019: £7.2m pledged by the Plan) and cash of £nil (2019: £nil). The swap contracts are held in line with the strategy to increase the hedge gradually over time.

11(f) INSURANCE POLICIES

The Plan held insurance policies at year end as follows:

	2020 £'000	2019 £'000
Annuity policies	<u>1,785,359</u>	<u>1,725,917</u>

The annuity policies relate to two buy in contracts with Aviva Life and Legal and General Assurance taken by the Plan, as well as legacy arrangements. The buy in contracts provide annuity income which is used to pay the benefits for approximately 75% of the pensioner population. The policies have been valued by the Plan Actuary using realistic demographic assumptions and a discount rate based on gilt yields with no margin.

Collateral is held in respect of these arrangements in the Plan's name, with the Plan's custodian. At 31 December 2020 £2,023m (2019: £1,934m) of collateral held in the form of Corporate and Government Bonds as well as a small amount of cash. All assets held in the collateral are denominated in Sterling, Euro and US Dollars.

THE PEARSON PENSION PLAN

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

11(g) TRANSACTION COSTS

Transaction costs are included in the cost of purchases and deducted from sales proceeds. Direct transaction costs charged to the Plan comprise fees, commission and stamp duty.

Transaction costs analysed by main asset class and type of cost are as follows:

	Fees £'000	Commission £'000	Stamp duty and taxes £'000	2020 Total £'000	2019 Total £'000
Property	1	-	-	1	-
2020	1	-	-	1	-
2019	162	-	-	-	162

In addition to the transaction costs disclosed above, indirect costs are incurred through the bid/offer spread on investments within pooled investment vehicles and charges are made within those vehicles.

THE PEARSON PENSION PLAN

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

11(h) INVESTMENT RISKS

Information on the Trustee's approach to risk management, market and credit risk is set out in this note. Under accounting standards, market risk includes currency risk, interest rate risk and other price risk. Information is also provided on mismatching risk, inflation risk and longevity risk. The note covers both the Defined Benefit Sections and Defined Contribution Sections. It does not cover AVC investments as these are not considered to be significant in relation to the overall investments of the Plan.

The investment strategy is set out in the SIP and investment decisions are made after taking advice in line with the requirements of the Pension Act 1995 (as amended). Before investing in any asset class, or entrusting the investments to a particular manager, the Trustee takes advice on the risks involved both on a quantitative and qualitative basis from its investment consultant. The decision as to whether to invest in a particular security is delegated to the manager within specified investment restrictions.

I. Defined Benefit investment risks

The investment objective and strategy for the Defined Benefit Sections is set out on page 20 and 21, while the investment risks that can impact the funding level are set out below. As well as affecting the value placed on the assets, changes in investment market conditions can also impact the value placed on the actuarial liabilities. Where this is the case it is noted under the relevant investment risk heading. The Defined Benefit Sections' investments are valued at £3,767m (2019: £3,526m).

Mismatching risk

Mismatching risk relates to a difference in the sensitivity between asset and actuarial liability values, as a result of changes to financial and demographic factors. This is considered when setting the investment strategy and is managed through regular reviews. The implementation of liability driven investment (LDI) has substantially eliminated this mismatching risk by forming a portfolio of assets, the value of which broadly moves in line with the actuarial liabilities. The Plan's investment in the two buy in contracts are intended to provide a match for the liabilities for the members they cover, substantially reducing risk for the insured population, see note 11(f) for details. The Trustee receives regular reports from its managers and investment consultant setting out the level of mismatching exposure in the assets of the Defined Benefit Sections. Regular discussions also involve the Plan actuary who reports on the actuarial liabilities.

There are predominantly three risks which contribute to mismatching risk: interest rate; inflation and longevity. Further information on these risks is set out below.

Interest rate risk

Interest rate risk is the risk that that the fair value or future cash flows of an investment will fluctuate because of changes in market interest rates. These fluctuations will affect the valuations of both investments and actuarial liabilities (given that the Plan Actuary values actuarial liabilities with reference to the yield on UK government bonds).

The Trustee has set a benchmark of 95% (2019: 95%) of the total investment portfolio, to be held in the insurance portfolio and in liability matching assets of the main portfolio. Under this strategy, if interest rates fall, the value of the insurance portfolio and liability matching assets will rise to help match the increase in actuarial liabilities arising from a fall in the discount rate. Similarly, if interest rates rise, the assets will fall in

THE PEARSON PENSION PLAN

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

11(h) INVESTMENT RISKS (continued)

value, as will the actuarial liabilities because of an increase in the discount rate. As at 31 December 2020 the liability matching assets and insurance policies represented 96% (2019: 95%) of the total investment portfolio.

The Trustee, through the Investment Committee, requires that interest rate risk is regularly looked at and reported on, by requesting and monitoring a quarterly report which highlights the expected effect of interest rate changes on the assets and actuarial liabilities. The sensitivities between the assets and actuarial liabilities are formally reviewed after each triennial valuation or if there are any significant changes to the profile of the actuarial liabilities, or major changes in investment markets. The Trustee and Investment Committee receive the support of the Plan Actuary and investment consultant in this regard.

Within the liability matching assets, the Defined Benefit Sections are exposed to indirect interest rate risk because the Plan invests in bonds, cash, swaps and repurchase agreements through bond funds, infrastructure funds and the QIAIF, as shown in notes 11(d) and 11(e). It is also exposed to direct interest rate risk through its segregated bond holdings.

Inflation risk

Inflation risk is the risk that the fair value or future cash flows from an investment will fluctuate due to changes in realised or expected inflation. The Defined Benefit Sections' liabilities are often directly linked to inflation and the risk is that the assets do not also have this sensitivity. Liability driven investments are used to help mitigate this risk, by ensuring that the liability inflation sensitivity is matched to the extent possible. The buy-in insurance portfolio also mitigates this risk as the insurance policy guarantees to provide income for the pensions of the insured population, including inflationary increases prescribed in the scheme rules.

The property and certain infrastructure assets also assist in mitigating this risk as the underlying contracts and asset values are linked to inflation, thereby providing matching characteristics. The investment consultant reviews the portfolio position should sharp inflation fluctuations occur.

THE PEARSON PENSION PLAN

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

11(h) INVESTMENT RISKS (continued)

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss to the other party by failing to discharge an obligation.

Direct credit risk

Where a pension scheme invests in a pooled investment vehicle such as the QIAIF it has direct exposure to the credit risk from both the pooled investment vehicle and the investment manager (see pooled investment vehicles in note 11(d)). Direct credit risk exposure is mitigated through segregating the Plan's assets from the assets of the manager in accordance with applicable regulations, such as the Financial Conduct Authority client asset rules and regulation by the Prudential Regulation Authority. Direct credit risk is also mitigated by diversification of investments amongst a number of investment managers.

Direct credit risk has been mitigated in part by the buy-in contracts due to the fact that they are collateralised, with the collateral pool of assets held in the Trustee's name with a third party custodian (see note 11(f)). In the event that an insurer was unable to make payment of the contracted amount, or in other agreed circumstances, the Trustees would have control of the collateral assets, thereby reducing the exposure to the insurers.

Investment in the QIAIF of £1.231m (2019: £1.054m) is via a life insurance policy issued by a subsidiary of Legal & General Investment Management (LGIM). LGIM manage the assets which are owned by the subsidiary which writes only a small enough amount of pure life insurance to qualify as a life company and this is more than covered by its capital and reserves. The assets underlying the policy, therefore, are effectively ring-fenced. The remaining £384m (2019: £400m) pooled investment vehicles of the Plan are primarily held within limited partnerships, open ended vehicles and unit trusts.

The Plan is subject to direct credit risk through the segregated bond portfolio investment managed by Aegon Asset Management (formerly Kames Capital Plc) of £187.2m (2019: £164.7m), the fund is able, with some restrictions, to invest in investment grade and sub investment grade corporate bonds; the latter carrying greater credit risk but having a higher yield to compensate investors. Credit risk is reduced by the restrictions placed by the trustee under the contract which include only investing BBB- or above and sector limits. The investment manager is also required to ensure the fund is highly diversified, thereby avoiding inappropriate risk concentrations.

The Trustee carries out due diligence checks to ensure the legal structure is appropriate to the country of jurisdiction, there is sufficient security of assets and adequate diversification of investments. A due diligence check also takes place upon the appointment of new pooled investment managers. The investment consultant monitors any changes to the operating environment of the pooled managers on an ongoing basis.

11(h) INVESTMENT RISKS (continued)

Indirect credit risk

Indirect exposure to credit risk arises from the underlying investments of the pooled investment vehicles and those held by Aegon Asset Management including bonds, swaps and repurchase agreements that are principally used to manage the interest rate and inflation exposure of the Defined Benefit Sections within liability matching assets (see note 11(d)).

The underlying instruments of the QIAIF (see note 11(e)) are either the highest rated UK gilts available or leverage instruments which are collateralised on a daily basis thus reducing the risk of counterparty default as far as is reasonably practical (see note 11(e)). Given the level of collateral within the QIAIF, and the limited use of leverage needed, the Trustee has been advised that the overall level of liquidity is sufficient and does not believe that tradability in regulated markets is a concern in relation to this investment. Nonetheless this is monitored regularly.

The credit risk within the current strategy is managed by ensuring that guidelines are in place to ensure an appropriate overall level of credit quality and diversification of issuers and counterparties commensurate with the objectives of the investment. All investments held within the QIAIF are investment grade.

Property (see note 11(c)) is subject to the risk of the underlying tenant defaulting, hence preventing the receipt of cash flows. This risk is partially mitigated through the ownership of the building which enables the property to be let to a different tenant or an alternative use to be employed should such a default occur.

The Trustee receives regular reports from the managers setting out the extent of credit risk within their portfolios and, in particular, whether any agreed guidelines have been complied with.

Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

The Defined Benefit Section investments are, for the most part, Sterling denominated. As explained below, currency risk remains in relation to the investment in infrastructure funds, private equity funds and an investment through the property fund (see note 11(d)).

The infrastructure funds with foreign currency cash flows are exposed to currency risk as the payments are affected by fluctuations in exchange rates. The private equity fund and the diversified growth funds have partial exposure to foreign currency, but form part of a wider asset allocation strategy. The CBRE property fund mandate is not hedged, but forms a very small allocation of the property portfolio.

THE PEARSON PENSION PLAN

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

11(h) INVESTMENT RISKS (continued)

The Trustee is able to take a long term view on currency risk and therefore can accept some of the short term volatility in currency markets and avoid the costs associated with currency hedging. The Trustee will monitor this risk and has the ability to reduce the level of currency risk taken if deemed necessary.

Other price risk

This is the risk that the fair value or future cash flows of a financial asset will fluctuate as all investments are subject to price risks that arise from factors specific to that asset class or individual investment.

Other price risk arises principally in relation to the return seeking portfolio which is disclosed in note 11(d). As shown in the Trustee's Report (page 22) 4% (2019: 5%) of the portfolio was held in the return seeking portfolio, based on the fair value of the investments. Other price risk arises on assets held within infrastructure funds and property funds. The purpose of accepting these risks is to ensure that, when considered as a whole, the assets of the Defined Benefit Sections form a suitably diversified portfolio in terms of the type of risk taken and the sources of expected future returns.

The Trustee receives regular reports from its investment consultant setting out the nature and extent of the risks in the Defined Benefit Sections investments.

Longevity risk

Longevity risk relates to those risks which are related to the life expectancy of members and beneficiaries, which would affect the valuation of the actuarial liabilities but not the asset valuation. This can result in higher than expected payout.

During 2017 and 2019 the Plan entered into two large buy-in transactions, at a cost of £1,723m insuring the liabilities for approximately 95% of the pensioner population. This provides protection against longevity risk, as well as inflation risk and other risks for those members, since it is intended to provide a perfect match for those liabilities. See further details in note 11(f). The Trustee will continue to explore further opportunities to mitigate this risk if it believes that this can be done cost effectively. In addition to buy-in transactions, the remaining longevity risk is addressed by including a buffer in the targeted returns for the main portfolio of assets.

THE PEARSON PENSION PLAN

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

11(h) INVESTMENT RISKS (continued)

II. Defined Contribution investment risks

The section below sets out the key direct and indirect risks to which the Defined Contribution Sections are exposed. An analysis of the funds held is provided in note 11(d). The majority of holdings in the Defined Contribution Sections are held in the default lifecycle arrangement, as explained on page 18 with the associated risk described below.

Market risk

The Defined Contribution Sections are subject to indirect currency, interest rate and other price risks associated with the underlying investments on the Aviva platform. These risks can affect the valuations of the underlying funds.

The equity fund has the majority of its holding in the BlackRock Blended Global Equity £383m (2019: £372m) and its currency risk has largely been removed as a result of hedging within the fund, therefore the greatest market risk exposure impacting this fund is other price risk.

The main diversified growth fund held is the BlackRock Blended Multi Asset Fund £61m (2019: £52.3m) which provides an element of downside protection and therefore has lower risk than the equity funds, however diversified growth funds are exposed to elements of foreign currency risk, interest rate risk, other price risk and credit risk.

Bonds and cash funds are utilised when a member is near retirement and these are exposed to interest rate and credit risk, however all of the underlying investments are investment grade.

Further, the Investment Committee closely monitors the performance of the managers and receives formal quarterly reports from the investment consultant giving views on the managers' continued performance

THE PEARSON PENSION PLAN

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

11(h) INVESTMENT RISKS (continued)

Credit risk

The credit risk within the current strategy in theory arises from Aviva holding the funds provided through its platform and BlackRock as the underlying manager of majority of the funds.

As detailed within credit risk for Defined Benefit Sections above, direct credit risk is unlikely to exist within pooled arrangements that can be traded on the open market as the underlying assets of the pooled arrangements are ring-fenced. This is the case for all BlackRock and other funds available to Defined Contribution Section members. In addition, any residual risk is mitigated by investments in appropriately regulated vehicles.

Indirect credit risk is experienced through the underlying holdings in the investment platform. This is managed by ensuring that guidelines are in place for each manager to ensure an appropriate overall level of credit quality and diversification of issuers and counterparties commensurate with the objectives of the investment. All underlying bonds within the Defined Contributions Section funds are investment grade.

III. Self-investment in Pearson plc

In accordance with the Trustee's policy, no direct investments were held in Pearson plc, or in companies in which Pearson plc held 20% or more of the equity share capital. However, the Plan's net assets at the 31 December 2020 include a de minimis amount of investments in Pearson plc through indirect investment holdings which is well below the 5% level permitted by legislation.

12 INVESTMENT MANAGEMENT EXPENSES

	<u>2020</u>	<u>2019</u>
	£'000	£'000
Administration, management and custody	738	659
Investment advisory	730	716
	<u>1,468</u>	<u>1,375</u>

The administrative expenses associated with the operation of the Defined Contribution Sections are incurred by the Defined Benefit Sections and disclosed within the Defined Benefit Section of the Fund Account on page 43. The Plan Actuary has incorporated an estimation of the administrative costs, the life assurance provision and the reference scheme test underpin associated with this section within the funding arrangements for the Plan

THE PEARSON PENSION PLAN

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

13 CURRENT ASSETS AND LIABILITIES

Current Assets

2020

	DB Sections £'000	DC Sections £'000	Total £'000
Cash and cash equivalents balances	36,430	1,819	38,249
Cash held with Aviva	-	85	85
Pensions paid in advance	6,234	-	6,234
Prepaid expenses and sundry items	969	-	969
	<u>43,633</u>	<u>1,904</u>	<u>45,537</u>

2019

	DB Sections £'000	DC Sections £'000	Total £'000
Cash and cash equivalents balances	67,995	1,755	69,750
Cash held with Aviva	-	9	9
Pensions paid in advance	6,187	-	6,187
Prepaid expenses and sundry items	1,164	-	1,164
	<u>75,346</u>	<u>1,764</u>	<u>77,110</u>

THE PEARSON PENSION PLAN

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

Current Liabilities

	<u>2020</u>		
	DB Sections	DC Sections	Total
	£'000	£'000	£'000
Unpaid benefits	(327)	(1,359)	(1,686)
Accrued expenses:			
Administration	(859)	-	(859)
Investment management expenses	(322)	-	(322)
Annuity income paid in advance	(6,946)	-	(6,946)
	<u>(8,454)</u>	<u>(1,359)</u>	<u>(9,813)</u>

	<u>2019</u>		
	DB Sections	DC Sections	Total
	£'000	£'000	£'000
Unpaid benefits	(441)	(640)	(1,081)
Accrued expenses:			
Administration	(768)	-	(768)
Investment management expenses	(621)	-	(621)
Annuity income paid in advance	(6,790)	-	(6,790)
	<u>(8,620)</u>	<u>(640)</u>	<u>(9,260)</u>

THE PEARSON PENSION PLAN

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

14 TRANSFER BETWEEN SECTIONS

Transfers between sections are payments made on behalf of the DC Members from the DB bank account (2020: £310,331, 2019: £195,998) and income received (2020: £2,040,293, 2019: £2,633,860) from DC members disinvested pots, who have taken the Plan pension option at retirement or who have left the Plan within the first two years of service and have requested a refund of contributions, the employer proportion of the contributions are retained by the Plan.

15 INVESTMENT COMMITMENTS

At 31 December 2020, there were the following capital commitments made by the Trustee:

- (a) £328k (2019: £328k) in the property portfolio to subscribe to future investments.
- (b) Up to £323k (2019 £305k) to Meridiam infrastructure (SCA) SICAR, an infrastructure fund.
- (c) Up to £8,664k (2019: £8,772k) to Pantheon Ventures Limited to finance the private equity portfolio in future years. This commitment is expected to be partly funded by distributions from the private equity portfolio.
- (d) Up to £2,005k (2019: £1,896k) to EQT infrastructure (No.1) limited partnership, an infrastructure fund. This fund is in the process of being wound up, therefore it is unlikely that this commitment will be called.
- (e) Up to £3,799k (2019: £4,291k) to Alinda infrastructure parallel fund II, an infrastructure fund.
- (f) Up to £9k (2019: £9k) to Aberdeen infrastructure partners LP Inc., an infrastructure fund.

Capital commitments mentioned above exclude recallable commitments.

THE PEARSON PENSION PLAN

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

16 RELATED PARTY TRANSACTIONS

Fees paid to Trustee Directors during the year amounted to £190,132 (2019: £194,056). Expenses paid to Trustee Directors for costs incurred directly in the course of their duties during the year amounted to £299 (2019: £2,413). A balance of £20,160 (2019: £26,225) was outstanding at year end relating to these fees. J Russell, M Kearton and L Jones are not remunerated.

All Trustee Directors, with the exception of L Ruddick and J Plender, are also Plan members.

Pearson Pension Trustee Services (PPTS) employs the Plan's administrative and accounting staff. Pearson Management Services (PMS) provides the Plan with accommodation and related services. The overall cost of these services to the Plan during the year was £2,487,974 (2019: £2,686,319), of which £297,991 (2019: £324,974) relates to accommodation and related services. At 31 December 2020, the Plan owed PPTS £491,078 (2019: £497,328) and PMS £45,714 (2019: £45,029) due to the timing of invoicing.

The Plan's IT services charges for the year were £49,647 (2019: £48,674) and were provided by Pearson Shared Services Ltd (PSS). At 31 December 2020, the Plan owed PSS £145,726 (2019: £96,079) in relation to these charges.

17 GMP EQUALISATION

On 26 October 2018, the High court handed down a judgment involving the Lloyds Banking Group's defined benefit pension schemes. The judgment concluded the schemes should be amended to equalise pension benefits for men and woman in relation to guaranteed minimum pension benefits. Under the ruling schemes are required to backdate benefit adjustments in relation to GMP equalisation and provide interest on the backdated amounts. The Plan is undertaking a detailed exercise to ensure members are receiving the correct GMP amount.

On 20 November 2020 the High court gave a judgment on the issue of transferring schemes' liabilities to make up the shortfalls in the transfer values calculated and settled on the basis of unequalised GMP's.

The Trustee has obtained an estimate from the participating employers actuaries of the overall impact of GMP equalisation covering both backdated payments and future pension instalments as well as the shortfall in transfer values. The estimate of £8.7m is included in Pearson plc's financial statements for the year to 31 December 2020 and is based on the data available, the Trustee's view of the most likely equalisation methodology to be adopted and a top down assessment of the likely impact on members. A provision has not been recognised in the financial statements in respect of the correction of backdated payments as it is immaterial and given the uncertainty surrounding the final amount. The element of the £8.7m that relates to backdated payments is not currently available.

THE PEARSON PENSION PLAN

TRUSTEE'S SUMMARY OF CONTRIBUTIONS PAYABLE DURING THE PLAN YEAR ENDED 31 DECEMBER 2020

Contributions payable to the Plan in accordance with the Schedule of Contributions in respect of the year ended 31 December 2020 were as follows:

	2020 £'000
Employer normal contributions	14,113
Employer additional voluntary contributions	3
Members normal contributions	6,566
Total contributions paid under the Schedule of Contributions*	<u>20,682</u>
Members additional voluntary contributions	1,230
Contributions disclosed in the financial statements (see page 48, note 3)	<u><u>21,912</u></u>

* These contributions were paid in accordance with the Schedules of Contributions certified by the Actuary.

For and on behalf of
Pearson Pension Trustee Limited

J A B JOLL
Chairman
19 May 2021

THE PEARSON PENSION PLAN

ACTUARY'S CERTIFICATION OF THE SCHEDULE OF CONTRIBUTIONS

WillisTowersWatson 

Actuary's certification of schedule of contributions The Pearson Pension Plan

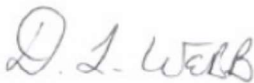
Adequacy of rates of contributions

- 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 1 January 2018 to be met for the period for which the schedule is to be in force.

Adherence to statement of funding principles

- 2 I hereby certify that, in my opinion, this schedule of contributions is consistent with the Statement of Funding Principles dated 22nd November 2018.

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



Debra Webb
Fellow of the Institute and Faculty of Actuaries
Towers Watson Limited

23rd November 2018

Watson House
London Road
Reigate
Surrey
RH2 9PQ

THE PEARSON PENSION PLAN

REPORT ON ACTUARIAL LIABILITIES

Under Section 222 of the Pensions Act 2004, every scheme is subject to the Statutory Funding Objective, which is to have sufficient and appropriate assets to cover its technical provisions. The technical provisions represent the present value of the benefits members are entitled to based on pensionable service to the valuation date. This is assessed using the assumptions agreed between the Trustee and the Employer and set out in the Statement of Funding Principles, which is available to Plan members on request.

The most recent full actuarial valuation of the Plan was carried out as at 1 January 2018

The value of the technical provision was: £3,815 million

The value of the assets at that date was: £3,978 million

The methods and significant actuarial assumptions used to determine the technical provisions are as follows (all assumptions are set out in the Statement of Funding Principles):

Method

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

Discount interest rate: term dependent rates set by reference to the Willis Towers Watson nominal gilt yield curve at the valuation date for insured members and Willis Towers Watson nominal gilt yield curve at the valuation date plus 0.68% p.a. for non insured members.

Future retail price inflation: term dependent rates set by reference to the Towers Watson RPI curve.

Future consumer price inflation: term dependent rates derived from the assumption for future retail price inflation less an adjustment equal to 1.0% p.a.

Pension increases: derived from the term dependent rates for future retail price inflation allowing for the caps and floors on pension increases according to the provisions in the Plan rules.

Pay increases: general pay increases of 0.5% p.a. above the term dependent rates for the future retail price inflation.

Mortality: : for the period in retirement, standard S2 tables with a scaling factor of 90% of the heavy mortality table for all males with low salary/pension, or 90% (non insured) and 95% (insured) of the light mortality table for all males with high salary/pension and 100% of the normal health mortality table for females. In addition, for the non-insured members there is an allowance for future improvements in line with the CMI 2017 projection model with 1.75% per annum long term improvements and a smoothing factor of 7.5 and for the insured members the allowance for future improvements is in line with the CMI 2016 projection model with 1.5% per annum long term improvements and a smoothing factor of 7.5.

1. Introduction

This Statement of Investment Principles ("SIP") sets out the policy of Pearson Pension Trustee Limited ("the Trustee") on various matters governing decisions about the investments of the Pearson Pension Plan ("the Plan"), a Plan with Final Pay and Defined Contribution ('DC') sections. This SIP replaces the previous SIP dated 4 September 2019.

The SIP is designed to meet the requirements of Section 35 (as amended) of the Pensions Act 1995 ("the Act"), the Occupational Pension Schemes (Investment) Regulations 2005 (as amended) and the Pension Regulator's guidance for defined benefit pension schemes (March 2017) and the Occupational Pension Schemes (Charges and Governance) Regulations 2015. The Plan's assets are held in trust by the Trustee. The investment powers of the Trustee are set out in the Plan's Trust Deed. The SIP also reflects the Trustee's response to the Myners' Voluntary Code of Investment Principles for Defined Benefit ('DB') and DC Schemes, as well as the DC Code of Practice 13.

This SIP has been prepared after obtaining and considering written professional advice from LCP, the Plan's investment adviser, whom the Trustee believes to be suitably qualified and experienced to provide such advice. The advice takes into account the suitability of investments including the need for diversification given the circumstances of the Plan and the principles contained in this SIP. The Trustee has consulted with the relevant employer in producing this SIP.

The Trustee will review this SIP from time to time and, with the help of its advisers, will amend it as appropriate. These reviews will take place as soon as practicable after any significant change in investment policy or in the demographic profile of the relevant members in respect of the DC sections and at least once every three years.

- **Appendix 1** sets out details of the Plan's investment governance structure, including the key responsibilities of the Trustee, investment advisers and investment managers. It also contains a description of the basis of remuneration of the investment adviser and the investment managers.
- **Appendix 2** sets out the Trustee's policy towards risk appetite, capacity, measurement and management.
- **Appendix 3** sets out the Plan's investment manager arrangements.

2. Investment objectives

2.1. Final Pay Sections

The primary objective for the Final Pay sections is to ensure that the Plan should be able to meet benefit payments as they fall due. In addition to this primary objective, the Trustee has additional objectives. These are as follows:

- An overall objective to invest the Plan's assets in such a way that sufficient money is available to meet the liability to provide benefits to the members of the Plan into the future. This includes, where possible and agreed with the Principal Employer, discretionary increases to pensions in payment in excess of the guarantees in the Plan Rules, so that total pension increases broadly aim to protect against cost of living increases.
- A shorter term objective of endeavouring to invest the Plan's assets to achieve returns in excess of the growth in the liabilities, whilst maintaining a prudent approach to meeting the Plan's liabilities.

2.2. Money Purchase and Auto Enrolment Sections (Defined Contribution ("DC") Sections)

The Trustee's primary objectives for the DC sections of the Plan are to:

- Provide an appropriate range of investment options, reflecting the membership profile of the DC sections and the variety of ways that members can draw their benefits in retirement;
- Provide clear information on the investment options and their characteristics that will allow members to make informed choice and;
- Provide a default investment option that the Trustee believes to be reasonable for those members that do not wish to make their own investment decisions. The objective of the main default option for the DC sections, the Drawdown Lifecycle, is to generate returns significantly above inflation whilst members are some distance from retirement, but then to switch automatically and gradually to lower risk investments as members near retirement.

3. Investment strategy

3.1. Final Pay Sections

Asset allocation is considered regularly by the Trustee and reviewed in detail following each actuarial valuation, taking into account the objectives described in Section 2 above. The Trustee divides the assets of the Plan into two sections the **Insurance Portfolio** and the **Main Portfolio** which are composed as follows:

- The **Insurance Portfolio** consists of assets which are held in the form of insurance contracts matching a portion of the liabilities of the Plan.

The insurer pays the Plan an amount equal to the pension payment in respect of the members underlying the policy. These insurance contracts are assets of the Plan and the pension liability remains within the Plan.

Towards the end of 2017 the Plan purchased two separate buy-in policies with Aviva Life & Pensions UK Limited (Aviva) and Legal and General Life Assurance Limited (L&G). The two policies covered approximately two thirds of the pensioner member's liabilities at the time of the transactions. The Plan purchased a further buy-in under the same policy with L&G in February 2019 which covered most of the remaining uninsured pensioner member's liabilities at the time of the transaction.

- The **Main portfolio** consists of all Plan assets outside of the Insurance Portfolio. The Main portfolio is composed of **Matching** and **Return Seeking** assets.
 - The **Matching Assets** are assets which produce cashflows that can be expected to match the cashflows for a proportion of the membership. The Matching Assets include bonds, inflation linked property, and infrastructure. Liability Driven Investment is a key component of the Plan's Matching Assets as it allows it to match a higher proportion of the expected liability cashflows.
 - The **Return Seeking Assets** are invested with a long term horizon to generate the returns needed to provide the remaining expected cashflows for the beneficiaries. This portfolio is invested in a diversified portfolio of return seeking assets. The Return Seeking Assets are expected to be formed of an allocation to Property, Private Equity and Infrastructure.

The Plan's total allocation as at 31 March 2020 was 95% to the Insurance portfolio and Matching Assets and 5% to Return Seeking assets. The actual allocation depends on the relevant market values and so will fluctuate over time.

This is a low risk asset allocation which maintains a low probability of requiring further contributions from the Plan's Sponsor.

The primary focus of the Plan's allocation of investments is accurate cashflow matching and risk control.

The Insurance Portfolio is cashflow matching as it provides payments which are expected to exactly match the benefit payments for the insured members.

Liability Driven Investment is a key component of the Plan's Matching Assets as it allows for accurate cashflow matching and risk reduction.

A small allocation to Return Seeking Assets has been maintained in the Plan's asset allocation to provide a buffer for any changes in actuarial assumptions, longevity risk, and to potentially allow for discretionary increases to members in certain scenarios as described in the investment objectives.

Based on asset-liability modelling as at 31 March 2020, the asset allocation strategy, is expected to generate a return of 1.4% per annum above gilts with an acceptable level of volatility. The Plan's investment strategy is reviewed and modelled following each Actuarial Valuation. The allocation to each asset class will vary due to market movements and will be kept under review by the Trustee.

3.2. Defined Contribution Sections

Alongside the Final Pay sections are the DC sections, the Money Purchase sections and the Auto Enrolment section, which are treated entirely separately to the Final Pay sections and look to provide each member with an appropriate range of Funds to select as well as ensuring that the strategy for each of the Lifecycle options is appropriate for the variety of members taking part.

The Trustee has taken into account the needs of members in deciding which investment funds should be offered. The investment choices should provide appropriate exposures to generate income and capital appreciation which, combined with member and employer contributions, will help towards the provision of a sufficient retirement benefit.

The investment funds offered to members are provided by the Aviva investment platform and consist of the following asset classes:

- Equity
- Bonds
- Diversified Growth
- Property
- Cash

The Trustee is aware that different members will have different personal circumstances and different attitudes towards risk. Each member is responsible for specifying one or more funds for the investment of their account, having regard to their attitude to the risks involved. If a member does not choose an

investment option, their account will be invested into the main default option, the Drawdown Lifecycle, which is managed as a “lifecycle” strategy (i.e. it automatically combines investments in proportions that vary according to the time to retirement age).

There is also a separate default arrangement for members who make Additional Voluntary Contributions (“AVCs”), called the Cash Lifecycle, which is also managed as a “lifecycle” strategy. This lifecycle is also open to members to select.

Additionally, there is a legacy default option, the Annuity Lifecycle, which remains a lifecycle option for members to select. This option targets annuity at retirement.

In the initial growth phase, the above lifecycle options (including the legacy default, the Annuity Lifecycle) are invested to target a return significantly above inflation, and then in the 15 years before retirement, they switch gradually into less risky assets, with the asset allocation at retirement being designed to be appropriate for members wishing to access drawdown (in the case of the Drawdown Lifecycle), take their pot as cash (the Cash Lifecycle) or purchase an annuity at retirement (Annuity Lifecycle).

The default lifecycle options were designed to be in the best interests of the majority of the members based on the demographics of the Plan’s membership. Each option is designed to reflect the Trustee belief that most members in that cohort will take their benefits in the specified form.

The Threadneedle Pensions Property Fund was suspended by the manager in May 2020 due to pricing uncertainty caused by the Covid-19 crisis. Member contributions are being redirected into the BlackRock Sterling Liquidity Fund until such time as the Property Fund can reopen. As members’ contributions are being directed into the BlackRock Sterling Liquidity Fund without them making an active selection, this fund will be treated as a default for the purpose of fulfilling legislative requirements.

Further details of the fund range including the lifecycles are set out in Appendix 3. The Trustee reviews the range of investment funds, the lifecycle strategies and the default options offered to members of the DC sections from time to time with the help of its advisors and will amend them as appropriate. These reviews will take place as soon as practicable after any significant change in investment policy or in the demographic profile of the relevant members in respect of the DC sections, and at least once every three years. The Trustee will monitor the relevant members’ behaviour to check whether

assumptions made about how members will access their benefits are borne out in practice.

4. Considerations in setting the investment arrangements

When deciding how to invest the Plan's assets, the Trustee considers several risks, including, but not limited to, those set out in Appendix 2. Some of these risks are more quantifiable than others, but the Trustee has tried to allow for the relative importance and magnitude of each risk.

The Trustee considered a wide range of asset classes for investment, taking account of the expected returns and key individual risks associated with those asset classes as well as how these risks can be mitigated where appropriate. The key financial assumptions made by the Trustee change periodically, reflecting the market outlook. As at 31 March 2020, the long term, expected returns above gilts are as follows:

- Private equity: 6.3% pa
- Infrastructure 4.6% pa
- UK property: 3.8% pa
- DGFs: 3.0% pa
- Investment grade credit 1.2% pa

In setting the strategy for the Final Pay sections the Trustee considered:

- the Plan's investment objectives, including the target return required to meet the Trustee's investment objectives;
- the Plan's cash flow requirements in order to meet benefit payments in the near to medium term;
- the best interests of members and beneficiaries;
- the circumstances of the Plan, including the profile of the benefit cash flows (and the ability to meet these in the near to medium term), the funding level, and the strength of the employer covenant;
- the risks, rewards and suitability of a number of possible asset classes and investment strategies and whether the return expected for taking any given investment risk is considered sufficient given the risk being taken;
- the need for appropriate diversification between different asset classes to ensure that both the Plan's overall level of investment risk and the balance of individual asset risks are appropriate;
- any other considerations which the Trustee considers financially material over the time horizon that the Trustee considers is needed for the funding of future benefits by the investments of the Plan; and

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- the Trustee's investment beliefs about how investment markets work, and which factors are most likely to impact investment outcomes.

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In determining the investment arrangements for the DC sections, the Trustee considered:

- the best interests of members and beneficiaries;
- the profile of the membership and what this is likely to mean for the choices members might make upon reaching retirement;
- the risks, rewards and suitability of a number of possible asset classes and lifecycle strategies and whether the return expected for taking any given investment risk is considered sufficient given the risk being taken;
- the need for appropriate diversification within the default strategies and other lifecycle options to ensure that, for each such option, both the overall level of investment risk and the balance of individual asset risks are appropriate;
- the need for appropriate diversification within the other investment options offered to members;
- any other considerations which the Trustee considers financially material over the periods until members' retirement, or any other timeframe which the Trustee believes to be appropriate; and
- the Trustee's investment beliefs about how investment markets work, and which factors are most likely to impact investment outcomes.

5. Implementation of the investment arrangements

Before investing in any manner, the Trustee obtains and considers proper written advice from its investment adviser on the question of whether the investment is satisfactory, having regard to the need for suitable and appropriately diversified investments.

Details of the investment managers and the platform provider for the DC sections are set out in Appendix 3.

In respect of the DC sections, the Trustee has entered into a contract with a platform provider, who makes available the range of investment options to members. There is no direct relationship between the Plan and the underlying investment managers of the DC investment funds.

The Trustee has signed agreements with the investment managers (in respect of the Final Pay sections), and a platform provider (in respect of the DC sections) setting out in detail the terms on which the portfolios are to be managed. The investment managers' primary role is the day-to-day investment management of the Plan's investments.

The Trustee and investment managers to whom discretion has been delegated exercise their powers to giving effect to the principles in this Statement of Investment Principles, so far as is reasonably practicable.

The Trustee's view is that the fees paid to the investment managers, and the possibility of their mandate being terminated, ensure they are incentivised to provide a high quality service that meets the stated objectives, guidelines and restrictions of the fund. However, in practice managers cannot fully align their strategy and decisions to the (potentially conflicting) policies of all their pooled fund investors in relation to strategy, long-term performance of debt/equity issuers, engagement and portfolio turnover.

It is the Trustee's responsibility to ensure that the managers' investment approaches are consistent with its policies before any new appointment, and to monitor and to consider terminating any existing arrangements that appear to be investing contrary to those policies. The Trustee expects investment managers, where appropriate, to make decisions based on assessments of the longer term financial and non-financial performance of debt/equity issuers, and to engage with issuers to improve their performance. It assesses this when selecting and monitoring managers.

The Trustee evaluates investment manager performance by considering performance over both shorter and longer-term periods as available. Except in closed-ended funds where the duration of the investment is determined by the fund's terms, the duration of a manager's appointment will depend on strategic considerations and the outlook for future performance. Generally, the Trustee would be unlikely to terminate a mandate on short-term performance grounds alone.

The Trustee's policy is to evaluate each of its investment managers by reference to the manager's individual performance as well the role it plays in helping the Plan meet its overall long-term objectives, taking account of risk, the need for diversification and liquidity. Each manager's remuneration, and the value for money it provides, is assessed in light of these considerations.

The Trustee recognises that portfolio turnover and associated transaction costs are a necessary part of investment management and that the impact of portfolio turnover costs is reflected in performance figures provided by the investment managers. The Trustee expects its investment consultant to incorporate portfolio turnover and resulting transaction costs as appropriate in its advice on the Plan's investment mandates.

6. Realisation of investments

6.1. Final Pay Sections

In general, individual investment managers have discretion in the timing of the purchase and sale of investments and in considerations relating to the liquidity

of those investments. Additional realisations may be required to ensure that the Plan's benefit payments and other expenditure can be met.

The Trustee, and investment managers (to the extent delegated), will use the criteria set out in the Occupational Pension Schemes (Investment) Regulations 2005, when selecting investments on behalf of the Plan. The Trustee expects the investment managers to give effect to the principles in this statement as far as is reasonably practical.

The Trustee has agreed a series of investment restrictions for each manager where there is a separate Investment Management Agreement (IMA) in place. The Trustee will monitor the continuing tenure of the Investment Managers, including the competitiveness of their fee structures, from time to time, based on advice from the Investment Committee and the external investment adviser. The Trustee will also utilise compliance reporting provided by the custodian, Bank of New York Mellon, in the monitoring of Investment Managers

6.2. Defined Contribution Sections

For the DC sections, the Trustee's policy is to invest in funds that offer daily dealing to enable members to readily realise and change their investments. The Trustee decides which fund options to put forward to members. When deciding to add or remove investment fund options the Trustee will use the criteria set out in the Occupational Pension Schemes (Investment) Regulations 2005.

In general, individual investment managers have discretion in the timing of the purchase and sale of investments and in considerations relating to the liquidity of those investments. Additional realisations may be required to ensure that the Plan's benefit payments and other expenditure can be met.

7. Consideration of financially material and non-financial matters

The Trustee believes that environmental, social and governance (ESG) factors are likely to be one area of market inefficiency and so managers may be able to improve risk-adjusted returns by taking account of ESG and climate related factors.

The Trustee has considered how ESG and ethical factors should be taken into account in the selection, retention and realisation of investments, given the time horizon of the Plan and its members. The Trustee expects its investment managers to take account of financially material considerations (including climate change and other ESG considerations). The Trustee seeks to appoint managers that have appropriate skills and processes to do this, and from time to time reviews how its managers are taking account of these issues in practice.

3694220 The Trustee has limited influence over managers' investment practices where assets are held in pooled funds, but it encourages its managers to improve their practices where appropriate.

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The DC sections includes an equity investment option as a choice for members who wish to invest in a fund focussed on ESG risks. At this time, it does not believe there are any ESG-focused investment options available that meet its needs in any asset classes other than equity but will keep this under review.

The Trustee does not take into account any non-financial matters (i.e. matters relating to the ethical and other views of members and beneficiaries, rather than considerations of financial risk and return) in the selection, retention and realisation of investments.

The IC proactively monitors all of the Plan's active investment managers. In addition to the usual quarterly monitoring, the active investment managers are required to attend IC meetings periodically. These Manager presentations provide an opportunity for the IC to discuss responsible investment along with other aspects of the manager's mandate and are considered an important aspect of these discussions.

In addition to the above the IC also undertakes the following:

- When appointing new active investment managers, their approach to socially responsible investment and environmental, social and governance factors is incorporated into the selection process and referenced in their Investment Management Agreements.
- The IC reviews the Plan's responsible investment policy, typically once a year. The latest investment manager policies are also reviewed and developments in responsible investment are discussed.
- The Plan monitors whether its Investment Managers are signatories of the UN Principles for Responsible Investment (PRI). The IC encourages investment managers to become PRI signatories and requests explanations where they are not.

8. Voting and engagement

The Trustee recognises its responsibilities as owners of capital, and believes that good stewardship practices, including monitoring and engaging with investee companies, and exercising voting rights attaching to investments, protect and enhance the long-term value of investments. The Trustee has delegated to its investment managers the exercise of rights attaching to investments, including voting rights, and engagement with issuers of debt and equity and other relevant persons about relevant matters such as performance, strategy, capital structure, management of actual or potential conflicts of interest, risks and ESG considerations.

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The Trustee does not monitor or engage directly with issuers or other holders of debt or equity. It expects the investment managers to exercise ownership rights and undertake monitoring and engagement in line with the managers' general policies on stewardship, as provided to the Trustee from time to time, considering the long-term financial interests of the beneficiaries.

The Trustee seeks to appoint managers that have strong stewardship policies and processes, reflecting where relevant the recommendations of the UK Stewardship Code issued by the Financial Reporting Council, and from time to time the Trustee reviews how these are implemented in practice.

SIP signed for and on behalf of the Trustee of the Plan:

Signed:

The Trustee has decided on the following division of responsibilities and decision-making for the Plan. This division is based upon the Trustee's understanding of the various legal requirements placed upon it, and its view that the division of responsibility allows for efficient operation and governance of the Plan overall. The Trustee's investment powers are set out within the Plan's governing documentation.

1. Trustee

In broad terms, the Trustee is responsible in respect of investment matters for:

- developing a mutual understanding of investment and risk issues with the employer;
- setting the investment strategy, in consultation with the employer;
- formulating a policy in relation to financially material considerations, such as those relating to ESG considerations (including but not limited to climate change);
- formulating a policy on taking account of non-financial matters in the selection, retention and realisation of investments;
- setting the policy for rebalancing between asset classes;
- setting a policy on the exercise of rights (including voting rights) and undertaking engagement activities in respect of the investments;
- putting effective governance arrangements in place and documenting these arrangements in a suitable form;
- appointing, monitoring, reviewing and dismissing investment managers, investment advisers, actuary and other service providers;
- monitoring the exercise of the investment powers that they have delegated to the investment managers and monitoring compliance with Section 36 of the Act;
- communicating with members as appropriate on investment matters, such as the Trustee's assessment of its effectiveness as a decision-making body, the policies regarding responsible ownership and how such responsibilities have been discharged;
- reviewing the investment policy as part of any review of the investment strategy;
- reviewing the content of this SIP from time to time and modifying it if deemed appropriate; and
- consulting with the employer when reviewing the SIP.

Page 13 of 26 Whilst the Plan Trustee has ultimate responsibility for decision making on investment matters, to ensure that such decisions are taken effectively, the Plan Trustee uses other bodies either through direct delegation or in an advisory capacity. These groups include:

- Investment Committee
- Property Trustee (Pearson Pension Property Trustee Limited)
- Member Engagement Working Party
- Investment Managers and Custodian
- External Advisors such as the Scheme Actuary and Investment Adviser
- In house Pensions department.

Each group has a range of responsibilities which have been agreed by the Plan Trustee.

2. Platform provider

The investment platform provider will be responsible for:

- providing access to a range of funds managed by various investment managers; and
- providing the Trustee with regular information concerning the management and performance of the assets.

3. Investment managers

In broad terms, the investment managers will be responsible for:

- managing the portfolios of assets according to their stated objectives, and within the guidelines and restrictions set out in their respective investment manager agreements and/or other relevant governing documentation;
- taking account of financially material considerations (including climate change and other ESG considerations) as appropriate when managing the portfolios of assets;
- exercising rights (including voting rights) attaching to investments and undertaking engagement activities in respect of investments;
- providing the Trustee (in respect of the Final Pay sections) and investment platform provider (in respect of the Money Purchase sections) with regular information concerning the management and performance of their respective portfolios; and
- having regard to the provisions of Section 36 of the Act insofar as it is necessary to do so.

The custodians of the portfolios (whether there is a direct relationship between the custodian and the Trustee or not) are responsible for safe keeping of the assets and facilitating all transactions within the portfolios.

In broad terms, the investment adviser will be responsible, in respect of investment matters, as requested by the Trustee, for:

- advising on how material changes within the Plan's benefits, membership, and funding position may affect the manner in which the assets should be invested and the asset allocation policy (in respect of the Final Pay sections);
- advising on a suitable fund range and default strategy for the Plan, and how material changes to legislation or within the Plan's benefits and membership may impact this (in respect of the DC sections);
- advising on the selection, and review, of the investment managers, incorporating its assessment of the nature and effectiveness of the managers' approaches to financially material considerations (including climate change and other ESG considerations); and
- participating with the Trustee in reviews of this SIP.

5. Fee structures

The Trustee recognises that the provision of investment management and advisory services to the Plan results in a range of charges to be met, directly or indirectly, by deduction from the Plan's assets.

The Trustee has agreed Terms of Business with the Plan's actuarial and investment advisers, under which work undertaken is charged for by an agreed fixed fee or on a "time-cost" basis.

The fund managers receive fees calculated by reference to the market value of assets under management. The fee rates are believed to be consistent with the managers' general terms for institutional clients and are considered by the Trustee to be reasonable when compared with those of other similar fund managers.

The platform provider receives fees calculated by reference to the market value of assets under management. The fee rates are believed to be consistent with the provider's general terms for institutional clients and are considered by the Trustee to be reasonable when compared with those of other similar providers.

The Trustee has appointed a custodian in respect of the Plan's investments. The custodian fees are calculated using a mixture of fixed fee, a line item charge and market value of asset held. The fee rates are believed to be consistent with the custodian's general terms for institutional clients and are considered by the Trustee to be reasonable when compared with those of other similar providers.

The fee structure used in each case has been selected with regard to existing custom and practice, and the Trustee's view as to the most appropriate arrangements for the Plan. However, the Trustee will consider revising any given structure if and when it is considered appropriate to do so.

6. Performance assessment

The Trustee is satisfied, taking into account the external expertise available, that there are sufficient resources to support its investment responsibilities. The Trustee believes that it has sufficient expertise and appropriate training to carry out its role effectively.

It is the Trustee's policy to assess the performance of the Plan's investments, investment providers and professional advisers from time to time. See Section 5 of the SIP. The Trustee will also periodically assess the effectiveness of its decision-making and investment governance processes and will decide how this may then be reported to members.

7. Working with the Plan's employer

When reviewing matters regarding the Plan's investment arrangements, such as the SIP, the Trustee seeks to give due consideration to the employer's perspective. While the requirement to consult does not mean that the Trustee needs to reach agreement with the employer, the Trustee believes that better outcomes will generally be achieved if the Trustee and employer work together collaboratively.

1. Risk appetite and risk capacity

Risk appetite is a measure of how much risk the Trustee is willing to bear within the Plan in order to meet its investment objectives. Taking more risk is expected to mean that those objectives can be achieved more quickly, but it also means that there is a greater likelihood that the objectives are missed, in the absence of remedial action. Risk capacity is a measure of the extent to which the Trustee, can tolerate deviation from its long term objectives before attainment of those objectives is seriously impaired. The Trustee aims to strike the right balance between risk appetite and risk capacity.

When assessing the risk appetite and risk capacity for the Final Pay sections, the Trustee considered a range of qualitative and quantitative factors, including:

- the strength of the employer's covenant and how this may change in the near/medium future;
- the agreed journey plan and employer contributions;
- the Plan's long-term and shorter-term funding targets;
- the Plan's liability profile, its interest rate and inflation sensitivities, and the extent to which these are hedged;
- the Plan's cash flow and target return requirements; and
- the level of expected return and expected level of risk (as measured by Value at Risk ("VaR")), now and as the strategy evolves.

When assessing risk appetite and risk capacity for the DC sections, the Trustee has addressed these issues by ensuring that, given the ways in which members can take their benefits, a range of investment options have been made available that take account of members' reasonable risk/return preferences as well as a default option for those who do not wish to make their own choice.

2. Approach to managing and monitoring risks

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The Trustee considers that there are a number of different types of investment and non-investment risks in relation to both the Final Pay and DC sections that are important to manage and monitor. These include, but are not limited to:

Risk	Final Pay Sections	Defined Contribution Sections
<p>Funding Insufficient assets to cover accrued liabilities.</p>	<p>Managed by careful structuring of the funding and investment arrangements, along with regular monitoring.</p>	<p>The liabilities equal the assets, but there is a related risk of not meeting members' reasonable expectations in terms of pension proceeds on retirement, bearing in mind members' contributions and fund choices. This is managed through careful design of the lifecycle strategies and offering an appropriate fund range, along with regular monitoring.</p>
<p>Mismatching A difference in the sensitivity of asset and liability values to financial and demographic factors.</p>	<p>This is considered when setting the investment strategy and managed through regular reviews of the investment strategy.</p> <p>The Insurance portfolio is expected to perfectly match the liabilities of the insured members.</p>	
<p>Interest Rate The risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. These fluctuations will affect the valuations of both assets and liabilities (the Scheme Actuary values the Final Pay sections liabilities with reference to UK Government bond yields).</p>	<p>This is managed by formal review of the sensitivity between the assets and liabilities after each triennial valuation, or if there are any significant changes to the profile of the liabilities, or major changes in investment markets.</p> <p>The Insurance portfolio is expected to perfectly match the liabilities of the insured members.</p>	<p>The liabilities equal the assets, but there is a related risk of not meeting members' reasonable expectations in terms of pension proceeds on retirement, and this will be subject to interest rate and inflation risk. The assets are subject to interest rate and inflation risk because some of the assets are invested in bonds via pooled funds. The Trustee considers the interest and inflation risk exposure appropriate in the context of the overall range of investment options. This is managed through careful design of the lifecycle strategies and offering an appropriate fund range, along with regular monitoring.</p>
<p>Inflation The risk that the fair value or future cash flows from an investment will fluctuate due to changes in realised or expected inflation. The Plan's liabilities are often directly linked to inflation and the risk is that the assets do not also have this sensitivity.</p>		

<p>Longevity Related to the increasing life expectancy of pensioners and policy holders. This can result in higher than expected payout.</p>	<p>This is currently managed by including a buffer in the targeted returns and a funding reserve in the Main portfolio; and through the purchase of buy-in policies held within the Insurance portfolio.</p>	<p>Not applicable since members decide how to take their own benefits.</p>
<p>Credit The risk that one party to a financial instrument will cause a financial loss to the other party by failing to discharge an obligation.</p>	<p>This is managed by ensuring that appropriate guidelines are in place. The Trustee receives regular reports from the managers setting out the extent of credit risk within their portfolios and, in particular, whether any agreed guidelines have been breached.</p> <p>For the Insurance Portfolio the Plan is exposed to the risk that an insurer defaults on its obligation to pay the pensions of the insured members. This risk is mitigated as the two policies have been purchased on a collateralised basis. Collateral pools are held within accounts in the Plan's name at the Plan's Custodian. Should the insurer fail, the Trustee takes back the collateral pool.</p>	<p>The Plan's Defined Contribution sections are subject to credit risk associated with the underlying investments. A wide range of funds are available to allow members to suitably diversify their investments to manage this risk. This is also considered when setting the lifecycle strategies.</p>
<p>Currency The risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.</p>	<p>The Plan assets are, for the most part, Sterling denominated, as are the Plan's liabilities. A small level of currency risk remains in relation to the investment in overseas assets.</p> <p>The Trustee takes a long-term view on currency risk and accepts some of the short-term volatility in currency markets to avoid the costs associated with currency hedging.</p>	<p>The Trustee has discussed currency risk for Defined Contribution sections members and determined that members are reasonably well protected in the Lifecycle strategies given that the risk relates primarily to the global equity exposure which is reduced from 15 years before retirement. Members who self-select their own funds can manage this risk themselves and all members are made aware of the currency risks in relation to relevant investments through the available literature.</p>

<p>Other Price The risk that the fair value or future cash flows of a financial asset will fluctuate as all investments are subject to idiosyncratic price risks.</p>	<p>These risks are managed by ensuring that the portfolio is well diversified both across asset classes and within each individual asset class. In addition, the Trustee takes advice from its investment consultant as to the continuing suitability of the asset classes and managers in which it invests.</p>	<p>Other price risks are managed through regular reviews of the investment strategy and fund managers.</p>
<p>Investment managers This risk arises from a failure to meet target returns.</p>	<p>This is managed by the Investment Committee which closely monitors the performance of the managers and receives formal quarterly reports from the investment consultant giving views on each manager's continuing appropriateness. Prior to appointing an investment manager, the Trustee also receives written advice from a suitably qualified individual and will typically undertake an investment manager selection exercise.</p>	
<p>Diversification This risk relates to an inadequate spread of investments and sources of return.</p>	<p>This is managed by spreading the Plan's investments over a range of asset classes and is considered as part of each investment strategy review.</p>	<p>The Trustee has selected a wide range of funds to be available to allow members to suitably diversify their investments to manage this risk. This is also considered when setting the lifecycle strategies.</p>
<p>Covenant This risk relates to the possibility of the failure of the Plan's sponsor.</p>	<p>This risk is managed through the appointment of an independent third-party covenant advisor and regular monitoring of a number of key metrics.</p>	<p>The payment of DC pots would not be impacted by the failure of the Plan sponsor.</p>
<p>Pension Conversion There are risks relating to the point of retirement for members and the approach they take to retirement, in other words whether they take cash, transfer to an income drawdown provider or purchase an annuity.</p>	<p>Not applicable as these risks are borne by the Plan not the members.</p>	<p>These risks are considered when designing the lifecycle strategies and determining the fund range and are managed through regular monitoring.</p>

<p>Cash flows</p> <p>This risk relates to a shortfall of liquid assets relative to the Plan's immediate liabilities.</p>	<p>This is managed by regular monitoring of liquidity levels and expected outgo.</p>	<p>All of the funds used are daily dealt so sufficient liquidity should be available to members if they required cash for any outflow. For some asset classes there is a small risk of temporary suspension of daily dealing. These would be dealt with on a case by case basis but are mitigated by the small proportion of assets involved.</p>
<p>Operational</p> <p>This risk relates to fraud, poor advice or negligence.</p>	<p>Operational risk is reduced as far as possible by due diligence on the appointment and review of managers and advisers, and by contracts of engagement. Additional controls are provided by the regular reviews of the Plan and its operations carried out by the Pensions team and external auditors.</p>	
<p>Political</p> <p>This is the risk of an adverse influence on investment values arising from political intervention.</p>	<p>It is managed through regular reviews of the investment strategy, and fund managers.</p> <p>Relevant government consultations will be discussed with the investment consultant in advance of any anticipated changes.</p>	
<p>Environmental, social and corporate governance (ESG) and climate related factors</p> <p>This risk relates to insufficient consideration of ESG and climate related factors.</p>	<p>ESG factors are sources of risk to the Plan's investments, some of which could be financially material, over both the short and longer term. These potentially include risks relating to factors such as climate change, unsustainable business practices, and unsound corporate governance. The Trustee seeks to appoint investment managers who will manage these risks appropriately on their behalf and from time to time reviews how these risks are being managed in practice.</p>	

Investment manager arrangements

Details of the investment managers, their objectives, and investment guidelines and custody arrangements are set out below.

The Final Pay Sections

1. Insurance Portfolio

The Plan holds two insurance policies, details of which are outlined below.

Insurer	Objective
Aviva Life & Pensions UK Limited	To make payments to the Plan which are expected to match the benefit payments of the insured members.
Legal and General Assurance Society Limited	To make payments to the Plan which are expected to match the benefit payments of the insured members.

2. Matching Assets

The Plan's assets invested in matching asset classes are outlined below.

Investment Manager	Objective
Legal & General Investment Management	To manage a bespoke Liability Driven Investment mandate, benchmarked against the Plan's expected liability cashflows. This mandate includes UK fixed interest government securities, UK index-linked government securities, interest rate and inflation swaps and other derivative instruments or bonds as appropriate.
LaSalle Investment Management	To manage a portfolio of RPI linked properties.
Infrared Capital Partners	To manage an infrastructure portfolio.
Aberdeen	To manage an infrastructure portfolio.
Kames	To manage a credit portfolio. The core of the portfolio will be sterling investment grade corporate bonds, and the portfolio will be managed on a 'buy and maintain' basis.

3. Return Seeking Assets

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The Plan's assets invested in Return Seeking assets are outlined below:

Investment Manager	Objective
LaSalle Investment Management	To manage a portfolio of property investments.
Pantheon Ventures	To manage a portfolio of Unquoted Equity 'Fund of Funds'. Pantheon invests in a range of different Fund of Fund products which provide the Plan with diversification across global regions (US, Europe and Asia), strategies and vintages.
EQT	The EQT Fund will make primarily controlling and co-controlling investments in infrastructure investments located in Northern and Eastern Europe with the flexibility to invest globally.
Alinda	To invest in large economic infrastructure assets, predominantly from the secondary market. These assets will predominantly be sourced from the US and Western Europe.
Meridiam	To manage an infrastructure portfolio with an emphasis on the Transportation (primarily roads) and Social sectors in Continental Europe.
CB Richard Ellis	To manage a diversified exposure to pan-European real estate (excl. UK) through investment in Investment Funds and/or Property Related Assets.

4. Custodian

The Trustee employs Bank of New York Mellon (BNY Mellon) as the Plan's global custodian and monitors its ongoing suitability on a periodic basis. A list of responsibilities has been devised for the custodian.

5. Additional Voluntary Contributions

The Plan provides a facility for members to pay AVCs to enhance their benefits at retirement. The members are offered a range of funds in which to invest their AVC payments. This includes the option to pay AVCs to the funds outlined below, or the AVC Lifecycle Option.

The AVC Lifecycle Option invests members' money in the same way as the Cash Lifecycle noted below.

The Defined Contribution Sections

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A list of funds that are currently provided are shown below, along with their investment objectives

Fund	Objective
Blended Global Equity Fund	The fund aims to provide returns consistent with the composite benchmark by investing in a range of funds that provide exposure to global equities, including emerging markets.
MFS Global Equity Fund	An actively managed fund invested in a portfolio of equity securities of global issuers. The Fund aims to outperform the MSCI World Index.
Aquila UK Equity Index Fund	A passively managed fund invested in shares of UK companies which aims to achieve a return that is consistent with the return of the FTSE All Share Index.
Blended Multi Asset Fund	The fund invests with one or more investment managers with the aim of providing long term growth in excess of inflation. The Fund may invest in a broad range of asset classes which might include global equities, fixed income, property and other assets. For efficiency purposes, the fund may use derivatives.
Aquila World (ex-UK) Equity Index Fund	A passively managed fund primarily invested in shares of overseas companies, with a performance objective of achieving a return in line with the FTSE All-World Developed ex-UK Index.
Threadneedle Pensions Property Fund	An actively managed fund invested in property with a performance objective of achieving a return above the AREF/IPD UK Quarterly Property Fund Index.
Blended Index Linked Gilt Fund	This fund aims to perform in line with its benchmark by investing in a range of funds that provide exposure to both long and short dated UK index linked gilts.

Page 24 of 26	Aquila Over 15 Year Corporate Bond Fund	A passively managed fund primarily invested in investment grade corporate bonds denominated in Sterling that have a maturity period of 15 years or longer. The fund aims to achieve a return in line with the iBoxx Sterling Non-Gilts Over 15 Years Index.
	Aquila Over 15 Year Gilt Index Fund	A passively managed fund primarily invested in UK government fixed interest securities that have a maturity period of 15 years or longer. The fund aims to achieve a return in line with the FTSE UK Gilts Over 15 Years Index.
	BlackRock Sterling Liquidity Fund	The fund seeks to maximise current income consistent with the preservation of capital and liquidity through the maintenance of a portfolio of high quality short-term “money market” instruments.
	Jupiter Ecology Fund	An actively managed fund invested worldwide in companies that demonstrate a positive commitment to the long-term protection of the environment. The fund aims to provide long term capital growth consistent with a policy of protecting the environment. The fund measures performance relative to the FTSE World and the FTSE Environmental Technology 100 Index.

6. Lifecycle strategies

The aim of the Lifecycle Options is to ensure that members' funds are invested in appropriate funds at the appropriate time, based on their age and the number of years until their selected retirement date. Each Lifecycle Option uses a combination of the funds listed above. Lifecycle Options' strategies involve a phased switching approach as described below:

The Drawdown Lifecycle is the main default Lifecycle Option for the DC sections of the Plan and initially invests in the Blended Global Equity Fund. Starting from 15 years from retirement this holding is gradually switched into the Blended Multi Asset Fund such that 12 years from selected retirement age the member is invested 72% in the Blended Global Equity Fund and 28% in the Blended Multi Asset Fund. 12 years from retirement the Aquila Over 15 Year Corporate Bond Index and the Blended Index Linked Gilt Fund are gradually incorporated such that at retirement members are invested in the following proportions: 32% Blended Global Equity Fund, 28% Blended Multi Asset Fund, 20% Aquila Over 15 Year Corporate Bond Index and 20% Blended Index Linked Gilt Fund.

The Cash Lifecycle is the default Lifecycle Option for AVC benefits within the Plan. It invests members' money in the same way as the main DC default Lifecycle Option until 5 years before retirement, when the member is gradually switched to 100% invested in the BlackRock Sterling Liquidity fund at retirement. The Plan also makes this Lifecycle Option available for members to self-select.

The Annuity Lifecycle is the Plan's legacy default for the DC sections but is no longer a current default for members. It invests members' money in the same way as the current default Lifecycle Option until 5 years before retirement, when the member is gradually switched into a combination of 75% Blended Index Linked Gilt Fund and 25% BlackRock Sterling Liquidity fund at retirement allocation. The Plan also makes this Lifecycle Option available for members to self-select.

7. The Default strategies

7.1. Requirement for a default

The Plan Trustee is required to designate a default arrangement into which members who are automatically enrolled are invested. The Trustee has designated the Drawdown Lifecycle (as outlined above) as the main DC default arrangement for the Plan and the Cash Lifecycle as the default arrangement for AVC assets.

7.2. Default design

The default Lifecycle strategies were constructed following analysis of the membership of the Plan. This analysis took into account factors such as age, salary, contribution level, accumulated fund values and term to retirement to identify different types of member in order to test alternative investment strategies. The design of the default Lifecycle strategies reflect this analysis having carried out multiple simulations of future economic and investment scenarios.

7.3. Objectives of the default Lifecycle strategies

The aim of all the default Lifecycle strategies is to provide members with the potential for higher levels of growth during the accumulation of their retirement savings through exposure to equity and diversified growth funds and then to gradually diversify their investments in the years approaching retirement, in order to reduce volatility while still providing suitable exposure to growth assets. The asset allocation throughout the default Lifecycle strategies and the phasing of the gradual switching of investments takes into account members' greater capacity for risk early on and reduced capacity for risk in later years.

7.4. Default created as result of temporary suspension of the Threadneedle Pensions Property Fund

This default option is a fixed allocation to the BlackRock Sterling Liquidity Fund and targets cash withdrawal at retirement, since the Trustee believes this is the most appropriate alternative for these contributions given the temporary suspension of the Property Fund and the inability for the Trustee to currently exercise members' choice to invest in the Property Fund. The aims and objectives of the strategy are that the fund aims to maximise current income consistent with the preservation of capital and liquidity through the maintenance of a portfolio of high quality short-term "money market" instruments and to achieve an investment return that is in line with its benchmark.

7.5. Reviewing the defaults

The default strategies will be reviewed periodically with reference to the manner in which members are expected to take their benefits from the Plan. This periodic review will also take into account any significant changes in the demographic profile of the relevant members, changes in available investment options and market conditions.

7.6. Compliance with the investment Regulations

The Trustee's policies in relation to the default arrangement in respect of matters set out in Regulation 2(3) of the Occupational Pension Schemes (Investment) Regulations 2005, as amended, are those set out in the previous sections.

Implementation Statement, covering 1 January 2020 to 31 December 2020

The Trustee of the Pearson Pension Plan (the “Plan”) is required to produce a yearly statement to set out how, and the extent to which, the Trustee has followed its Statement of Investment Principles (“SIP”) during the year, as well as details of any review of the SIP during the year, subsequent changes made with the reasons for the changes, and the date of the last SIP review. Information is provided on the last review of the SIP in Section 1 and on the implementation of the SIP in Sections 2-11 below.

The Statement is also required to include a description of the voting behaviour during the year by, and on behalf of, trustee (including the most significant votes cast by trustee or on their behalf) and state any use of the services of a proxy voter during that year. This is provided in Section 12 below.

This Statement uses the same headings as the Plan’s SIP dated 23 June 2020 and should be read in conjunction with the SIP.

1. Introduction

The SIP was reviewed and updated during the Plan year on 23 June 2020 to reflect the Trustee’s policies in relation to the arrangements with its asset managers in line with the EU Shareholder Rights Directive (including asset manager remuneration and incentivisation), the agreed changes to the investment objective of the Blended Multi Asset Fund in the Money Purchase Section of the Plan and the investment objectives for the following funds in the Money Purchase Section of the Plan: Aquila World (ex-UK) Equity Index Fund, Threadneedle Pensions Property Fund and Blended Index Linked Gilt Fund. Further detail and the reasons for these changes are set out in Section 5. As part of this SIP update, the employer was consulted and confirmed it was comfortable with the changes.

The Trustee has, in its opinion, followed the policies in the Plan’s SIP during the year. The following Sections provide detail and commentary about how and the extent to which it did this.

2. Investment objectives

2.1. Final Pay Sections

Progress against the long-term funding target is reviewed as part of the quarterly monitoring reports. The Trustee is also able to view the progress on an ongoing basis using LCP Visualise online.

As at 31 December 2020 the Plan was on track to achieve full funding on the long-term funding target basis by 2027.

2.2. Money Purchase and Auto Enrolment Sections (Defined Contribution (“DC”) Sections)

As part of the performance and strategy review of the DC default arrangement which began on 1 June 2020 the Trustee considered the DC Section membership demographics, projected pot sizes at retirement¹ and the variety of ways that members may draw their benefits in retirement from the Plan. This review also considered the range of alternative strategies and funds that members may choose from.

Based on the outcome of this analysis, the Trustee concluded that the relevant default strategies remain appropriate to meet the long and short-term investment requirements of the majority of DC and DB AVC members and have been designed to be in members’ best interests reflecting the Plan’s member demographics.

The Drawdown Lifecycle is the current default arrangement for both DC Sections, while the Cash Lifecycle is the default arrangement for AVCs paid by DB Section members. For members whose needs may not be met by their section’s default strategy, the Trustee has made available the two lifecycles listed above or the Annuity Lifecycle, which targets annuity purchase at retirement. These lifestyle strategies were considered as part of the strategy review on 1 June 2020 and were found to still be appropriate.

The Trustee also provides members with access to a range of self select fund investment options covering all major asset classes, which it believes are suitable for this purpose and enable appropriate diversification. These

¹ Pot size is the accumulated pension fund that the member has built up.

fund options are set out in the Plan's SIP (page 77 of the Report and Financial Statements). The Trustee monitors the take up of these funds and it is limited. Following the strategy review the Trustee continues to believe the range of funds offered are suitable; however the Trustee is currently investigating enhancements that could be made to the sustainable equity fund options currently available.

The Trustee reviewed the membership demographics, choices, behaviours and trends as part of the last formal strategy review on 1 June 2020.

3. Investment strategy

3.1. Final Pay Sections

The Trustee did not feel it was necessary to review the Final Pay investment strategy over the period.

The Trustee monitors the asset allocation as part of the quarterly monitoring reports, and it is understood that the allocation to each asset class will vary, but only modestly, due to market movements. In Q4 2020, the Trustee carried out a £25m top-up of the Aegon buy & maintain credit portfolio, using surplus cash that had built up in the LGIM sterling liquidity fund.

3.2. Defined Contribution Sections

The Trustee, with the help of its advisers, reviewed the strategy and performance of the default arrangement in June 2020. The Trustee concluded, based on analysis of member demographics and projected pot sizes, that drawdown remains an appropriate retirement target as the default for DC Section members. The Trustee also concluded from its analysis that targeting Cash at retirement remained appropriate for DB AVC members; however, they decided that members with both DC and DB AVC assets would be best suited in the default arrangement targeting drawdown at retirement. The Trustee also reviewed the de-risking phases of the default arrangements and considered the impact of changing the risk profile of the de-risking phases. The Trustee agreed to reduce the expected risk in the run up to retirement by replacing the allocation to long-dated corporate bonds with an allocation to short-duration credit in all three of the lifecycles.

As part of this review the Trustee made sure all the Plan's default arrangements were adequately and appropriately diversified between different asset classes and that the self-select options provide a suitably diversified range to choose from. For the Lifecycles, this included the Drawdown Lifecycle as a default for members with DC assets, the Cash Lifecycle as the default for members with DB AVC assets, and the Annuity Lifecycle which is a legacy default since (members were defaulted into this strategy in 2018 as part of the last full strategy review). Within the self select fund range, the Plan's BlackRock Sterling Liquidity Fund is also deemed a default for governance purposes from May 2020, following the redirection of all property fund contributions due to a suspension of the Threadneedle Pensions Property Fund.

4. Considerations in setting the investment arrangements

As stated as above, the Trustee did not carry out a review of the Final Pay investment strategy during 2020.

When the Trustee undertook a performance and strategy review of the DC default arrangement, beginning in June 2020, it considered the investment risks set out in Appendix 2 of the SIP. It also considered a wide range of asset classes for investment, taking into account the expected returns and risks associated with those asset classes as well as how these risks can be mitigated.

Following developments in investment markets and a review of recent evidence of the financial materiality of climate-related risks and related discussions, the Trustee is now reviewing its DC Section investment manager mandates to understand the extent to which ESG/ climate factors are incorporated in the funds currently available in the DC Section of the Plan, and where enhancements can be made.

5. Implementation of the investment arrangements

The Trustee appointed Baillie Gifford and Schroder Life in July 2020 to manage DGF mandates of the DC section for the Scheme over the period as the BlackRock DGF was removed. The Trustee obtained formal written advice from its investment adviser, LCP, before investing in the funds and made sure the investment portfolio of the funds chosen were adequately and appropriately diversified. Before appointing the two new investment managers, the Trustee received information on the investment process and philosophy, the investment team and past performance. The Trustee also considered the managers' approaches to responsible investment and stewardship. AVC assets which had previously been held with Equitable Life until 31 December 2019 were taken over by Utmost Life and Pensions following the sale of Equitable Life. Following formal written advice from its investment advisor,

LCP, the Trustee opted to transfer all assets now with Utmost Life to its current DC Section arrangement with Aviva, into the Cash Lifecycle strategy which is the default arrangement for AVC assets.

The Plan's investment adviser, LCP, monitors the investment managers on an ongoing basis, through regular research meetings. The investment adviser monitors any developments at the managers and informs the Trustee promptly about any significant updates or events they become aware of that may affect the managers' ability to achieve their investment objectives. This includes any significant change to the investment process or key staff for any of the funds the Plan invests in, or any material change in the level of diversification in the fund.

The Trustee regularly invites the Plan's investment managers to present at Trustee meetings. In November 2020, the Trustee met with Aegon, the buy & maintain credit manager for the Final Pay section, to discuss responsible investment in the context of investment-grade credit.

The Trustee was comfortable with all of its investment manager arrangements over the year; however, an additional ESG fund is due to be added in 2021.

The Trustee monitors the performance of the Plan's investment managers on a quarterly basis, using the quarterly monitoring reports. Both the Final Pay report and the DC Section report show the performance of each manager over the quarter, 1 year, 3 years and 5 years. Performance is considered in the context of the manager's benchmark and objectives.

To 31 December 2020 all managers have produced performance broadly in line with expectations over the long-term.

Over the period, the Trustee undertook a value for members assessment which considered a range of factors, including the fees payable to managers in respect of the DC Section which were found to be reasonable when compared against schemes with similar sizes mandates.

During the year the Trustee also assessed the Final Pay investment managers' fees in light of LCP's fee survey. Overall the Trustee believes the investment managers provide reasonable value for money.

6. Realisation of investments

6.1. Final Pay Sections

The Trustee reviews the Plan's net current and future cashflow requirements on a regular basis. The Trustee's policy is to have access to sufficient liquid assets in order to meet any outflows whilst maintaining a portfolio which is appropriately diversified across a range of factors, including a suitable balance between both liquid and illiquid assets.

The Trustee receives income from the Plan's illiquid property and infrastructure investments, which is retained in the Trustee bank account and used towards paying benefit payments.

6.2. Defined Contribution Sections

It is the Trustee's policy to invest in funds that offer daily dealing to enable members to readily realise and change their investments. All of the DC Section funds which the Trustee offers are daily priced.

7. Consideration of financially material considerations and non-financial matters

As part of its advice on the selection and ongoing review of the investment managers, the Plan's investment adviser, LCP, incorporates its assessment of the nature and effectiveness of managers' approaches to financially material considerations (including climate change and other ESG considerations), voting and engagement.

As part of the Plan's quarterly monitoring reports, the Trustee reviews LCP's responsible investment (RI) scores for the Plan's existing managers and funds, along with LCP's qualitative RI assessments for each fund and red flags for any managers of concern. These scores cover the manager's approach to ESG factors, voting and engagement. Fund scores and assessments are based on LCP's ongoing manager research programme and it is these that directly affect LCP's manager and fund recommendations. Manager scores and red flags are based on LCP's Responsible Investment Survey 2020.

During 2020, the Trustee was satisfied with its reviews of the RI scores and no further action was taken.

When Aegon presented to the Trustee during the year, the Trustee asked several questions about the manager's

ESG practices and were satisfied with the answers they received. The Trustee also reviewed reports from their managers on voting and engagement activities undertaken on their behalf.

The Trustee invested in two new pooled funds, the Schroders Dynamic Multi Asset Fund and the Baillie Gifford Multi Asset Growth Fund on 30 June 2020, as underlying components of the white-labelled Blended Multi Asset Fund. In selecting and appointing these managers, the Trustee took into account how responsible investment is incorporated into each of the shortlisted managers.

The DC section includes an equity investment option as a choice for members who wish to invest in a fund focused on ESG risks. At this time, it does not believe there are any ESG-focused investment options available that meet its needs in any asset classes other than equity but will keep this under review. The Trustee is also currently monitoring investment options that incorporate ESG and/or climate-related matters, to determine if they would be suitable for inclusion in the DC Sections of the Plan.

8. Voting and engagement

This is covered in Section 7 above.

9. Investment governance, responsibilities, decision-making and fees (Appendix 1 of SIP)

As mentioned in Section 5, the Trustee assesses the performance of the Plan's investments on an ongoing basis as part of the quarterly monitoring reports it receives.

The performance of the professional advisers is considered on an ongoing basis by the Trustee.

The Trustee has put in place formal objectives for its investment advisor and will review the advisor's performance against these objectives on a regular basis.

During the year, the Trustee reviewed the effectiveness of its decision making and governance processes in June 2020 as part of the annual Trustee Governance review. The Trustee was satisfied it is well placed to fulfil its role as Trustee to the Plan.

10. Policy towards risk (Appendix 2 of SIP)

Risks are monitored on an ongoing basis with the help of the investment adviser.

The Trustee maintains a risk register and this is discussed at quarterly meetings.

The Trustee's policy for some risks, given their nature, is to understand them and to address them if it becomes necessary, based upon the advice of the Plan investment adviser or information provided to the Trustee by the Plan's investment managers.

With regard to the risk of having insufficient assets in the Final Pay Sections to cover liabilities, the required return for the Plan to meet expected benefit payments on the Long Term Funding Target basis is monitored as part of the quarterly monitoring reports, along with the best estimate expected return of the Plan's current investment strategy.

With regard to mismatching risk, the Plan's interest and inflation hedging levels are monitored on an ongoing basis in the quarterly monitoring report and periodically rebalanced.

With regard to the risk of not meeting members' reasonable expectations in terms of pension proceeds on retirement for the DC Sections, the Trustee incorporates equity and equity-based funds in their member offering, which are expected to provide positive returns above inflation over the long term. These are used in the growth phase of the default option and are also made available within the self-select options. These funds are expected to produce adequate real returns over the longer term.

Together, the investment and non-investment risks set out in Appendix 2 of the SIP give rise generally to funding risk. The Trustee formally reviews the Plan's funding position as part of its annual actuarial report to allow for changes in market conditions. On a triennial basis the Trustee reviews the funding position allowing for membership and other experience. The Trustee also informally monitors the funding position more regularly, on a quarterly basis at Trustee meetings and the Trustee Directors also have the ability to monitor this daily on LCP Visualise.

The following risks are covered earlier in this Statement: diversification risk in Sections 3 and 5, investment manager risk and excessive charges in Section 5, illiquidity/marketability risk in Section 6 and ESG risks in Section 7.

11. Investment manager arrangements (Appendix 3 of SIP)

There are no specific policies in this section of the Plan's SIP, which sets out details of the Plan's investment managers and their investment guidelines. During the period covered by this Statement, the Trustee updated this section to take into account changes to the DC investment managers, and to better reflect the Trustee's arrangements with its existing managers.

12. Description of voting behaviour during the year

All of the Trustee's holdings in listed equities are within pooled funds and the Trustee has delegated to its investment managers the exercise of voting rights. Therefore the Trustee is not able to direct how votes are exercised and the Trustee itself has not used proxy voting services over the year.

In this section we have sought to include voting data on the Plan's funds. In order to take a pragmatic approach to this, we have only included funds that hold significant equities; therefore, we have only included funds used in the DC default strategy, as these are deemed to be the Plan's material DC holdings:

- BlackRock World Equity Index Fund;
- BlackRock Fundamental Equity Index Fund;
- BlackRock Minimum Volatility Index Fund;
- BlackRock World Emerging Markets Equity Index Fund;
- Baillie Gifford Multi Asset Growth Fund;
- Schroders Dynamic Multi Asset Fund; and
- Newton Real Return Fund.

If Plan members require any further information on voting behaviour for a fund not set out in the Implementation Statement, please send a message on the 'Contact Us' page of the Plan website and the pensions team will supply any further information, to the extent available.

In addition to the above, the Trustee contacted the Plan's Final Pay Section asset managers that do not hold listed equities, to ask if any of the assets held by the Plan had voting opportunities over the period. The Trustee also contacted the Plan's buy-in providers, L&G and Aviva, to ask if any of the assets held to back members' insured liabilities had any voting rights over the period. These managers and annuity providers all confirmed that none of the assets in question had material voting opportunities over the period that were not simply votes on fund terms.

12.1 Description of the voting processes

BlackRock

Voting decisions are made by members of the BlackRock Investment Stewardship team (BIS) with input from the wider investment team as required, in accordance with BlackRock's Global Corporate Governance and Engagement Principles and custom market-specific voting guidelines. BlackRock takes a case-by-case approach to the items put to a shareholder vote. Analysis is informed by internally-developed proxy voting guidelines, its pre-vote engagement with the company, its research, and any situational factors for a particular company.

BlackRock aims to vote at all shareholder meetings of companies in which its clients are invested and generally prefers to engage with the company in the first instance where there are concerns and give management time to address the issue. BlackRock will vote in favour of proposals where it supports the approach taken by a company's management or where it has engaged on matters of concern and anticipates management will address them. BlackRock will vote against management proposals where it believes management may not have adequately acted to advance the interests of long-term investors. BlackRock ordinarily refrains from abstaining from both management and shareholder proposals, unless abstaining is the valid vote necessary.

Whilst BlackRock does subscribe to research from proxy advisory firms, ISS and Glass Lewis, this is just one among many inputs into its voting decision process. Other sources of information BlackRock uses include the

company's own reporting, its engagement and voting history with the company, the views of its active investors, public information and ESG research. BlackRock has for over a decade used an independent fiduciary to vote proxies where it is required by regulation not to vote itself or where there are actual or perceived conflicts of interest. The independent fiduciary makes voting decisions based solely on BlackRock's publicly available proxy voting guidelines, which aim to advance clients' long-term economic interests, and public information disclosed by the relevant company.

Baillie Gifford

All Baillie Gifford's voting decisions are made by its Governance & Sustainability team in conjunction with investment managers. Baillie Gifford does not regularly engage with clients prior to submitting votes; however, if a segregated client has a specific view on a vote then it will engage with them on this.

Thoughtful voting of Baillie Gifford's clients' holdings is an integral part of its commitment to stewardship. Baillie Gifford believes that voting should be investment led, because how it votes is an important part of the long-term investment process, which is why its strong preference is to be given this responsibility by its clients. Its Governance and Sustainability team oversees its voting analysis and execution in conjunction with its investment managers. Unlike many of its peers, Baillie Gifford does not outsource any part of the responsibility for voting to third-party suppliers. It utilises research from proxy advisers for information only. Baillie Gifford analyses all meetings in-house in line with its Governance & Sustainability Principles and Guidelines and endeavours to vote every one of its clients' holdings in all markets.

Whilst it is cognisant of proxy advisers' voting recommendations (ISS and Glass Lewis), Baillie Gifford does not delegate or outsource any of its stewardship activities or follow or rely upon their recommendations when deciding how to vote on its clients' shares. All client voting decisions are made in-house. Baillie Gifford votes in line with its in-house policy and not with the proxy voting providers' policies.

Schroders

Schroders evaluates voting issues arising at its investee companies and, where it has the authority to do so, votes on them in line with its fiduciary responsibilities in what it deems to be the interests of its clients. Schroders utilises company engagement, internal research, investor views and governance expertise to confirm its intention.

Schroders receives research from both ISS and the Investment Association's Institutional Voting Information Services for upcoming general meetings, however this is only one component that feeds into its voting decisions. In addition to relying on its policies it will also be informed by company reporting, company engagements, country specific policies, engagements with stakeholders and the views of portfolio managers and analysts.

Schroders' own research is also integral to its final voting decision; this will be conducted by both its financial and ESG analysts. For contentious issues, Schroders' Corporate Governance specialists will be in deep dialogue with the relevant analysts and portfolio managers to seek their view and better understand the corporate context. Schroders continues to review its voting practices and policies amid ongoing dialogue with portfolio managers.

Newton

Where Newton plans to vote against management on an issue, it often engages with the company in order to provide an opportunity for its concerns to be allayed. It does alert a company regarding an action it has taken at their annual general meeting to explain its thought process and often communicates further with the company's board/investor relations teams to gain a better understanding of the situation.

Overall, Newton prefers to retain discretion in relation to exercising its clients' voting rights and has established policies and procedures to ensure the exercise of global voting rights.

Newton's head of responsible investment (RI) is responsible for the decision-making process of the RI team when reviewing meeting resolutions for contentious issues. Contentious issues may be referred to the appropriate industry analyst for comment and, where relevant, Newton may confer with the company or other interested parties for further clarification or to reach a compromise or to achieve a commitment from the company.

All voting decisions are made by Newton. Newton uses ISS to administer proxy voting as well as its research reports on individual company meetings. ISS's recommendations will only take precedence in the event of a material potential conflict of interest, which could include registering an abstention, despite Newton's general stance of either voting in favour or against proposed resolutions. Newton's voting decisions take into account local market best practice, rules and regulations while also aiming to support their investment rationale.

12.2 Summary of voting behaviour over the year

A summary of voting behaviour over the period is provided in the table below.

	Fund 1	Fund 2	Fund 3	Fund 4	Fund 5	Fund 6	Fund 7
Manager name	BlackRock	BlackRock	BlackRock	BlackRock	Baillie Gifford	Schroder Life	Newton
Fund name	World Equity Index Fund	Fundamental Equity Index Fund	Minimum Volatility Index Fund	World Emerging Markets Equity Index Fund	Multi Asset Growth Fund	Dynamic Multi Asset Fund	Real Return Fund
Total size of fund at end of reporting period	£8,118m	£996m	£960m	£13,916m	£2,279m	£888m	£5,495m
Value of Plan assets at end of reporting period ¹	£120.3m	£120.3m	£120.3m	£27.2m	£21.2m	£21.2m	£21.2m
Number of equity holdings at end of reporting period	1,582	2,908	368	1,304	69	708	91
Number of meetings eligible to vote	1,072	3,173	405	2,417	64	787	84
Number of resolutions eligible to vote	15,334	38,932	5,716	22,849	696	9,898	1,179
% of resolutions voted	91.4	93.9	96.6	97.1	96.0	99.1	99.2
Of the resolutions on which voted, % voted with management	93.0	94.4	96.5	91.3	90.2	90.5	85.5
Of the resolutions on which voted, % voted against management	7.0	5.6	3.5	8.7	7.9	8.6	14.5
Of the resolutions on which voted, % abstained from voting	0.7 ²	1.0 ²	0.5 ²	3.0 ²	1.8	0.2	0.0
Of the meetings in which the manager voted, % with at least one vote against management	N/A	N/A	N/A	N/A	23.4	44.1	41.0
Of the resolutions on which the manager voted, % voted contrary to recommendation of proxy advisor	N/A ³	N/A ³	N/A ³	N/A ³	N/A	-	9.3

¹Asset values include the Plan's DC and AVC assets.

²Of the resolutions on which BlackRock voted, the votes cast with and against management already include abstains (abstained votes are counted against management). Furthermore, if there were multiple vote strings in a given meeting, any proposal voted different ways in the vote strings were counted twice.

³BlackRock does not follow any single proxy research firm's voting recommendations, though it subscribes to two research firms. BlackRock's voting and engagement analysis is determined by several key inputs including a company's own disclosures, and BlackRock's record of past engagements.

12.3 Most significant votes over the year

Commentary on the most significant votes over the period, from the Plan's asset managers who hold listed equities, is set out below. We have interpreted "most significant votes" to mean those that:

- might have a material impact on future company performance;
- the investment manager believes to represent a significant escalation in engagement;
- impact a material fund holding, although this would not be considered the only determinant of significance, rather it is an additional factor;
- have a high media profile or are seen as being controversial; or
- the Plan or the sponsoring company has a particular interest in.

BlackRock World Equity Index Fund

Santander Consumer USA Holdings, Inc., United States, June 2020, Vote: For (size of mandate's holding at voting date: 0.09%)

Shareholders filed a non-binding proposal requesting that Santander Consumer Holdings' board prepare a report in advance of the 2021 annual meeting on the risk of discrimination in vehicle lending and any steps the company has taken to prevent racial discrimination against borrowers. While Santander Consumer Holdings has been responsive in addressing historical material weaknesses in financial reporting and recommended voting against the proposal, BlackRock believes that the company has an opportunity to provide investors with a more detailed explanation of how it assesses managers and mitigates the risk of racial discriminatory lending practices.

BlackRock voted for the shareholder proposal, as discriminatory lending practices (of all forms) are a material risk to the company's business. Shareholders would benefit from increased and improved disclosure on compliance programs, processes and procedures, as well as risk mitigation processes and procedures, to prevent discriminatory lending (including racial discrimination).

BlackRock Fundamental Equity Index Fund

Mizuho Financial Group, Japan, June 2020, Vote: Against (size of mandate's holding at voting date: 0.16%)

In March 2020, Mizuho FG received a shareholder proposal from a Japanese NGO to amend the company's Articles of Incorporation to add a clause to disclose in its annual reporting a plan outlining the business strategy to align its investments with the goals of Paris Agreement. Mizuho FG recommended that its shareholders vote against the shareholder proposal, noting that they have already acknowledged the importance of managing climate risk and have clearly disclosed policies related to such risk. Furthermore, they believe the proposed language in the shareholder proposal may restrict Mizuho FG from providing corporate financing to companies in the energy and utilities sector as general working capital, including for research and development in new technology or innovation. The company also believes it can drive more positive outcomes through engagement with clients in the energy and utilities sectors to help them adapt their businesses during the transition to a low carbon economy, rather than simply ceasing to lend to them.

Based on BlackRock's proxy voting guidelines, the independent fiduciary voted against the proposal, considering the company's policies and the announcements made since the shareholder proposal was filed. The independent fiduciary determined that the company now has policies in place that address the issues raised in the proposal.

BlackRock Minimum Volatility Index Fund

Air Liquide SA, France, May 2020, Vote: Against (size of mandate's holding at voting date: 0.14%)

Air Liquide SA provides gases-related technologies and services; the company is listed in France. BlackRock has engaged with Air Liquide's board and management team over the past several years on a range of governance and

material sustainability topics, including climate-related disclosures. In November 2017, BlackRock wrote a letter to Air Liquide's CEO and Lead Independent Director asking the company to closely review the Task Force on Climate-related Financial Disclosures ("TCFD") framework and to consider reporting in alignment with their recommendations.

Whilst Air Liquide has made a number of commitments to address climate-related risks since the letter, such as a carbon intensity reduction target and a commitment to developing low-carbon solutions, its limited progress in explicitly aligning its reporting with the TCFD recommendations falls short of BlackRock's expectation of large carbon emitters with a previous history of engagement on the topic. Therefore BlackRock voted against the re-election of Brian Gilvary as Director, due to the company's lack of progress on climate-related reporting in alignment with the (TCFD) recommendations.

BlackRock World Emerging Markets Equity Index Fund

PT Indofood CBP Sukses Makmur TBK, Indonesia, August 2020, Vote: Against
(size of mandate's holding at voting date: 0.03%)

PT Indofood CBP Sukses Makmur Tbk (ICBP) is a manufacturer of food products including Indonesia's most popular instant noodle brand, Indomie. ICBP's board sought shareholder approval via an Extra Ordinary Meeting to acquire the entire stake of Pinehill Company Ltd (Pinehill), a private holding company that manufactures and distributes the Indomie brand of instant noodles throughout the Middle East, Africa, and South Eastern Europe.

While the proposed acquisition has merits from a strategic perspective, with ICPG's in-depth knowledge of Pinehill's Indomie business and Pinehill's established footprint in its current markets, BlackRock believed it was in its clients' economic interests to vote against the proposed acquisition. BlackRock had significant concerns regarding the valuation and terms of transaction, as well as the board's oversight in relation to the inherent conflict of interest since the President Director of ICBP has influential roles and holdings in all the companies involved. BlackRock decided to vote against the proposed transaction and has escalated its concerns to relevant parties in the Indonesian market. It has proposed opening a dialogue to discuss minority shareholder protections and BlackRock intends to hold the current members of the Board of Directors and Board of Commissioners accountable by voting against their re-election at future shareholder meetings, to address the material failure in governance at the board.

Baillie Gifford Multi Asset Growth Fund

Covivio REIT, April 2020, Vote: Against
(size of mandate's holding at voting date: 0.45%)

Baillie Gifford opposed five resolutions regarding the current and proposed long-term incentive scheme because it could lead to rewarding under-performance. Following the AGM in 2020, Baillie Gifford informed the company of its voting decision and advised that it expects more stretching performance criteria to apply to long term incentives going forward. Baillie Gifford has yet to see improvements in the targets so will continue dialogue with the company and take appropriate voting action.

Schroder Life Dynamic Multi Asset Fund

Amazon.com Inc., May 2020, Vote: Against
(size of mandate's holding at voting date: 0.19%)

Following concerns regarding transparency of the company's workforce structure and that employment practices has not kept pace with the size of the workforce, Schroders supported six calls for increased disclosure on employment issues. These were recommendations from other shareholders which were voted in favour of, going against management. Schroders report that this was the first time it voted against management solely on social, rather than governance issues. It voted against the re-election of the lead independent director, the most senior individual after the CEO/Chairman, Jeff Bezos, stating ongoing concerns about labour standards and company responsiveness to shareholder concerns. Schroders then informed the company that this vote marks a 12 month window for improvement and that further escalation would be considered if no progress has been made by the 2021 AGM.

Newton Real Return Fund

**NIKE, Inc., September 2020, Vote: Against (management proposals), For (shareholder proposal)
(size of mandate's holding at voting date: 1.05%)**

Newton voted against management on resolutions regarding ratifying named executive officers' compensation and ratifying PwC as the NIKE's auditors. Newton voted against the appointment of the external audit firm owing to it serving the company for 46 consecutive years which Newton believed compromised independence and objectivity. Votes were also instructed against the ratification of the executive compensation arrangements. Newton's chief concern was that fewer than 50% of long-term pay awards were subject to the achievement of performance conditions.

Newton supported a shareholder resolution requesting enhanced disclosures on political contributions. While the company's disclosures offer some insight into the contributions made and the governance framework surrounding this risk, Newton felt that the proposal would offer increased transparency of the company's relationships with trade associations and would bring its disclosures in line with better-performing peers.