The Cheshire & Derbyshire (C&D) Section: Statement of Investment Principles ("SIP")

As at 7 July 2023

Nationwide
Pension Fund

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As at 7th of July 2023

The Nationwide Pension Fund consists of two sections, the Nationwide Section, and the C&D Section. This Statement of Investment Principles relates to the C&D Section. The Nationwide Section is addressed in a separate Statement of Investment Principles.

This Statement of Investment Principles is produced to meet the requirements of the Pensions Act 1995 (as amended), the Occupational Pension Schemes (Investment) Regulations 2005 and to reflect the Government's Voluntary Code of Conduct for Institutional Investment in the UK. The Trustee also complies with the requirements to maintain and take advice on the Statement and with the disclosure requirements.

In accordance with the Financial Services and Markets Act 2000, the Trustee will set general investment policy and will delegate the responsibility for selection of specific investments to appointed investment managers, which may include an insurance company or companies. The investment managers shall provide the skill and expertise necessary to manage the investments of the Section competently.

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1. Investment Objectives

1.1. The Trustee aims to invest the assets of the Section prudently to ensure that members receive the benefits they were promised. Over time this means the Trustee seeks to reduce investment risk, providing more certainty that the benefits will be met in full.

1.2. To reflect this aim, the Trustee's long-term aspiration is to achieve full funding on a solvency basis, with this basis being seen as a good proxy for a Buy-out, and additionally provide a margin for prudence as well as sufficient funding to hedge the Section's longevity risk. This aspiration is referred to as the Trustee Funding Target.

1.3. Alongside the Trustee Funding Target is the statutory requirement to agree a Recovery Plan with the Society if full funding is not achieved on a Technical Provisions basis, however, this requirement does not currently apply to the Section due to the funding level being in excess of 100%.

1.4. In setting the investment objectives, the Trustee has consulted the Society and will consult the Society before revising this document. However, the ultimate power and responsibility for deciding the investment objectives lies solely with the Trustee.

2. Strategy and Strategic Asset Allocation

2.1. The Trustee has set a long-term Trustee Funding Target. The Trustee monitors the outcomes from the investment strategy, the actual and projected funding level relative to the Trustee Funding Target and the strength of the sponsor covenant to determine actions to deliver the Trustee Funding Target.

2.2. To achieve the Trustee Funding Target the Trustee maintains an insured portfolio and an uninsured portfolio.

2.3. The insured portfolio consists of a Buy-in, which matches a proportion of the Sections liabilities as they fall due.

2.4. The uninsured portfolio is managed based on the Section's investment strategy and strategic asset allocation with these being reviewed periodically to ensure they align with the Trustee Funding Target.

2.5. At the date of this SIP, the asset allocation strategy chosen to meet the Trustee Funding Target is set out in the table below. The inherent hedging achieved by the current strategy is designed to deliver the Trustee Funding Target.

STRATEGIC ASSET ALLOCATION AS AT 7th July 2023 *(on a net asset basis)*	
Asset Class	Target Weighting %
Matching Assets	84-100
Return Seeking Assets	0-16
Cash	0-2

2.6. The target weightings may be exceeded to allow the Trustee to take occasional tactical asset allocation decisions, to allow for market dislocation, and to recognise that occasionally some flexibility may be required. This allows the timing of implementation of investment decisions, which have already been decided upon, to respond to short-term market conditions not providing for the target asset returns or sufficient opportunities to invest on an appropriate basis.

2.7. The uninsured portfolio is monitored against the target weightings on a weekly basis and rebalanced if either sub-portfolio is not within the specified range.

2.8. The Matching Assets are a sub-portfolio of assets whose sensitivity to inflation and interest rates are broadly equal to those of the Section's liabilities. These assets are aligned to the long-term strategy of the fund.

2.9. However, the Trustee recognises the potential volatility in returns, particularly relative to the Section's liabilities, and the risk that the fund managers do not achieve the targets set.

2.10. When choosing the Section's planned asset allocation strategy, the Trustee considered written advice from their Investment Consultant (IC) and addressed the following:

- The need to consider a full range of asset classes.
- The risks and rewards of a range of alternative asset allocation strategies.
- The suitability of each asset class.
- The need for appropriate diversification.
- The covenant of the sponsor.
- The liquidity requirements of the pension liabilities that are payable.

2.11. Investments in derivative instruments may be made only insofar as they:

- contribute to a reduction of risks, or
- facilitate efficient portfolio management (including the reduction of cost or the generation of additional capital or income with an acceptable level of risk), or
- are managed so as to avoid excessive risk exposure to a single counterparty and to other derivative operations.

Hedging Strategy

2.12. The Section hedges its exposure to interest rate and inflation risk and as the Funding Ratio of the Section improves through anticipated asset performance, hedging will be transacted to maintain a high hedge ratio and align the risk to the Section's long-term strategy, subject to sufficient collateral being available to support the increased hedging whilst maintaining an appropriate collateral buffer and having sufficient cash to meet cashflow requirements.

2.13. Note the Section has broadly achieved a full hedge of interest rate and inflation risk with a large part of this hedge achieved through the Buy-in transaction. This transaction has also reduced longevity risk.

3. Risk Management

3.1. The Trustee recognises that the key risk to the Section is that it has insufficient assets to make provisions for 100% of its liabilities ("funding risk").

3.2. The Trustee has identified several risks, which have the potential to cause deterioration in the Section's funding level and therefore contribute to funding risk. These are as follows:

Asset-liability or mismatching risk

The risk of a significant difference in the sensitivity of asset and liability values to changes in financial and demographic factors.

Controls & mitigants: The Trustee and its advisers consider this mismatching risk when setting the investment strategy. This risk may be managed through Buy-in's, by diversifying the return seeking assets exposure and/or by increasing the Matching Asset exposure, in physical or derivative form.

Buy-in Insurance risk

The risk of failure of Buy-in insurance contracts due to the insurer defaulting or a failure to meet the Section's administrative obligations.

Controls & mitigants: Insurer failure risk is mitigated by the regulatory environment and pre-trade due diligence. A monthly reconciliation process will also be managed by the CIO team to meet these administrative obligations.

Credit risk

The risk that one party to a financial instrument will cause a financial loss for the other party by failing to meet a contractual obligation.

Controls & mitigants: This is mitigated by restricting investment assets to investment grade which are high quality with a low risk of default.

Investment manager mandates always include individual exposure limits. For bespoke mandates the investment manager will operate within agreed counterparty limits in terms of exposure and creditworthiness, particularly with regards to derivative and insurance contracts.

Currency risk

The risk that the fair value or future cash flows of a financial asset will fluctuate because of changes in foreign exchange rates. It is measured by the exposure to assets denominated in foreign currency and the risk that adverse movements in these currencies may impact the Section.

Controls & mitigants: All the investments for the Section are made in Sterling hedged share classes. As a result, the Trustees do not have any explicit currency risk.

Custodian risk	Custodian risk is assessed by reviewing the creditworthiness of the custodian bank and the ability of the organisation to settle trades on time and provide secure safekeeping of the assets under custody. **Controls & mitigants:** This is managed by monitoring the Custodian's activities and discussing the performance of the Custodian with the investment managers on a regular basis.
Diversification risk	The failure to spread the investment risk effectively across a range of asset classes and geographies. **Controls & mitigants:** The Trustee and its advisers considered this risk when setting the Section's investment strategy. This is managed by considering the Section's investment policy specifically in relation to diversification through risk budgeting tools from time to time.
Environmental, Social & Governance (ESG) risk	The risk of the extent which ESG factors are not appropriately reflected in asset prices and/or not considered in the investment decision making processes, leading to underperformance relative to targets. **Controls & mitigants:** This is managed by engaging with asset managers regularly on their approach to integrating ESG factors in their investment decision making processes (for further detail, refer to the Responsible Investing policy).
Inflation risk	The risk that the value or future cash flows of a financial asset will fluctuate because of changes in rates of inflation, and specifically the risk that changes to the Section's liabilities due to inflation will not be mirrored in its assets. **Controls & mitigants:** Assets are held as part of the Matching Assets strategy to mitigate mismatching risk because of their sensitivity to inflation. If inflation rises the value of the Matching Assets will rise and help match the resulting increase in actuarial liabilities.

Interest rate risk	The risk that the discounted present value of future cash flows of a financial asset will fluctuate because of changes in market interest rates. Specifically, the risk that changes to the discounted present value of the Section's liabilities due to changes in market interest rates (which are used by the Section's Actuary in his setting of an appropriate discount rate) will not be mirrored in its assets.	**Controls & mitigants:** Assets that generate this risk are held as part of the Matching Assets strategy to mitigate mismatching risk because of their sensitivity to interest rates. If interest rates fall the value of the Matching Assets will rise and help match the resulting increase in actuarial liabilities.
Liquidity risk	The risk of insufficient liquid assets to meet the Section's liabilities as they fall due.	**Controls & mitigants:** This is managed by the Section's administrators who assess the level of cash held in the short term in order to pay benefits thus limiting the impact of the cash flow requirements on the investment policy.
Longevity risk	The risk that the value of the Section's liabilities increases relative to the value of the assets due to increases in life expectancy assumptions.	**Controls & mitigants:** This is managed through the execution of insurer Buy-ins.
Manager risk	Failure by the fund managers to preserve the capital invested and achieve the rate of investment return assumed by the Trustee.	**Controls & mitigants:** This risk is considered by the Trustee and its advisers on the initial appointment of the fund managers and on an ongoing basis thereafter. This is managed by appointing mostly passive funds for the Section and by monitoring the actual deviation of returns relative to the benchmark.

Operational risk

The risk of fraud, poor advice or acts of negligence

Controls & mitigants: The Trustee has sought to minimise such risk by ensuring that all advisers and third- party service providers are suitably qualified and experienced and managed by ensuring that suitable liability and compensation clauses are included in all contracts for professional services received.

Other price risks

The risk that the current value or future cash flows of a financial asset will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk) whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market.

Controls & mitigants: The Trustee manages this exposure to overall price movements by holding a variety of passive funds for the Section which depend on a large number of different financial instruments.

Regulatory Risk

The risk that the Section is negatively impacted by, or fails to respond, to investment-related regulatory developments.

Controls & mitigants: This is managed via regular engagement with the Trustee's advisors; active participation in various industry groups; and monitoring emerging regulations at the IFC.

Resourcing risk

The risk of insufficient resource to carry out the Section's processes and reporting.

Controls & mitigants: This is managed by employing the Chief Investment Officer (CIO) team, and outsourcing other responsibilities to third parties (e.g. IC, Custodian) where necessary. The overall level of resourcing is kept under on-going review by the Investment and Funding Committee (IFC).

Sponsor risk	The possibility that the Section's sponsoring employer enters insolvency. **Controls & mitigants:** The Trustee and its advisers considered this risk when setting investment strategy and consulted with the sponsoring employer as to the suitability of the proposed strategy. This is managed by assessing the interaction between the Section and the sponsor's business, as measured by a number of factors, including the creditworthiness of the sponsor and the size of the pension liability relative to a number of metrics reflecting the financial strength of the sponsor.
Synthetic Investment risk	Investment in synthetic instruments has the potential to result in increased leverage within the portfolio. There is a risk that the process of posting cash margins against synthetic assets could lead to forced liquidation of assets in the portfolio, resulting in sub-optimal returns. There is also the risk the investment in synthetic instruments does not precisely represent the target portfolio. **Controls & mitigants:** The Trustee and its advisers considered these risks when setting the investment strategy. The Trustee set a maximum level of leverage and collateral positions to allow substantial headroom, and these are monitored daily by the manager and reported to the CIO team weekly.

3.3. Due to the complex and interrelated nature of these risks, the Trustee considers most of the risks on a qualitative basis as part of each formal investment strategy review (normally triennially).

3.4. However, the Trustee recognises that some risks may be modelled explicitly during such reviews.

Risk Monitoring

3.5. In choosing the initial asset allocation, the Trustee recognises the associated level of risk relative to the liabilities and has considered the Section specific funding requirements introduced by the Pensions Act 2004.

3.6. The Trustee's policy is to monitor the risks regularly. The Trustee receives regular reports showing:

- Actual funding level versus the Section specific funding objective.
- Performance versus the Section's investment benchmark as measured by the Custodian.
- Performance of individual fund managers versus their respective targets as measured by the Custodian.

- Any significant issues with the fund managers that may impact their ability to meet the performance targets set by the Trustee.
- The overall level and structure of the interest rate and inflation hedges.
- The Section's liquidity and collateral position.

4. Implementation

4.1. The Trustee has delegated the day-to-day oversight and monitoring of the Section's assets and liquidity to the Nationwide CIO team. The relationship is governed by a Services Agreement (SA) between the Trustee and Nationwide.

4.2. The Section's investments are currently managed externally through pooled funds managed by Legal and General. The overall asset allocation of the Section resulting from the pooled funds is monitored by the CIO team, the IFC and the IC.

4.3. The Section's longevity risk has been reduced by a Buy-in insurance contract that has been purchased from Canada Life.

4.4. The Section's IC provides an advisory service to the Trustee, which addresses the investment strategy and its implementation. The Trustee appoints an IC following a selection process every three to five years.

4.5. The IC is paid a pre-agreed fixed retainer fee for 'core' service with an incremental performance fee payable if specific service thresholds are met. Additional projects are paid on a time cost basis or a project basis. This structure was chosen to ensure that cost-effective, independent advice is received.

5. Additional Voluntary Contributions

5.1. Prior to 1 April 2021, members were also able to pay additional voluntary contributions (AVCs) to enhance their benefits payable on retirement. AVCs are separate to the Section's assets and are invested at the members' risk, in line with defined contribution plans.

5.2. The Trustee's objective is to provide members with a range of funds for these AVCs to be invested in, which will offer a suitable long-term return, consistent with members' reasonable expectations.

5.3. In keeping with the policy for the main Section assets, the Trustee's policy is to seek to achieve the objective through offering a suitable mix of real and monetary assets.

6. Responsible Investing

6.1. In setting the Section's investment strategy, the Trustee's primary concern is to act in the best financial interests of the Section and its beneficiaries, seeking the best return that is consistent with a prudent and appropriate level of risk.

6.2. The Trustee believes that to fulfil this commitment and to protect and enhance the value of the Section's investments, it must act as a responsible steward of the assets in which the Section invests.

6.3. Further detail is set out in the Responsible Investing Policy which forms part of the SIP and provides detailed guidance on the Trustee's approach to arrangements with asset managers and environmental, social and governance considerations.

7. Governance

7.1. The Trustee is responsible for the investment of the Section's assets. The Trustee makes decisions in this area and delegates others, considering whether the Trustee Board members have both the appropriate training and expert advice to make an informed decision.

7.2. The Trustee has established a decision-making structure which is summarised below. Detailed descriptions outlining the corresponding structures of the below parties can be found in the Terms of Reference for the IFC, the SA for the CIO team and the Contract for Services agreed with the IC.

Trustee responsibilities

- Make ongoing decisions relevant to the operational principles of the Section's investment strategy.
- Select planned asset allocation.
- Select ICs.
- Appoint and delegate responsibilities to the IFC.
- Consider recommendations from the IFC.

IFC responsibilities

- Monitor investment advisers and fund managers.
- Draft the Section's SIP for the Trustee Board to approve.
- Make recommendations and report any areas of concern to the Trustee board from time to time in respect of the investment management arrangements of the Section.
- Take such steps as are necessary to implement investment decisions that reflect the strategic investment objectives of the Section.
- Provide a process, which reassures the Trustee that effective monitoring occurs, and that the IC is properly accountable to the Trustee.
- Consult with the sponsor to the extent required by law.
- Set and regularly review the Responsible Investing Policy of the Section.

CIO team responsibilities

- Monitor and report to the IFC and the Trustee Board on the performance of managers and liaise with the Custodian, IC and managers as required.
- Consider and appoint new managers in asset classes that form part of the agreed asset allocation and investment strategy of the Section, in accordance with IFC decisions.
- Day to day oversight of the Section's managers, transition manager, Custodian, and IC.
- Implement any IFC approved rebalancing of the investment portfolio to take account of the agreed asset allocation and investment strategy.
- Arrange consolidated reporting of investments to the IFC.
- Manage the Section's cash balances, liquidity, leverage levels and collateral positions.

- Record decision-making processes of the IFC regarding investment recommendations from the IC.
- Implement the Section's Responsible Investing Policy and monitor ongoing adherence to the policy.

IC responsibilities

- Advise on all aspects of the investment of the Section's assets, including strategic and tactical allocation; implementation of the strategy; tactical rebalancing and providing support to the CIO team in its activities.
- Monitor the progress of the Section against the Trustee Funding Target.
- Advise on the Trustee's investment policies.
- Provide required training to the Trustee and the CIO team.
- Provide quarterly performance and risk reporting including analysis of interest rate, inflation, and longevity risks.
- Monitor impact of changes in investment allocation and strategy.

Fund Manager responsibilities

- Operate within the terms of this statement and their written contracts.
- Select individual investments with regard to their suitability and diversification.
- Advise the Trustee on suitability of the indices in the benchmark.

7.3. Under Section 36(3) of the Pensions Act 1995 (as amended), before investing in any manner, the Trustee must obtain and consider proper advice from their IC on the question whether the investment is satisfactory having regard to the requirements of regulations under subsection (2), so far as relating to the suitability of investments, and to the principles contained in the statement under section 35. It is generally accepted that 'retained investments' includes "managed", "balanced" or "pooled" funds where the Trustee has selected a single fund and where the manager has no discretion to invest in other vehicles.

7.4. The Trustee's policy is to review the retained investments and to obtain written advice about them at regular intervals (normally annually). These include vehicles available for members' AVCs. When deciding whether to make any new direct investments, the Trustee will obtain written advice and consider whether future decisions about those investments should be delegated to the fund managers.

7.5. The written advice will consider the issues set out in the Occupational Pension Schemes (Investment) Regulations 2005 and the principles contained in this statement. The regulations require all investments to be considered by the Trustee (or, to the extent delegated, by the fund managers) against the following criteria:

- the best interests of the members and beneficiaries
- security
- quality
- liquidity
- profitability
- nature and duration of liabilities
- tradability on regulated markets
- diversification

- use of derivatives

7.6. The Trustee's IC has the knowledge and experience required under the Pensions Act 1995.

7.7. The Trustee expects the fund managers to manage the assets delegated to them under the terms of their respective contracts and to give effect to the principles in this statement so far as is reasonably practicable.

7.8. Fund managers are remunerated on a percentage of fund basis and additionally, in some cases, on a performance basis. The level of remuneration paid to fund managers is reviewed periodically by the Trustee against market rates to ensure the fund managers' interests are aligned with those of the Section.

The Trustee will review this SIP at least every three years and immediately following any significant change in investment policy. The Trustee will take investment advice and consult with the Society over any changes to the SIP.

Appendix I: Glossary of Defined Terms

Actuarial Adviser is Keith Poulson of Aon Solutions UK Limited or any subsequent third party appointed by the Trustee to provide actuarial services.

Buy-out is the Actuarial Adviser's estimated cost of securing scheme benefits (for example buying-out with an insurer).

Buy-in is an insurance policy that covers a proportion of scheme liabilities, such as pensioners in payment.

Chief Investment Officer team is the pension investment team based within the Society's Treasury Division.

Contract for Services is the document that specifies the activities to be undertaken by the IC.

Custodian is Northern Trust Corporation or any subsequent third party appointed by the Trustee to provide safekeeping for all the Section's assets and perform the associated administrative duties, such as the collection of interest and dividends and dealing with corporate actions.

Fund is the Nationwide Pension Fund. The Fund is formed of two sections: the Nationwide Section and the Cheshire and Derbyshire Section.

Funding Ratio is the ratio of the value of the assets to the Trustee Funding Target.

Investment Consultant is Aon Investments Limited or any other third party appointed by the Trustee to provide investment advice about and monitoring of the Section's investment strategy, asset allocation, portfolio construction, fund managers and other investment related activities requested by the Trustee.

Investment Objective is as outlined in the opening statement of this Statement of Investment Principles.

Matching Assets means the sub-section of the Section's assets whose interest rate and inflation sensitivity are broadly equal to that of the Section's liabilities.

Recovery Plan is the plan, to be agreed with the Society, that sets out the basis on which, with the support of the Society, the Section becomes fully funded on a Technical Provisions basis.

Return Seeking Assets are all assets within the Equity and Illiquid Portfolio asset allocations and those assets within the Bond allocation that are not fixed rate or inflation linked gilts.

Section is the section of the Nationwide Pension Fund relating to the pension funds of the Cheshire and Derbyshire (C&D) building societies.

Services Agreement is the document between the Trustee and the Society that specifies the activities to be undertaken by the CIO team.

Society is the Nationwide Building Society or any successor in title that still remains the sponsoring entity of the Fund.

Technical Provisions is for the purpose of this Statement of Investment Principles, defined as the value of liabilities discounted using a UK Government yield curve, plus an additional margin at each spot rate of interest on the curve. The exact details of the technical provisions basis are set out in the Statement of Funding Principles, a document that is updated following each triennial valuation.

Terms of Reference relates to the respective documents that govern the activities, obligations, responsibilities and duties of the IFC as reviewed and agreed periodically by the Trustee.

Transition Manager is Russell Implementation Services Limited or any other third party appointed by the Trustee to provide implementation and transition services related to the asset allocation and individual fund mangers.

Trustee is Nationwide Pension Fund Trustee Limited or any successor that takes on the capacity as trustee for the Nationwide Pension Fund (the "Fund").

Trustee Funding Target is for the Section to be fully funded on a solvency basis with this basis being seen as a good proxy for a Buy-out. The Trustee Funding Target will be reviewed from time to time.