

Nationwide Pension Fund Report & Accounts

31 March 2019

NATIONWIDE PENSION FUND

ANNUAL REPORT

31 MARCH 2019

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NATIONWIDE PENSION FUND

TRUSTEE AND ADVISERS

| | |
|---|---|
| Trustee | Nationwide Pension Fund Trustee Limited |
| Trustee Directors | |
| Society Appointed | Peter Wilkin (Chairman) Andy Townsend (ceased 12 July 2018) Philip Whittome (for Steeple Professional Services Ltd) (ceased 30 June 2018) Muir Mathieson BESTrustees Ltd (represented by Catherine Redmond) (appointed 1 July 2018) Laura Faulkner (appointed 1 November 2018) |
| Member Nominated | Arthur Amos Rob Goldspink John Wriighthouse Sarah Garrett |
| Head of Pensions | Ian Baines |
| Chief Investment Officer | Mark Hedges |
| Administrator and Secretary | Vanessa Roberts |
| Accountant | Philip Ilott |
| Actuary | Keith Poulson, Aon Hewitt Ltd |
| Auditors (External) (Internal) | Grant Thornton UK LLP (appointed 22 November 2018) Deloitte LLP |
| Legal Advisers | Sacker & Partners LLP |
| Property Valuers | Knight Frank LLP |
| Investment Consultant | Aon Hewitt Ltd |
| Implementation Manager | Russell Implementation Services Ltd |

NATIONWIDE PENSION FUND

TRUSTEE AND ADVISERS - continued

Investment Managers: Nationwide Section

| | |
|-----------------------|---|
| Matching Assets | Aviva Investors Jersey Unit Trusts Management Ltd Fidelity Pensions Management Insight Investment Management (Global) Ltd Legal & General Investment Management Ltd |
| Return Seeking Assets | |
| Equities: | Harding Loevner LP Legal & General Investment Management Ltd Neuberger Berman Europe Ltd Oaktree Capital Management (UK) LLP Russell Implementation Services Ltd |
| Credit: | Barings LLC Bluebay Asset Management LLP CRC Capital (appointed July 2018) Falcon Bridge Capital II, LLC (ceased July 2018) GSO Capital Partners Kreos Capital V (Expert Fund) LP Kreos Capital VI (Expert Fund) LP M&G Alternatives Investment Management Ltd |
| Infrastructure: | Alinda Capital Partners LLC Equis Funds Group IFM Investors Pty Ltd Innisfree Ltd Macquarie Investment Management (UK) Ltd Star Capital Partners Ltd SteelRiver Infrastructure Fund North America LP Tiger Infrastructure Partners (appointed June 2018) |
| Private Equity: | Arsenal Capital Management LP BV Investment Partners Digital Growth (appointed July 2018) Dunedin Capital Partners The Energy and Minerals Group Investcorp Technology Partners (appointed June 2018) Kreos Capital Equity Limited |

NATIONWIDE PENSION FUND

TRUSTEE AND ADVISERS – continued

| | |
|-----------------|--|
| Private Equity: | L Capital Asia Advisors Mount Kellett Capital Partners (Cayman) LP NB Alternatives Advisers LLC Parcom Capital Management BV Permira V GP Ltd Platinum Equity Advisers LLC Perella Weinberg Partners Thompson Street Capital Manager LLC Trilantic Capital Management LLC |
| Real Estate: | Ares European Real Estate Management, LP CBRE Ltd DRC Capital LLP Genesta Property Nordic AB Goldman, Sachs & Co. Grasscourt GP Ltd Honeycourt GP Ltd Henderson Park LaSalle Investment Management PAG Holdings Ltd Revcap Advisors Ltd Silverpeak Real Estate Partners Walton Street Capital LLC (appointed October 2018) |

Investment Managers: C&D Section

Legal & General Investment Management Ltd

Custodians The Northern Trust Company

Pension Scheme Tax Reference 00271477RZ

Enquiries Employee Pensions
Nationwide Building Society
Nationwide House
Pipers Way
Swindon SN38 2GN

Tel: 01793 655131

**CHAIRMAN'S STATEMENT
FOR THE YEAR ENDED 31 MARCH 2019**

I am pleased to present the Report & Accounts for the Nationwide Pension Fund ('the Fund') for the financial year ended 31 March 2019.

Overview

The number of active members of the Fund is now 5,144. The number of pensioners has reached 8,341 and the biggest group of members is the 15,897 deferred members, who comprise approximately 54% of the membership.

The value of the Fund's assets is now £6,271 million, up 7% from £5,841 million at the previous year end. More commentary about the investments is included in the Trustee Report.

Funding

Uncertainty over Brexit continued to overshadow the UK economy, and this was compounded by concerns over trade wars between the US and China both of which put downward pressure on interest rates and some market volatility. The additional contributions noted below, combined with returns on the illiquid assets, had a positive impact on the funding level, permitting further de-risking of the Fund's investment portfolio. However, the outlook for the UK remains challenging given on-going Brexit issues. Globally asset prices across all markets remain high and opportunities for future investment returns are likely to be restricted. The investment portfolio is well diversified, thus reducing any specific asset or sector risks, but a general global downturn due to worsening trade wars or rising inflation will adversely impact the assets and the funding level.

In light of the £605m deficit that was identified in the Nationwide Section in the valuation as at 31 March 2016, as previously reported, the Society provided further funding of £100m in April 2017, £49m in July 2017 and £37m in August 2017. It was also agreed that the Society would provide £61m each July, from July 2018 to July 2021, if a deficit persists. The cost of future accrual of benefits identified in the same valuation led to ongoing employer contributions of 31.5% being paid since September 2017. More details are given in the Report on Actuarial Liabilities on page 12. The valuation process for 31 March 2019 is underway and the Trustee will communicate the outcome once it has been finalised.

The funding position of both sections is monitored regularly by the Trustee and its advisers and will naturally vary over time.

Governance & Operations

In October 2018, the High Court ruled in the case of Lloyds Banking Group, that the Guaranteed Minimum Pension (GMP) benefits for men and women under the relevant Lloyds' schemes should be equalised for benefits built-up between 17 May 1990 and 6 April 1997.

In common with many others, the Fund was contracted-out of the Government's State Earnings Related Pension Scheme and has members who may be affected by this ruling. The Trustee is considering the detail of the judgment with its advisers to assess how this may impact the Fund. This process will take some time to complete and further information will be provided to members affected in due course.

The Trustee continues to have a clear focus on risk management, with both the Board and its Committees monitoring the Fund's identified risks through a formal register, as well as considering the potential for emerging risks. The Board has its own Contingency Plan, that sits alongside the Society's, for the Employee Pensions and Chief Investment Officer teams, as well as all advisers. This means that the Board is better prepared to react if an event occurs, such as loss of email or other systems. The Fund has a robust data protection policy in place and takes the security of members' information very seriously, our privacy statement can be located on the Fund's website.

CHAIRMAN'S STATEMENT – continued

The Trustee launched a Member Portal last year, to complement the Fund's website and it was great that over a third of members registered. This Member Portal enables members to keep Expression of Wish and contact details up to date and see their benefit information (which is updated on an annual basis). If you haven't had an opportunity to log onto the Member Portal the Trustee Directors would encourage you to visit.

The Trustee, through its Operations Committee, regularly monitors service levels and resource. Over the last year the work received by our Administrators has increased, and this possibly reflects the greater focus on pensions in the media. The Administration team continue to provide a conscientious and quality service to our members.

It is important and good practice to regularly review the professional advisers to the Trustee. During the year, tenders were held for both the External Auditor and Investment Consultant, as a result Grant Thornton were appointed as the new External Auditor and Aon were re-appointed as Investment Consultant.

The Pensions Regulator is concerned that pension pots are attractive to potential scammers, who can be articulate and financially knowledgeable, with credible websites, testimonials and materials that are hard to distinguish from the real thing. If you are contacted unexpectedly or have any concerns you can obtain additional information at <https://www.pensionwise.gov.uk/en/scams>.

Whilst there is no defined contribution (DC) section in the Fund, DC Additional Voluntary Contributions ('AVCs') are offered. However, as one of the fund managers is exiting its arrangements the Trustee is currently undertaking a review to ensure that the current offering remains appropriate for members.

The Trustee in October 2015 put in place a Strategic Plan for 2015-2020. The Strategic Plan sets out the Trustee Mission and Vision Statement, as well as its aims and objectives over the five-year period. The Trustee Directors continue to reflect where they are on the journey to delivering their aims and are considering the Plan for 2020-2025.

Trustee Board

Trustee Directors continue to meet with our advisers on a regular basis, both at Committee and main Board meetings. There remains a focus on maintaining and developing knowledge and understanding, with individual and group training and a trustee strategy & development day. The Fund carries out an annual Trustee self-assessment process where we reflect on our collective and individual performance, as well as receive feedback from key advisers to ensure that we maintain a high-level of performance in our duties as Trustee Directors.

As ever, I would like to thank both Employee Pensions and the Investment team for their hard work and their great service to both the Trustee and the members.

Finally, I would like to acknowledge the efforts of all the Trustee Directors, in particular Andy Townsend, who left the Board during the course of the year, and am grateful for the support received from our professional advisers. I would also like to welcome Laura Faulkner, who joined the Board in November 2018.

Peter Wilkin
Chairman of the Trustee Board

NATIONWIDE PENSION FUND

TRUSTEE REPORT FOR THE YEAR ENDED 31 MARCH 2019

The Trustee of the Fund presents its Annual Report for the year ended 31 March 2019, together with the actuarial certificates and financial statements. The Fund is a defined benefit scheme providing all benefits based on Career Average Revalued Earnings ('CARE') from 1 April 2011. Prior to this date benefits were based on final salary for members who joined prior to 1 January 2002, and on CARE for members who joined after that date. After 1 April 2011 the final salary link has been maintained, where appropriate, for service before that date.

From 1 June 2007, the Fund was closed to new employees, who are eligible to join the Nationwide Group Personal Pension ('GPP') arrangement. The GPP arrangement is a defined contribution scheme administered by Aviva, and is not part of the Fund.

Following the merger on 30 June 2010 with the Cheshire Building Society Pension and Life Assurance Scheme ('the Cheshire Scheme'), and the Derbyshire Building Society Staff Pension Scheme ('the Derbyshire Scheme'), the Fund became sectionalised with two separate sections – The Nationwide Section and the Cheshire and Derbyshire Section ('C&D Section'). Separate financial disclosures for these two sections are provided in this report under Notes 22 to 25.

The Fund was 'contracted out' of the additional components of the State pension until 6 April 2016, when legislation came into effect which ended contracting out.

Management of Nationwide Pension Fund

On 1 April 2007 Nationwide Pension Fund Trustee Limited, a corporate body, was appointed as Trustee, and all serving Trustees became Trustee Directors.

The Fund is governed by a definitive Trust Deed and Rules dated 1 April 2012, together with subsequent amendments.

The Board of Nationwide Building Society ('the Society') has the power to appoint four Trustee Directors (and change them from time to time). All four Member Nominated Directors ('MND') positions are filled from the membership as a whole and have a term of office of five years. Any Trustee Director may, in exceptional circumstances, be removed from office by the unanimous decision of the other Trustee Directors, provided that approval is first obtained from the membership in a postal ballot (for Member Nominated Directors).

The current Trustee Directors are shown on page 2. Six of them, none of them employees of the Society, received payment for their services in the Fund year, as described in Note 6 to the financial statements.

Trustee meetings are normally held four times a year, with an additional strategy & development day. Decisions are made generally by consensus, but the rules provide for majority voting when a consensus cannot be reached. This happens very rarely. In the year to 31 March 2019 there were four Board meetings and the formal strategy & development day. Attendance at the meetings falling in each of the Directors' period of office was as follows:

| | | | |
|-----------------|--------|-------------------------------------|--------|
| Peter Wilkin | 5 of 5 | Catherine Redmond (BESTrustees Ltd) | 4 of 4 |
| Rob Goldspink | 5 of 5 | Sarah Garrett | 5 of 5 |
| Arthur Amos | 3 of 5 | John Wrighthouse | 5 of 5 |
| Philip Whittome | 1 of 1 | Muir Mathieson | 4 of 5 |
| Laura Faulkner | 1 of 1 | | |

A number of Committees also met throughout the year, as set out below:

- The Investment & Funding Committee meets at least quarterly with further meetings as required.
- The Operations Committee also meets on a quarterly basis with further meetings as required.
- The Governance Committee meets twice a year with further meetings as required.

NATIONWIDE PENSION FUND

TRUSTEE REPORT – continued

Review of the Financial Development of the Fund

The Fund Actuary performed the most recent actuarial valuation as at 31 March 2016. The valuation showed a deficit of £605m for the Nationwide Section at that date, and a surplus of £3m for the C&D Section. A deficit recovery plan for the Nationwide Section was agreed between the Trustee and the Society under which an initial lump sum payment of £49m was paid by the Society in July 2016, £100m was paid in April 2017, £49m in July 2017, £37m in August 2017 and a further £61m in July 2018. As long as a deficit remains, the Society has agreed to make further lump sums of £61m each year until July 2021.

It was also agreed to increase the employer's contribution rate, to cover the cost of future accrual of benefits, from 22.1% to 31.5% of pensionable salaries from 1 September 2017. The Trustee routinely monitors the Fund's funding position and a valuation as at 31 March 2019 has begun, with results expected in 2020.

An actuarial statement of the adequacy of the rates of contributions for the purpose of meeting the statutory funding objective at the time of the 31 March 2016 valuation is on page 44. A report on actuarial liabilities is on page 12.

There was a net withdrawal from dealing with members and the Sponsor of £8.3m for the year ended 31 March 2019 (2018: addition of £112.0m). The net effect of returns on investments has been to increase the value of the Fund by £438.7m (2018: £254.6m).

The financial statements have been prepared and audited in compliance with regulations under sections 41(1) and (6) of the Pensions Act 1995. They cover the year to 31 March 2019.

Sponsoring Employer

The Fund is sponsored by the Nationwide Building Society, whose address is Nationwide House, Pipers Way, Swindon, SN38 1NW.

Trust Deed and Rule Changes

There have been no changes in the year.

Change of Auditor

The Trustee appointed Grant Thornton UK LLP as auditors of the Fund from 22 November 2018. The former auditors, Crowe UK, have provided confirmation that there are no circumstances to report, as required by The Occupational Pension Scheme (Scheme Administration) Regulations 1996.

Disputes

If members have a complaint about the scheme the Employee Pensions Team should be able help resolve it. If members are not satisfied with the response they receive the Trustee has a formal complaints procedure in place for resolving disputes. This is a two-stage process. For details and relevant forms for the Internal Disputes Resolution Procedure (IDRP) they should contact the Employee Pensions Team.

Pensions Ombudsman (TPO)

If members have concerns they have the right to refer their complaint to TPO, who have legal powers to settle complaints and disputes. Their service is free, fair and impartial.

10 South Colonnade, Canary Wharf, London E14 4PU

Tel: 0800 917 4487.

Email: enquiries@pensions-ombudsman.org.uk

Website: www.pensions-ombudsman.org.uk

NATIONWIDE PENSION FUND

TRUSTEE REPORT – continued

Membership

The change in the membership of the Fund during the year is given below:

| | Note | Nationwide Section | C&D Section | Total |
|---|------|-----------------------|--------------|---------------|
| <u>Active Members</u> | | | | |
| Active members at the beginning of the year | | 5,429 | 15 | |
| Active members reinstated during the year | | 2 | - | |
| Members leaving prior to pensionable age | | (215) | (1) | |
| Deaths in service | | (5) | - | |
| Members retiring | | (81) | - | |
| | | <u>5,130</u> | <u>14</u> | 5,144 |
| <u>Deferred Members</u> | | | | |
| Deferred members at the beginning of the year | | 15,509 | 715 | |
| Deferred members added during the year | | 215 | 1 | |
| Deferred members transferring out | | (105) | (12) | |
| Deferred members retiring | | (379) | (20) | |
| Deaths in deferment | | (19) | (2) | |
| Closed Record over age 75 not claimed | | (1) | - | |
| Reinstated Closed Record | | 1 | - | |
| Pension commencements backdated | (b) | (3) | - | |
| Cessation of pension entitlements | | (3) | - | |
| | | <u>15,215</u> | <u>682</u> | 15,897 |
| <u>Pensioners</u> | | | | |
| Pensioners at the beginning of the year | | 7,316 | 621 | |
| Active members retiring | | 82 | - | |
| Deferred members retiring | | 379 | 20 | |
| Spouses and dependants | | 65 | 5 | |
| Commutations of trivial pensions | | (11) | (1) | |
| Deaths in retirement | | (113) | (9) | |
| Merged records | (a) | (12) | (1) | |
| Pension commencements backdated | (b) | 3 | - | |
| Childs pension ceased | | (3) | - | |
| | | <u>7,706</u> | <u>635</u> | 8,341 |
| TOTAL MEMBERSHIP AT 31 MARCH 2019 | | <u>28,051</u> | <u>1,331</u> | <u>29,382</u> |

(a) Merged records relate to members who previously had two separate periods of membership.

(b) The pension commencements of these members were backdated to the date of their leaving following Permanent Incapacity Early Retirement (PIER) review by the Trustee.

The figures for pensioners do not include approximately 25 members whose pension is paid directly to them by an insurance company in respect of an annuity purchased at the time of their retirement.

Investment Objectives and Strategy

The Trustee aims to invest the assets of the Fund prudently to ensure that the benefits promised to members are provided. The long-term objective of the Fund is to be fully funded on a Low Dependency basis. The Trustee believes this is best achieved by having both an investment strategy and a journey (or de-risking) plan.

The Trustee monitors the funding level of the Fund on both a Technical Provisions basis and a Low Dependency basis. There is a strong (but not perfect) link between the Technical Provisions, Low Dependency and Buy-out funding levels and the Trustee recognises that over time the relationship between these three measurements of liabilities will change. The plan is to steadily de-risk towards the Low Dependency basis. It is intended that the eventual target of the de-risking process will be a Destination Portfolio which largely matches the characteristics of the Fund's liabilities and allows for a margin to cover risk factors such as benefit caps and collars and longevity risk. As part of the de-risking process, the Trustee consults with the Society.

The parties expected to be involved in the monitoring and implementation process are as follows:

- the Investment and Funding Committee ('IFC') on behalf of the Trustee
- the Society's Market and Pension Risk team
- the Chief Investment Officer team ('CIO team')
- the Investment Consultant to the Trustee
- the Actuarial Adviser to the Trustee
- the Transition Manager to the Trustee
- the Liability Matching Investment ('LMI') Manager.

The Fund's investment strategy and strategic asset allocation are reviewed periodically to ensure that they are appropriate for the circumstances and objectives of the Fund.

The Trustee monitors the actual asset allocation versus the target weight and the ranges on a regular basis.

For the Nationwide Section the permitted ranges allow the Trustee to deviate tactically from the strategic asset allocation within the specified limits to avoid the need for constant rebalancing. The current strategic asset allocation strategy as at 31 March 2019 chosen to meet the objectives of the Nationwide Section is set out in the table below.

TRUSTEE REPORT – continued

| Asset Class | Target Weighting % | Range % |
|--------------------------------------|--------------------|--------------|
| Matching Assets | 50-60 | 45-65 |
| Government and Supranational Bonds | 40-50 | 30-50 |
| Alternative Matching Assets (AMA) | 5-10 | 5-10 |
| <i>Long Lease Property</i> | - | 0-5 |
| <i>Ground Rent Property</i> | - | 0-5 |
| <i>Other AMAs</i> | - | 0-3 |
| Return Seeking Assets | 45 | 40-50 |
| Equities | 12 | 10-15 |
| Physical | 8.5 | 6.5-10.5 |
| Synthetic | 4 | 3-5 |
| Credit | 10 | 7.5-12.5 |
| Alternative Credit | 2.5 | 2-4 |
| Illiquid portfolio – private markets | 22.5 | 17.5-27.5 |
| <i>Capital Appreciation</i> | | 10-15 |
| <i>Income Yielding</i> | | 5-10 |
| <i>Private Credit</i> | | 2-3 |
| Cash | 0 | 0-2 |

| Hedging Liabilities Targets | Target (as % of liabilities) | Range (as % of assets) |
|-----------------------------|------------------------------|------------------------|
| Inflation Hedging | 95 | 90-100 |
| Interest Rate Hedging | 95 | 90-100 |

The C&D Section’s strategic asset allocation is:-

| Asset Class | Target Weighting % |
|--------------------|--------------------|
| Global equities | 5-10 |
| Matching Portfolio | 90-95 |
| Cash | 0-2 |

Each section has its own Statement of Investment Principles (‘SIP’) which details the respective investment strategy. These meet the requirements of section 35 of the Pensions Act 1995 and section 244 of the Pensions Act 2004. The latest Nationwide Section SIP and C&D Section SIP were approved by the Trustee Board on 11 April 2019 taking account of changes agreed over the year and the planned future investment strategies.

Review of Investment Performance

The Fund’s combined investment assets as at 31 March 2019 were £6,268.8m (2018: £5,834.3m).

NATIONWIDE PENSION FUND

TRUSTEE REPORT – continued

The total returns for the Fund were as follows:-

| Asset Class | One Year | | Three Year ¹ | |
|--|------------|-------------|-------------------------|-------------|
| | Actual % | Benchmark % | Actual % | Benchmark % |
| Nationwide Pension Fund Performance | | | | |
| Total Return | 7.1 | 7.8 | 11.5 | 10.7 |

The Fund is split into two sections and their performance is as follows:-

| Nationwide Section Performance Analysis | | | | |
|---|------------|------------|-------------|-------------|
| Core Matching Assets ² | 8.5 | 10.7 | 11.1 | 11.6 |
| Alternative Matching Assets | 3.6 | 5.0 | 2.6 | 5.6 |
| Equities | 5.8 | 6.3 | 12.2 | 13.0 |
| Credit | (0.3) | 3.4 | 3.3 | 5.6 |
| Private Markets ³ | 13.7 | 7.4 | 16.3 | 8.0 |
| Total Return | 7.4 | 7.9 | 11.6 | 10.9 |

- 1 Five-year analysis is not provided as the portfolio and its benchmark were so significantly different that the returns are not comparable.
- 2 Core Matching Assets comprises bonds, including government bonds, corporate bonds and index linked securities.
- 3 Private Markets comprises real estate, private equity, infrastructure and private and real estate debt.

Overall the Nationwide Section has underperformed the benchmark primarily because of significant transition changes to the core matching assets. Asset underperformance has also been impacted by holding excess cash to manage against potential Brexit risks, although despite this, the return seeking assets still outperformed their benchmark by 1.1%. This was primarily due to the private markets portfolio, which has seen a steady flow of distributions from managers throughout the year.

| C&D Section Performance Analysis | | | | |
|-----------------------------------|------------|------------|------------|------------|
| Core Matching Assets ⁴ | 5.3 | | 9.3 | |
| Equities | 8.7 | | 14.0 | |
| Total Return | 5.5 | 5.6 | 9.4 | 9.3 |

- 4 Core Matching Assets during the year comprised bonds, including government bonds and corporate bonds.

The C&D Section has matched the benchmark over the period of review. No detailed benchmarking is required due to the passive nature of the investments.

The benchmarks for both sections of the Fund are composite benchmarks which take into account their strategic asset allocations.

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 the 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 Fund members on request.

NATIONWIDE PENSION FUND

TRUSTEE REPORT – continued

The latest full valuations of the Fund were carried out as at 31 March 2016 and showed the funding position to be as follows:

| | Nationwide Section | C&D Section |
|-----------------------------------|--------------------|-------------|
| Value of the Technical Provisions | £4,780m | £277m |
| Value of the assets at that date | £4,175m | £280m |
| Shortfall/Surplus | (£605m) | £3m |
| Funding level | 87% | 101% |

Update on the Funding Position

The information noted above relates to the last formal valuation of the liabilities which was undertaken as at 31 March 2016. This process is undertaken on a triennial basis and the next formal valuation for 31 March 2019 is currently underway. This process will consider the assumptions above and agreement will be reached on the appropriate values with the sponsor. The valuation will then form part of the discussions about, and agreement to, a deficit recovery plan with the sponsor. As noted on page 8 the current deficit recovery plan assumes annual lump sums of £61m are due from July 2019 until July 2021.

The actuary expects to include an allowance of £9m to cover the cost of equalising Guaranteed Minimum Pensions to meet a statutory obligation.

The estimated valuation as at 31 March 2018 showed a shortfall of £286m in the Nationwide section and a surplus of £19m in the C&D scheme.

Actuarial Method

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

The significant actuarial assumptions adopted for the Nationwide section as at 31 March 2016 are set out below:

- Discount rates:
Pre-retirement: fixed interest gilt yield curve plus 1.25% p.a.
Post-retirement: fixed interest gilt yield curve plus 1% p.a.
- Rate of pay increases:
Retail Price Index ('RPI') inflation plus 0.75% p.a.
- Rate of RPI price inflation:
Bank of England breakeven RPI curve less 0.1% p.a.
- Rate of Consumer Price Index ('CPI') price inflation:
RPI inflation less 0.9% p.a.
- Post-retirement mortality:
The SAPS S2 Series 'Light' table with scaling factors of:
- for pensioners 100% for men and 98% for women.
- for non-pensioners 108% p.a. for men and 102% for women.
An allowance for future improvements in line with the CMI 2015 Core Projections, assuming a long-term annual rate of improvement in mortality rates of 1.5% p.a. for men and women.

NATIONWIDE PENSION FUND

TRUSTEE REPORT – continued

The C&D section adopted the same assumptions as above with the exception of the discount rates and CMI mortality projection model (where the CMI 2014 projection model was adopted). The C&D Section adopted lower discount rates to reflect its lower risk investment strategy. The discount rates for the C&D section were set as:

- Pre-retirement: fixed interest gilt yield curve plus 1.0% p.a.
- Post-retirement: fixed interest gilt yield curve plus 0.5% p.a.

Compliance Information

Calculation of Transfer Values

Transfer values paid during the Fund year have been calculated and verified in the manner prescribed by regulations made under Section 97 of the Pension Schemes Act 1993. No transfer values included any discretionary benefits.

Pension Increases on Pensions in Payment

Pensions are reviewed annually on 1 April and, except where indicated below, were increased by 3.3% on 1 April 2019 (1 April 2018: 3.9%) in line with the RPI for the year ended 30 September 2018.

For members who were in a scheme which has since merged with the Fund, that part of their pension which accrued up to a given date may, depending on their membership details, have increased at one of the following fixed rates per annum:

- Lambeth scheme: 8.5% or 5%.
- Portman scheme: 5%.
- Nationwide Estate Agents, Anglia, London Goldhawk and At.Home schemes: 3%.
- Derbyshire scheme: 3.3% (increase is RPI min. 3% max 5%, and provided each 1st July)

Corporate Governance

The Fund's policy statement in respect of voting and corporate governance is included in section 3 of the Fund's Responsible Investment Policy which was adopted in support of the SIPs for the two sections on 11 April 2019. This highlights the Trustee's expectations that investment managers use their influence to carry out the Trustee's rights and duties as a shareholder including voting and where appropriate, engagement with underlying companies to promote good corporate governance, accountability and positive change.

The Responsible Investment Policy reflects the Trustee's continuing commitment to the 'Stewardship Code' which it committed to in March 2012. The Investment & Funding Committee reviews the Responsible Investment Policy, adherence to the Stewardship Code and investment managers' voting activities annually. Confirmation has been published on the websites of the Fund and the Financial Reporting Council.

Statement of Trustee's Responsibilities for the year ended 31 March 2019

The financial statements, which are prepared in accordance with applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice), are the responsibility of the Trustee. Pension scheme regulations require, and the Trustee is responsible for ensuring, that those financial statements:

- show a true and fair view of the financial transactions of the Fund during the Fund year and of the amount and disposition at the end of the Fund year of its assets and liabilities, other than liabilities to pay pensions and benefits after the end of the Fund year, and
- contain the information specified in Regulations 3 and 3A of 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 relevant financial reporting framework applicable to occupational pension schemes.

NATIONWIDE PENSION FUND

TRUSTEE REPORT – continued

In discharging the above responsibilities, the Trustee is responsible for selecting suitable accounting policies, to be applied consistently, making any estimates and judgements on a prudent and reasonable basis, and for the preparation of the accounts on a going concern basis unless it is inappropriate to presume that the Fund will not be wound up.

The Trustee is also responsible for making available certain other information about the Fund in the form of an annual report.

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

The Trustee is responsible under pensions legislation for preparing, maintaining and from time to time revising a Schedule of Contributions showing the rates of contributions payable towards the Fund by or on behalf of the employer and the active members of the Fund 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 Fund and for adopting risk-based processes to monitor whether contributions are made to the Fund by the employer in accordance with the Schedule of Contributions. Where breaches of the Schedule occur, the Trustee is required by the Pensions Act 1995 and 2004 to consider making reports to the Pensions Regulator and the members.

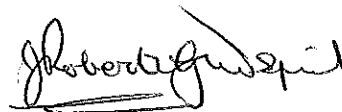
Further Information

Enquiries about the Fund or an individual's entitlement should be sent to Vanessa Roberts, Scheme Administrator, Employee Pensions, Nationwide Building Society, Nationwide House, Pipers Way, Swindon, Wiltshire, SN38 2GN.

The Trustee Report was approved by the Trustee on 11 July 2019 and signed on its behalf by:



Trustee Director



Trustee Director

INDEPENDENT AUDITOR'S REPORT TO THE TRUSTEE OF THE NATIONWIDE PENSION FUND

Opinion

We have audited the financial statements of the Nationwide Pension Fund for the year ended 31 March 2019 which comprise the Fund Account, the Statement of Net Assets (Available for Benefits) and notes to the financial statements, including a summary of 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 Fund during the year ended 31 March 2019, 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 3 and 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 Fund 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

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the Trustee's use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the Trustee has not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Fund's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The Trustee is responsible for the other information. 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.

INDEPENDENT AUDITOR'S REPORT – continued

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

We have nothing to report in this regard.

Responsibilities of Trustee for the financial statements

As explained more fully in the Trustee's responsibilities statement set out on pages 14 and 15, 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 Fund'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 Fund or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

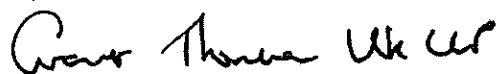
Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee 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 the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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 Fund's Trustee, as a body, in accordance with the Pensions Act 1995 and Regulations made thereunder. Our audit work has been undertaken so that we might state to the Fund'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 Fund's Trustee as a body, for our audit work, for this report, or for the opinions we have formed.



Grant Thornton UK LLP
Statutory Auditor

London
21 July 2019

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NATIONWIDE PENSION FUND

FINANCIAL STATEMENTS

Fund Account for the year ended 31 March 2019

| | Note | 2019 £m | 2018 £m |
|---|------|-----------------------|-----------------------|
| Contributions and benefits | | | |
| Additions | | | |
| Employer Contributions receivable | 3 | 128.7 | 250.7 |
| Member Contributions receivable | 3 | 2.1 | 2.0 |
| | | <u>130.8</u> | <u>252.7</u> |
| Withdrawals | | | |
| Benefits payable | 4 | (104.0) | (97.8) |
| Payments to and on account of leavers | 5 | (31.0) | (38.4) |
| Administrative expenses | 6 | (4.1) | (4.5) |
| | | <u>(139.1)</u> | <u>(140.7)</u> |
| Net (withdrawals)/additions from dealings with members | | <u>(8.3)</u> | <u>112.0</u> |
| Returns on investments | | | |
| Investment income | 7 | 62.8 | 62.0 |
| Change in market value of investments | 10 | 408.1 | 223.8 |
| Investment management expenses | 8 | (32.2) | (31.2) |
| Net returns on investments | | <u>438.7</u> | <u>254.6</u> |
| Net increase in the Fund during the year | | 430.4 | 366.6 |
| Net assets of the Fund | | | |
| At the beginning of the year | | 5,841.1 | 5,474.5 |
| At the end of the year | | <u>6,271.5</u> | <u>5,841.1</u> |

The Notes on pages 20 to 41 form part of these financial statements.

NATIONWIDE PENSION FUND

FINANCIAL STATEMENTS

Statement of Net Assets (Available for Benefits) as at 31 March 2019

| | Note | 2019 £m | 2018 £m |
|--|---------|----------------|----------------|
| Investment assets and liabilities | 9,10,19 | | |
| Assets | | | |
| Fixed interest securities | | 1,002.1 | 734.2 |
| Index linked securities | | 2,645.2 | 2,332.5 |
| Pooled investment vehicles | 12 | 2,946.2 | 2,894.3 |
| Derivatives | 13 | 29.9 | 17.6 |
| Property | 14 | 207.5 | 203.4 |
| Annuity investments | 15 | 0.8 | 0.9 |
| Cash deposits | 16 | 217.0 | 129.9 |
| Other investment balances | 16 | 1.8 | 11.4 |
| AVC & Bonus Saver investments | 17 | 11.1 | 11.3 |
| Amounts receivable under reverse repurchase agreements | 16,18 | 131.2 | - |
| | | 7,192.8 | 6,335.5 |
| Liabilities | | | |
| Derivatives | 13 | (16.8) | (23.9) |
| Amounts due under repurchase agreements | 16,18 | (904.6) | (472.8) |
| Other investment balances | 16 | (2.6) | (4.5) |
| | | (924.0) | (501.2) |
| | | 6,268.8 | 5,834.3 |
| Current assets and liabilities | | | |
| Current assets | 20 | 5.9 | 8.3 |
| Current liabilities | 20 | (3.2) | (1.5) |
| | | 2.7 | 6.8 |
| Net Assets of the Fund at 31 March | | 6,271.5 | 5,841.1 |

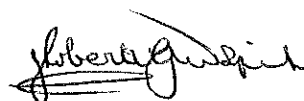
The Notes on pages 20 to 41 form part of these financial statements.

The financial statements summarise the transactions and net assets of the Fund. Liabilities to pay pensions and other benefits that are expected to become payable after the end of the Fund year are not dealt with in the financial statements. The actuarial position of the Fund, which does take account of such liabilities, is dealt with in the Report on Actuarial Liabilities on pages 12 and 13 of this Annual Report, and these financial statements should be read in conjunction with this report.

The financial statements on pages 18 to 41 were approved by the Trustee on 11 July 2019 and signed on its behalf by:



Trustee Director



Trustee Director

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 March 2019

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, Financial Reporting Standard 102 – The Financial Reporting Standard applicable in the UK and Republic of Ireland issued by the Financial Reporting Council (“FRS 102”) and the guidance set out in the Statement of Recommended Practice “Financial Reports of Pension Schemes” (2018) (“the SORP”).

Some pooled investment vehicles are held through limited partnerships in which the Fund is the only partner. In accordance with the SORP no consolidated accounts have been prepared as the statutory framework for pension schemes financial reporting does not require consolidation and the pooled investment vehicles are included within the Statement of Net Assets on the basis referred to in accounting policy 2(e)(ii) below. A summary of the limited partnerships’ net assets is disclosed in the pooled investment vehicle note in the financial statements.

The functional and presentation currency of these accounts is pounds sterling.

2. Accounting policies

The following principal accounting policies have been adopted in the preparation of the financial statements:

(a) Contributions

Normal contributions and Bonus Saver contributions are accounted for on an accruals basis in accordance with the month of payroll deduction. Deficit funding costs, redundancy waivers and augmentations are accounted for according to the due dates prescribed by the Schedule of Contributions or on the date of receipt if earlier.

(b) Transfers to other schemes

Transfer values are included in the financial statements in accordance with the agreement, which is normally when paid. They do not take account of members who have notified the Fund of their intention to transfer.

(c) Income from investments

All income from investments is accounted for on an accruals basis. Dividends from quoted and unquoted investments are accounted for on the date the investment goes ‘ex-dividend’. Rental income is accounted for in accordance with the terms of the lease. Income from pooled investment vehicles is accounted for when declared by the fund manager. In the case of accumulation pooled investment vehicles, income and expenses are retained within the unit price.

(d) Expenditure

Benefits payable are accrued from the later of the date of leaving, retirement or death, and the date on which any option is exercised. Tax settled by the Fund on behalf of a member is recognised in the accounts.

Management and administration expenses are accounted for when they fall due.

Acquisition costs of investments are included in the purchase cost of investments and disposal costs are deducted from the proceeds of sales of investments.

NOTES TO THE FINANCIAL STATEMENTS - continued

(e) Valuation of investments

- i. Fixed interest securities and index-linked securities are stated at their clean price, where applicable including the indexation element which is payable on maturity. Accrued interest is excluded from the market value of fixed income securities and is included in investment income receivable.
- ii. Pooled investment vehicles are valued at the bid price quoted by the managers or at a single price if only one price is quoted. Infrastructure and private equity funds are valued by the fund managers or their third-party agents, where the underlying investments held within those funds are valued at their fair value. Where year end valuations have not become available, as may be the case with some level 3 funds, fair value is estimated using the latest available valuation, amended for cash movements to the year end. Property limited partnerships are valued at the Fund's share of net assets, with the underlying property valued in accordance with accounting policy 2(e)(vi).
- iii. Futures contracts are valued at the exchange price for closing out the contract at the year-end date and this represents the unrealised profit or loss of the contract.
- iv. Swap contracts are stated at fair value, which is calculated using pricing models where inputs are based on market data at the year-end date. Interest is accrued monthly on a basis consistent with the terms of the contract. Net receipts or payments on swap contracts are reported within investment income.
- v. Forward foreign exchange contracts are stated at fair value, which is determined as the gain or loss that would arise if the outstanding contract were matched at the year end with an equal and opposite contract.
- vi. Direct property investments are valued on an open market basis as at 31 March each year by Knight Frank, an independent firm of Chartered Surveyors.
- vii. Annuity investments are the value of the insured annuities, calculated by Aon Hewitt, the Fund's actuarial advisers, using the same actuarial assumptions adopted for ongoing purposes in the triennial valuation of the Fund.
- viii. Unit-linked AVC assets are valued at the bid price or single price at the end of the accounting period. The with-profits funds held by Equitable Life, Zurich and Standard Life include an element of final bonus which is not guaranteed.

Bonds, mortgage backed securities, property, infrastructure, private equity funds and hedge funds are included at fair values. However, because of the inherent uncertainty associated with the valuation of some of these investments due to the absence of a liquid market, these fair values may differ from their realisable value.

(f) Foreign currencies

Assets and liabilities in foreign currencies are expressed in sterling at the rates of exchange prevailing at the year end and exchange differences arising are included in realised and unrealised investment gains. Income from foreign securities is expressed in sterling at the exchange rate prevailing when received.

(g) Repurchase agreements

- i. Repurchase Agreements – the Fund continues to recognise and value the securities that are delivered out as collateral, and includes them in the financial statements. The cash received is recognised as an asset and the obligation to pay it back is recognised as a payable amount.
- ii. Reverse repurchase agreements – the Fund does not recognise the securities received as collateral in its financial statements. The Fund does recognise the cash delivered to the counterparty as a receivable in the financial statements.

NOTES TO THE FINANCIAL STATEMENTS - continued

3. Contributions receivable

| | Note | 2019 £m | 2018 £m |
|-----------------------------------|------|--------------|--------------|
| Employer contributions: | | | |
| Normal | | 54.0 | 49.2 |
| Smart | (a) | 11.6 | 12.0 |
| Deficit | (b) | 61.0 | 186.0 |
| Redundancy waivers/augmentations | (c) | 1.8 | 3.0 |
| Bonus Saver (additional benefits) | (d) | 0.2 | 0.4 |
| Bonus Saver (money purchase) | (d) | 0.1 | 0.1 |
| | | <u>128.7</u> | <u>250.7</u> |
| Member contributions: | | | |
| Normal | | 0.2 | 0.2 |
| AVCs (additional benefits) | (d) | 1.5 | 1.4 |
| AVCs (money purchase) | (d) | 0.4 | 0.4 |
| | | <u>2.1</u> | <u>2.0</u> |
| | | <u>130.8</u> | <u>252.7</u> |

- (a) 'Smart pensions' relate to a salary sacrifice scheme that enables members to sacrifice part of their salary in return for the Society making a pension contribution for them.
- (b) Deficit contributions are made by the Society to help reduce the funding deficit. As described in the Trustee Report, sums of £100m, £49m and £37m were funded in the previous financial year in April, July and August 2017 respectively, and £61m was funded in July 2018. Further lump sums of £61m are due each July until July 2021, although these are conditional on the Fund's circumstances.
- (c) Redundancy waivers are payments made by the Society to improve the pensions of employees in lieu of a severance payment. Augmentation payments are additional contributions made by the Society to enhance the pensions of certain employees under the terms of their redundancy agreements with the Society.
- (d) Bonus Savers are payments made by the Society to improve the pensions of employees who have waived all or part of their annual entitlement. Money purchase Bonus Savers and AVCs are invested with the companies listed in Note 18. Alternatively, Bonus Savers or AVCs can be used to secure additional benefits in the form of pension credits.

4. Benefits payable

| | 2019 £m | 2018 £m |
|--|--------------|-------------|
| On or during retirement | | |
| Pensions | 82.9 | 77.2 |
| Commutations | 18.8 | 18.8 |
| Taxation where lifetime or annual allowance exceeded | 1.4 | 1.2 |
| | <u>103.1</u> | <u>97.2</u> |
| Death benefits | | |
| Death in service, deferment & retirement benefits | 0.9 | 0.6 |
| | <u>104.0</u> | <u>97.8</u> |

NOTES TO THE FINANCIAL STATEMENTS - continued

The pensions balance represents reimbursements to the Society for pensions paid.

5. Payments to and on account of leavers

| | 2019 | 2018 |
|---------------------------------------|------|------|
| | £m | £m |
| Individual transfers to other schemes | 31.0 | 38.4 |

6. Administrative expenses

| | 2019 | 2018 |
|-----------------------------------|------------|------------|
| | £m | £m |
| Administration & processing costs | 1.9 | 1.9 |
| Actuarial fees | 0.2 | 0.2 |
| Audit fees | 0.2 | 0.3 |
| Pension levies | 1.6 | 1.9 |
| Legal and other professional fees | 0.2 | 0.2 |
| | <u>4.1</u> | <u>4.5</u> |

Administration and management services for the Fund are provided by the Society. Fees payable by the Fund to the Society for services rendered are included in the total for administration and processing costs and totalled £0.05m (2018: £0.06m). Audit fees include both external (Grant Thornton UK LLP) and internal (Deloitte LLP) audit services.

Trustee Directors who are not employees of the Society are able to receive remuneration for their services. Trustee fees of £0.2m (2018: £0.2m) relating to the Fund year are included in the total for administration and processing costs.

7. Investment income

| | 2019 | 2018 |
|--|-------------|-------------|
| | £m | £m |
| Interest on fixed interest securities | 21.2 | 16.0 |
| Interest on index-linked securities | 10.5 | 8.1 |
| Income from pooled investment vehicles | 27.4 | 31.5 |
| Interest on swaps | 0.7 | (2.9) |
| Rental income | 9.2 | 10.7 |
| Income from annuities | 0.1 | 0.1 |
| Interest on cash deposits | 0.5 | 0.4 |
| Interest on repurchase agreements | (6.8) | (1.9) |
| | <u>62.8</u> | <u>62.0</u> |

Interest on repurchase agreements relates to holdings of index-linked securities, as described in Note 18.

Income from annuities is received from insurance companies in respect of policies purchased for certain pensioners. The income is used to provide part of the pensions for these individuals.

NOTES TO THE FINANCIAL STATEMENTS - continued

8. Investment management expenses

| | 2019 | 2018 |
|---|-------------|-------------|
| | £m | £m |
| Administration, management and custody | 30.7 | 29.6 |
| Investment consultancy fees | 0.8 | 0.9 |
| Investment services provided by the Society | 0.7 | 0.7 |
| | <u>32.2</u> | <u>31.2</u> |

Investment management expenses include fees of £25.1m (2018: £25.0m) that have been deducted directly from investment holdings, as described in Note 10.

9. Fair value determination

The investments have been analysed according to the following valuation hierarchy:

| | |
|---------|---|
| Level 1 | The unadjusted quoted price in an active market for identical assets or liabilities that the entity can access at the measurement date. Cash and government bonds fall in this level. |
| 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. This applies to pooled funds, which are open ended, priced frequently and have no significant redemption restriction under normal business conditions, and bonds which are valued on an average of broker quotes. |
| Level 3 | Inputs are unobservable (i.e. for which market data is unavailable) for the asset or liability. This applies to closed ended pooled arrangements, for example the private market investments. |

The Fund's investments have been analysed using the above hierarchy levels as follows:

| | Level 1 | Level 2 | Level 3 | Total |
|-----------------------------------|----------------|----------------|----------------|----------------|
| | £m | £m | £m | £m |
| At 31 March 2019 | | | | |
| Fixed interest securities | 1,002.0 | 0.1 | - | 1,002.1 |
| Index linked securities | 2,539.2 | 106.0 | - | 2,645.2 |
| Pooled investment vehicles | - | 1,828.2 | 1,118.0 | 2,946.2 |
| Derivatives | (2.2) | 15.3 | - | 13.1 |
| Property | - | - | 207.5 | 207.5 |
| Annuity investments | - | - | 0.8 | 0.8 |
| AVC/Bonus Saver investments | - | - | 11.1 | 11.1 |
| Cash deposits | 217.0 | - | - | 217.0 |
| Repurchase and reverse agreements | - | (773.4) | - | (773.4) |
| Other investment balances | 0.1 | 0.7 | (1.6) | (0.8) |
| | <u>3,756.1</u> | <u>1,176.9</u> | <u>1,335.8</u> | <u>6,268.8</u> |

NATIONWIDE PENSION FUND

NOTES TO THE FINANCIAL STATEMENTS - continued

At 31 March 2018

| | | | | |
|-----------------------------------|----------------|----------------|----------------|----------------|
| Fixed interest securities | 506.0 | 228.2 | - | 734.2 |
| Index linked securities | 2,232.2 | 100.3 | - | 2,332.5 |
| Pooled investment vehicles | - | 1,911.9 | 982.4 | 2,894.3 |
| Derivatives | (2.2) | (4.1) | - | (6.3) |
| Property | - | - | 203.4 | 203.4 |
| Annuity investments | - | - | 0.9 | 0.9 |
| AVC/Bonus Saver investments | - | - | 11.3 | 11.3 |
| Cash deposits | 129.9 | - | - | 129.9 |
| Repurchase and reverse agreements | - | (472.8) | - | (472.8) |
| Other investment balances | 3.5 | 4.8 | (1.4) | 6.9 |
| | <u>2,869.4</u> | <u>1,768.3</u> | <u>1,196.6</u> | <u>5,834.3</u> |

10. Investment movements

Movements in total net investments during the year were:

| | Value at 31 March 2018 £m | Cost of Purchases £m | Sales Proceeds £m | Change in Market Value £m | Value at 31 March 2019 £m |
|--|------------------------------------|----------------------------|-------------------------|---------------------------------|------------------------------------|
| Fixed interest securities | 734.2 | 870.7 | (631.8) | 29.0 | 1,002.1 |
| Index linked securities | 2,332.5 | 645.5 | (500.6) | 167.8 | 2,645.2 |
| Pooled investment vehicles | 2,894.3 | 1,245.0 | (1,381.1) | 188.0 | 2,946.2 |
| Derivatives | (6.3) | 4.5 | (4.3) | 19.2 | 13.1 |
| Property | 203.4 | 8.2 | (5.7) | 1.6 | 207.5 |
| Annuity investments | 0.9 | - | - | (0.1) | 0.8 |
| AVC/Bonus Saver investments | 11.3 | 0.5 | (1.4) | 0.7 | 11.1 |
| | <u>6,170.3</u> | <u>2,774.4</u> | <u>(2,524.9)</u> | <u>406.2</u> | <u>6,826.0</u> |
| Cash deposits and other investment balances | <u>(336.0)</u> | | | <u>1.9</u> | <u>(557.2)</u> |
| | <u>5,834.3</u> | | | <u>408.1</u> | <u>6,268.8</u> |

Transitions

Most of the purchases and sales again reflected a focus on improving matching risk throughout the year. The £384m net purchases in fixed interest/index linked securities in the above table was mostly achieved by the £301m increase in the repurchase agreement liability (included in 'cash deposits and other'). A further £425m purchases of bonds held with Insight was funded by running down existing matching assets: £235m has been taken from Legal & General pooled bonds during the year and £241m from Fidelity fixed interest bonds.

NOTES TO THE FINANCIAL STATEMENTS - continued

Within pooled investment vehicles, a net total of £151m has been distributed from private equity, private credit and property funds, which has been broadly matched by investments in those funds, either to new managers or to fulfil existing commitments.

Deficit funding of £61m received in July 2018 was used to facilitate the above transitions and to help provide the £67m required for the funding of pension benefits in the year.

Change in market value

The change in the market value of investments comprises all increases and decreases in the market value of investments held at any time during the year. Investment managers have deducted management fees of £25.1m during the year (2018: £25.0m) from holdings of pooled investment vehicles. Those fees have been charged as investment management expenses (Note 8) and change in market value has been increased accordingly to remove the loss in value associated with the fees, with a compensating increase in investment sale proceeds.

Capital commitments

As at 31 March 2019 the Fund was committed to providing further investment funding totalling approximately £582m (2018: £492m) if called upon to do so.

11. Transaction costs

Transaction costs are included in the cost of purchases and sale proceeds. They include costs charged directly to the Fund such as fees, commissions and stamp duty.

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

| | Commission | Levies, stamp duty and taxes | Total |
|----------------------------|------------|---------------------------------|------------|
| | £m | £m | £m |
| 2019 | | | |
| Pooled investment vehicles | 0.1 | - | 0.1 |
| Property | - | 0.1 | 0.1 |
| | <u>0.1</u> | <u>0.1</u> | <u>0.2</u> |
| 2018 | | | |
| Pooled investment vehicles | - | 2.6 | 2.6 |
| Property | - | 1.2 | 1.2 |
| | <u>-</u> | <u>3.8</u> | <u>3.8</u> |

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 amount of indirect costs is not separately provided to the Fund.

NOTES TO THE FINANCIAL STATEMENTS - continued

12. Pooled investment vehicles

As at 31 March 2019 the Fund's investment in pooled investment vehicles comprised:

| | 2019 £m | 2018 £m |
|----------------------|----------------|----------------|
| Bond funds | 782.7 | 887.4 |
| Equity funds | 950.2 | 907.5 |
| Property funds | 408.7 | 381.9 |
| Private market funds | 730.8 | 678.1 |
| Cash funds | 73.8 | 39.4 |
| | <u>2,946.2</u> | <u>2,894.3</u> |

Of the above investments, £2,610.7m (2018: £2,565.4m) was held in the Nationwide Section and £335.5m (2018: £328.9m) in the C&D Section.

Qualifying Investment Fund

The Fund is the sole investor in a Legal & General Synthetic Equity Fund that is included in the equity funds in the table above. This is a Qualifying Investment Fund ('QIF') which is a particular type of investment fund regulated by the Central Bank of Ireland.

The underlying assets of the QIF are:

| | 2019 £m | 2018 £m |
|--|-------------|-------------|
| Fixed interest securities | 58.1 | 46.7 |
| Total return swap assets | 4.7 | (4.7) |
| Foreign exchange contracts assets | 90.0 | 218.6 |
| Foreign exchange contracts liabilities | (87.6) | (216.8) |
| Cash and cash equivalents | 3.4 | 0.6 |
| | <u>68.6</u> | <u>44.4</u> |

Total return swaps held in the QIF at the year-end were as follows:

| | Nominal amount asset £m | Nominal amount liability £m | Market value asset £m | Market value liability £m |
|------------------|-------------------------------|-----------------------------------|--------------------------|------------------------------|
| At 31 March 2019 | - | (165.2) | 6.0 | (1.3) |
| At 31 March 2018 | - | (130.6) | - | (4.7) |

All of these contracts will expire in the next year. Collateral in the form of cash in place at the year end in respect of the swaps was as follows:

| | 2019 £m | 2018 £m |
|--|------------|------------|
| Collateral held (pledged from third parties) | 7.3 | 1.6 |
| Collateral pledged to third parties | (1.9) | (0.7) |

NOTES TO THE FINANCIAL STATEMENTS - continued

The forward foreign exchange contracts held in the QIF at the year-end were as follows:

| Currency | Net sale/(purchase) value at inception £m | Market value asset £m | Market value liability £m |
|------------------|---|--------------------------|------------------------------|
| Euro | (11.7) | - | (11.7) |
| GBP | 90.0 | 90.0 | - |
| Yen | (9.4) | - | (9.4) |
| USD | (66.5) | - | (66.5) |
| At 31 March 2019 | <u>2.4</u> | <u>90.0</u> | <u>(87.6)</u> |
| At 31 March 2018 | <u>1.8</u> | <u>218.6</u> | <u>(216.8)</u> |

Limited partnerships

The Fund holds two limited partnerships which hold a proportion of the Fund's property investments. The limited partnerships are not consolidated into the Fund financial statements as the statutory framework for pension scheme financial reporting does not require consolidation. The limited partnerships are accounted for at fair value and the Fund's 100% share of partnerships is included in the property pooled investment vehicles in the table above.

A summary of the aggregate net assets of the limited partnerships has been provided below:

| | 2019 £m | 2018 £m |
|--|--------------|--------------|
| Investment property | 98.7 | 102.1 |
| Debtors: amounts falling due within one year | 0.9 | 0.7 |
| Cash at bank | 0.1 | 0.2 |
| Creditors: amounts falling due within one year | <u>(1.1)</u> | <u>(1.0)</u> |
| Net assets of limited partnerships | <u>98.6</u> | <u>102.0</u> |

13. Derivatives

The Trustee has authorised the use of derivatives by its investment managers in line with the terms of their specific investment mandate and as part of the investment strategy of the Fund. Such use of derivatives can cover a range of instruments and purposes and includes, but is not limited to, the three following examples of derivative use and purpose:-

Futures: the Trustee did not want cash held to be 'out of the market' and therefore bought exchange traded index based futures contracts which had an underlying economic value broadly equivalent to cash held.

Swaps: the Trustee's aim is to match as far as possible the Liability Driven Investment portfolio and the Fund's long term liabilities, in particular in relation to their sensitivities to interest rate movements. Due to the lack of available long dated bonds the Trustee has entered into Over The Counter ('OTC') interest rate swaps during the year that extend the duration of the fixed income portfolio to better match the long term liabilities of the Fund.

Forward foreign exchange: in order to maintain appropriate diversification of investments within the portfolio and take advantage of overseas investment returns, a proportion of the underlying investment portfolio is invested overseas. To balance the risk of investing in foreign currencies whilst having an obligation to settle benefits in GBP, a currency hedging programme using forward exchange contracts has been put in place to reduce the currency exposure of these overseas investments to the targeted level.

NOTES TO THE FINANCIAL STATEMENTS - continued

| | 2019 | | 2018 | |
|--------------------------|--------------|-------------------|--------------|-------------------|
| | Assets £m | Liabilities £m | Assets £m | Liabilities £m |
| Futures | 1.2 | - | 1.0 | (3.0) |
| Swaps | 28.6 | (16.8) | 15.8 | (20.7) |
| Forward foreign exchange | 0.1 | - | 0.8 | (0.2) |
| | <u>29.9</u> | <u>(16.8)</u> | <u>17.6</u> | <u>(23.9)</u> |

Futures

| Underlying Investment | Expiration | Economic exposure (long) | Economic exposure (short) | Market value asset | Market value liability |
|--------------------------|------------------|--------------------------------|---------------------------------|-----------------------|---------------------------|
| | | £m | £m | £m | £m |
| UK equities | Less than 1 year | 3.9 | - | 0.1 | - |
| Overseas equities | Less than 1 year | 61.3 | - | 1.1 | - |
| | At 31 March 2019 | <u>65.2</u> | <u>-</u> | <u>1.2</u> | <u>-</u> |
| | At 31 March 2018 | <u>141.8</u> | <u>(49.3)</u> | <u>1.0</u> | <u>(3.0)</u> |

Futures are exchange traded derivatives and are used to obtain better exposure to underlying bonds, enhance investment returns and manage risk. The economic exposure represents the notional value of stock purchased under the futures contract and therefore the value is subject to market movements.

Swaps

| Nature | Expiration | Notional principal | Market value asset | Market value liability |
|----------------------|-------------------------|-----------------------|-----------------------|---------------------------|
| | | £m | £m | £m |
| Interest rate swaps | Less than 1 year | 97.9 | 0.1 | - |
| | Between 1 and 5 years | 194.8 | 0.2 | (0.2) |
| | Between 5 and 10 years | 448.2 | 3.9 | (0.4) |
| | Between 10 and 20 years | 338.4 | 7.3 | (0.2) |
| | | <u>1,079.3</u> | <u>11.5</u> | <u>(0.8)</u> |
| Inflation rate swaps | Less than 1 year | 68.0 | - | (0.2) |
| | Between 1 and 5 years | 149.5 | - | (6.2) |
| | Between 5 and 10 years | 302.8 | 4.5 | (9.1) |
| | Between 10 and 20 years | 227.3 | 9.9 | - |
| | Between 20 and 30 years | 33.3 | - | (0.5) |
| | Between 40 and 50 years | 8.7 | 2.7 | - |
| | | <u>789.6</u> | <u>17.1</u> | <u>(16.0)</u> |
| | At 31 March 2019 | <u>1,868.9</u> | <u>28.6</u> | <u>(16.8)</u> |
| | At 31 March 2018 | <u>708.5</u> | <u>15.8</u> | <u>(20.7)</u> |

Inflation swaps, interest rate swaps and credit default swaps are used to manage risk and match the Fund's long-term liabilities, especially in relation to their sensitivities to movements in inflation. The notional principal of the swap is the amount used to determine the value of the swapped receipts and payments.

NATIONWIDE PENSION FUND

NOTES TO THE FINANCIAL STATEMENTS - continued

Collateral, in the form of government bonds, in place at the year end in respect of swaps was as follows:

| | 2019 £m | 2018 £m |
|--|------------|------------|
| Collateral held (pledged by third parties) | - | 1.1 |
| Collateral pledged to third parties | 24.8 | 5.4 |

Forward Foreign Exchange Contracts

| | Currency | Gross sale/(purchase) value at inception £m | Market value asset £m | Market value liability £m |
|---------------|------------------|--|-----------------------------|---------------------------------|
| Currency sold | US Dollar | 7.3 | 0.1 | - |
| | Euro | 1.5 | - | - |
| | Other | 2.7 | - | - |
| | At 31 March 2019 | 11.5 | 0.1 | - |
| | At 31 March 2018 | 90.0 | 0.8 | (0.2) |

All forward foreign exchange contracts held at the year-end were OTC contracts to be settled within three months of the year end. Further details have been provided in Note 19.

14. Property

| | 2019 £m | 2018 £m |
|-------------------|------------|------------|
| Freehold property | 207.5 | 203.4 |

The Fund holds a number of interests in UK properties. There are no restrictions on the realisation of the properties, the remittance of income or disposal proceeds. The properties are illiquid as they would take between three and twelve months to find a suitable buyer.

All commercial leaseholders are responsible for repairs and maintenance and dilapidations. For residential flat leaseholders there is a service charge to cover repairs and maintenance to the building. The Fund manages its properties in line with its Ethical Landlord policy.

The properties are valued annually on 31 March at fair value by Knight Frank LLP, a firm regulated by the Royal Institute of Chartered Surveyors, in accordance with the Royal Institute of Chartered Surveyors' Valuation Standards UK PS1.1 Valuation for Financial Statements. The valuations were based on recent market transactions on arm's length terms.

15. Annuity investments

Annuity investments represent an actuarial valuation of investments providing the annuity income received by the Fund.

NOTES TO THE FINANCIAL STATEMENTS - continued

16. Cash deposits and other

| | 2019 £m | 2018 £m |
|---|----------------|----------------|
| Cash deposits | 217.0 | 129.9 |
| Unsettled assets | - | 5.4 |
| Accrued income | 1.8 | 6.0 |
| Amounts receivable under reserve repurchase agreement | 131.2 | - |
| | <u>350.0</u> | <u>141.3</u> |
| Unsettled liabilities | - | 3.1 |
| Accrued expenses | 2.6 | 1.4 |
| Amounts due under repurchase agreements | 904.6 | 472.8 |
| | <u>907.2</u> | <u>477.3</u> |
| Net cash deposits and other | <u>(557.2)</u> | <u>(336.0)</u> |

17. AVC and Bonus Saver investments

Aggregate amounts of AVC and Bonus Saver investments were:

| | | 2019 £m | 2018 £m |
|---------------------|----------------------------------|-------------|-------------|
| AVCs | Aviva | 0.1 | 0.1 |
| | Equitable Life Assurance Society | 0.2 | 0.2 |
| | Fidelity Pensions Management | 7.2 | 7.2 |
| | Legal and General | 0.1 | 0.1 |
| | Prudential Assurance Company | 1.6 | 1.8 |
| | Standard Life Assurance Company | 0.1 | 0.1 |
| | | <u>9.3</u> | <u>9.5</u> |
| Bonus Savers | Fidelity Pensions Management | 1.7 | 1.7 |
| | Prudential Assurance Company | 0.1 | 0.1 |
| | | <u>1.8</u> | <u>1.8</u> |
| | | <u>11.1</u> | <u>11.3</u> |

Small balances (less than £0.1m) are also held with Zurich Assurance Ltd (in respect of AVCs), Equitable Life Assurance Society (Bonus Savers) and Zurich Assurance Ltd (Bonus Savers).

The Trustee holds AVC and Bonus Saver assets invested separately from the main fund in the form of individual building society accounts, insurance policies and other unitised investments securing additional benefits on a money purchase basis for those members electing to pay additional voluntary contributions, and these assets do not form part of the common pool of assets available for members generally. Members participating in these arrangements each receive annual statements confirming the amounts held to their account and the movements in the year.

NOTES TO THE FINANCIAL STATEMENTS – continued

18. Repurchase and reverse repurchase agreements

The Fund has entered into repurchase agreements using its UK government index linked securities as the underlying security. The Fund retains the entitlement to receive income accruing on these securities and has a contractual agreement to repurchase the securities at a specified future date.

The securities are included in the financial statements as assets of the Fund at their market value. At 31 March 2019 the market value of securities sold under repurchase agreements was £967.4m (2018: £484.0m). At 31 March 2019 the market value of securities bought under reverse repurchase agreements was £129.8m (2018: £Nil).

Cash received from counterparties in respect of the securities that have been sold has been used by the Fund to increase its matching assets portfolio, although the repurchase arrangements are fungible and are not linked to specific assets. Amounts payable to counterparties under repurchase agreements are disclosed as liabilities in the Fund's financial statements under investment liabilities. At 31 March 2019 this amounted to £908.0m (2018: £473.4m) including £3.4m (2018: £0.6m) accrued interest. Amounts receivable from counterparties under reverse repurchase agreements are disclosed as assets in the Fund's financial statements under investment assets. At 31 March 2019 this amounted to £131.2m (2018: £Nil) including £0.01m (2018: £Nil) of accrued interest.

At 31 March 2019 there was collateral held in the form of index-linked bonds of £66.3m (2018: £8.6m) against the difference in valuation between the underlying securities and the repurchase agreements. At 31 March 2019 there was collateral held of £0.8m (2018: £Nil) against the difference in valuation between the underlying securities and the reverse repurchase agreements.

19. Investment risks

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Market risk includes currency risk, interest rate risk and other price risk, as explained below:

- Currency risk is the risk that the fair value of future cash flows of a financial asset will fluctuate because of changes in foreign exchange rates.
- Interest risk is the risk that the fair value or future cash flows of a financial asset will fluctuate because of changes in market interest rates.
- Other price risk is the risk that the fair value of future cash flows of a financial asset will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market.

The Trustee determines its investment strategy after taking advice from the investment consultant. The Fund has exposure to these risks because of the investments it makes in following the investment strategy. The Trustee manages investment risks, including credit risk and market risk, within agreed risk limits which are set taking into account the Fund's investment objectives, and by taking collateral. These investment objectives and risk limits are implemented through the investment management agreements in place with the Fund's investment managers, reviewed by the CIO team and monitored by the IFC by regular reviews of the investment portfolio.

Further information on the Trustee's approach to risk management, credit and market risk is set out below. This does not include annuity policies or AVC or Bonus Saver investments as these are not considered significant in relation to the overall investments of the Fund.

The investment objective of both sections of the Fund is set out under Investment Objectives and Strategy on page 10.

NOTES TO THE FINANCIAL STATEMENTS - continued

The Nationwide Section

For the Nationwide Section investment strategy, 50%-60% of net investments are to be made in matching assets that will broadly move in line with the long-term liabilities of the Section. These comprise UK government and corporate bonds, inflation and interest rate swaps, long lease property and ground rents.

The purpose of holding these assets is to target a 100% hedge against the impact of interest rate and inflation movements on long-term liabilities.

In addition, 45% of the net investments are to be invested in return seeking investments comprising global equities, equity futures, investment property, credit and debt investments, private equity and infrastructure investments. Both matching and return seeking assets, which total £6,486.0m (2018: £5,933.1m), are supported by using repurchase agreements to provide cash that can acquire additional matching assets, which along with other cash and derivatives decrease net assets to £5,922.4m (2018: £5,494.1m).

The Trustee considers the asset classes and investment risks in matching and return seeking terms. The investment strategy is best explained in this context.

An analysis of the investments held in the Nationwide Section by the different strategies is provided below:

| Asset Class | Segregated £m | Pooled £m | 2019 Total £m | 2018 Total £m |
|---|------------------|----------------|------------------|------------------|
| Matching Assets | | | | |
| Government and Supranational Bonds ¹ | 3,647.2 | - | 3,647.2 | 3,111.7 |
| Corporate Bonds ¹ | - | - | - | 302.1 |
| Alternative Matching Assets: | | | | |
| Long Lease Property | 119.5 | 107.8 | 227.3 | 210.2 |
| Ground Rent Property | 7.4 | - | 7.4 | 7.1 |
| LP Property | - | 98.1 | 98.1 | 101.6 |
| Cash | 2.3 | 46.1 | 48.4 | 55.5 |
| Derivatives | 11.7 | - | 11.7 | (5.1) |
| Other assets/liabilities | 2.4 | - | 2.4 | 3.1 |
| Total Matching Assets | 3,790.5 | 252.0 | 4,042.5 | 3,786.2 |
| Return Seeking Assets | | | | |
| Equities | - | 716.2 | 716.2 | 851.0 |
| Corporate Bonds | 0.1 | 597.4 | 597.5 | 239.9 |
| Private Markets | | | | |
| Infrastructure | - | 316.2 | 316.2 | 329.1 |
| Property | 80.6 | 152.0 | 232.6 | 219.8 |
| Private & Property Debt | - | 164.1 | 164.1 | 101.7 |
| Private Equity | - | 387.5 | 387.5 | 327.5 |
| Cash | 29.7 | 0.5 | 30.2 | 78.6 |
| Derivatives | 1.4 | - | 1.4 | (2.0) |
| Other assets/liabilities | (2.2) | - | (2.2) | 1.3 |
| Total Return Seeking Assets | 109.6 | 2,333.9 | 2,443.5 | 2,146.9 |

NOTES TO THE FINANCIAL STATEMENTS - continued

| Cash and Leverage/Derivatives | | | | |
|---|----------------|----------------|----------------|----------------|
| Cash | 185.0 | 24.8 | 209.8 | 33.0 |
| Other Derivatives | - | - | - | 0.8 |
| Repurchase Agreements | (773.4) | - | (773.4) | (472.8) |
| Total Other Assets and Liabilities | (588.4) | 24.8 | (563.6) | (439.0) |
| Total Net Assets (excluding AVCs) | 3,311.7 | 2,610.7 | 5,922.4 | 5,491.1 |

¹ The value of bonds in Matching Assets has increased and this is principally due to increases in repurchase agreements used to progress the de-risking strategy.

Matching Assets

The Trustee has set an allocation target for total investment in matching assets of between 50%-60% of the total investment portfolio as part of the matching asset investment strategy. As at 31 March 2019 the matching asset portfolio of £4,042.5m (2018: £3,786.1m) represented 68% of the total net investment portfolio (2018: 69%). Adjusting for repurchase agreements means the matching asset portfolio nets down to 56% which is within the ranges set for the portfolio, but it will vary depending on normal market/interest rate movements.

Interest Rate Risk

The Nationwide Section is subject to interest rate risk through its investments in bonds, long lease property, ground rents, interest rate swaps and cash, either as segregated investments or as pooled funds and derivative contracts, as set out in the table above. However, these assets are held as part of the matching assets strategy to mitigate liability risk because of their sensitivity to interest rates, so if interest rates fall the value of the matching assets will rise to help match the resulting increase in actuarial liabilities. Similarly, if interest rates rise the matching asset investments will fall in value as will the actuarial liabilities. The Trustee has a strategy to target an interest rate hedge of 95% of liabilities risk on a technical provisions basis. At 31 March 2019 the interest rate hedge ratio was 82% (2018: 72%).

Inflation Risk

The Nationwide Section is subject to inflation risk through its investments in the segregated index linked securities (as per Note 9), long lease property and ground rents, either as segregated investments or as pooled funds, as shown in the table above, and inflation swaps (as per Note 13). The long lease property assets and ground rent investments are only partial hedges for inflation as the income streams they generate are uplifted at set periods and not annually. However, these assets are held as part of the matching assets strategy to mitigate liability risk because of their sensitivity to inflation. If inflation rises the value of the matching assets will rise to help match the increase in actuarial liabilities. Similarly, if inflation falls the matching asset investments will also fall in value as will the actuarial liabilities. The Trustee has a strategy to target an inflation hedge of 95% of liabilities on a technical provisions basis. At 31 March the inflation rate hedge was 87% (2018: 78%).

Return Seeking Assets

The year-end allocation to return seeking assets of £2,443.5m (2018: £2,147.0m) was 41% (2018: 39%), within the acceptable range set under the strategic asset allocation. The allocation will vary depending on normal market movements and the SIP allows for the Trustee to make short term allocations that move beyond these ranges.

The Fund considers its risk exposure in economic terms rather than the accounting treatment. These means that asset allocation limits are set with regard to the economic risk rather than the accounting treatment. This is highlighted by the following table.

NOTES TO THE FINANCIAL STATEMENTS - continued

| Manager/Fund | Accounting Exposure (£m) | Economic Exposure (£m) |
|------------------------|--------------------------|------------------------|
| Developed Equity | 569.4 | 710.5 |
| LGIM Passive | 480.1 | 480.1 |
| Russell Futures | 20.8 | 65.2 |
| LGIM TRS | 68.5 | 165.2 |
| Emerging Market Equity | 167.6 | 167.6 |
| Neuberger Berman | 53.7 | 53.7 |
| Harding Loevner | 58.7 | 58.7 |
| Oaktree | 55.2 | 55.2 |
| Total | 737.0 | 878.1 |

Interest Rate Risk

In the Return Seeking Assets, the segregated bonds and cash and a proportion of the private & property debt and private equity funds as shown in the table above are also exposed to interest rate risk. The investment managers will consider the risk and expected reward when determining which investments to invest in.

All Nationwide Section Assets*Currency Risk*

The Nationwide Section operates a global investment strategy and therefore is subject to currency risk across a broad range of investments. The Trustee manages this in a variety of ways.

- Developed market equity investments are held in pooled funds and included derivative held exposure through total return swaps and futures; they have a target currency hedge of 70%, with a range of 65%-75%. This is provided by holding the hedged element in a sterling share class with the fund manager hedging the position. Hedging beyond this level is considered to be inefficient with the costs of hedging outweighing the benefits. This was the case at the current and preceding year end.
- Exposure to emerging markets equities representing 19% (2018: 23%) of the economic risk exposure to equity as shown in the table above is not hedged as return from these investments is derived from both equity and currency performance.
- Non-UK bonds included in the return seeking assets are hedged 100% for currency purposes through investment in sterling share classes where the fund manager hedge the position.
- Currency hedging is not undertaken for overseas private equity, infrastructure, and property investments as the cost would be prohibitive due to the timing and quantity of the realisation of these very illiquid investments being unknown.

Other Price Risk

The Nationwide Section is subject to other price risk principally in relation to its return-seeking portfolio which includes equity and private market funds, as shown in the table above, and futures (Note 13). The derivatives holdings include exposure to a synthetic equity pooled fund that uses total return swaps to obtain equity exposure.

The Section is also subject to other price risk in matching assets, principally in relation to its investments in properties, whether as segregated investments or through pooled arrangements, as shown in the table above.

Other price risk varies depending on the particular market. In addition, the Trustee uses repurchase arrangements as part of its investment strategy, which has some re-pricing risk.

The Trustee manages this exposure to overall price movements by constructing a diverse portfolio of investments across various markets it accesses.

NOTES TO THE FINANCIAL STATEMENTS - continued

Credit Risk

The Nationwide Section is subject to credit risk because it directly invests in bonds and over the counter ('OTC') derivatives, has cash balances and enters into repurchase agreements. It also invests in pooled investment vehicles, in which it is directly exposed to credit risk, and is indirectly exposed to credit risks arising on the financial instruments held by the private debt and property debt funds.

Credit risk arising on bonds and loans held directly is mitigated by investing in government and supranational bonds where the credit risk is minimal. Credit risk arising on bonds or loans held indirectly through segregated or pooled accounts is mitigated by:

- bonds which are rated at least investment grade, and
- by investment mandates that specify the type of bonds that can be held; these mandates have been subject to due diligence of the fund manager before any investment was made to ensure that the expected return of the investments was commensurate with their expected credit risk. Investments in this category include a multi-asset credit fund (which holds a range of different bonds and loans across a variety of credit classes and a range of credit ratings), and
- investment in unrated loans that are secured either on commercial real estate or on the assets of a business; the expected return from these loans is commensurate with the expected credit risk.

Credit risk arising on derivatives depends on whether the derivative is exchange traded or over the counter. OTC derivative contracts are not guaranteed by any regulated exchange and therefore the Section is subject to risk of failure of the counterparty. The credit risk for OTC swaps is reduced by collateral arrangements (see Note 13). Credit risk also arises on forward foreign currency contracts which are collateralised with cash for margin calls. Where collateral is not posted all counterparties are required to be at least investment grade.

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

Credit risk on repurchase agreements is mitigated through the use of a range of collateral arrangements as disclosed in Note 13.

Pooled Funds

Pooled funds are generally unrated due to the nature of the investment. Direct credit risk arising from pooled investment vehicles is mitigated by the underlying assets of the pooled arrangements being ring-fenced from the pooled manager, the regulatory environments in which the pooled managers operate and diversification of investments amongst a number of pooled arrangements. The Trustee carries out due diligence checks on the appointment of new pooled investment managers and on an ongoing basis monitors any changes to the operating environment of the pooled manager.

Pooled investment arrangements used by the Fund comprise £1,656.4m (2018: £1,699.2m) unit-linked insurance contracts and £954.3m (2018: £866.2m) limited partnership arrangements.

Indirect credit risk arises in relation to underlying investments held in pooled investment vehicles. This includes bonds, secured loan arrangements and the QIF. The investment managers will consider the risk and expected reward when determining which investments to invest in. This was the case at the current and preceding year end.

C&D Section

For the C&D Section the investment strategy currently seeks to invest: -

NOTES TO THE FINANCIAL STATEMENTS - continued

- 90%-95% of its investments into Matching Assets that will broadly move in line with the long-term liabilities of the Section. These comprise UK government and corporate bonds. The purpose of holding these assets is to hedge against the impact of interest rate and inflation movements on long-term liabilities. As at 31 March 2019 the bond funds represented 93% (2018: 93%) of the total investment portfolio based on the fair value of the investments. This variance from the target asset allocation is within the target range and will vary depending on normal market/interest rate movements.
- In addition, the Section has set a target asset allocation of 5%-10% of investments being held in global equities. As at the year end the allocation to return seeking assets was 7%. This is within the target allocation and will vary depending on normal market/interest rate movements.

| Asset Class | 2019 Total £m | 2018 Total £m |
|--|--------------------------|--------------------------|
| Matching Assets | | |
| Bond funds | 312.2 | 305.9 |
| Return Seeking Assets | | |
| World equity fund | 23.1 | 22.8 |
| Total Net Assets (excluding AVCs) | 335.3 | 328.7 |

Credit Risk and Pooled Funds

The C&D Section is subject to credit risk because it invests in pooled investment vehicles, in which it is directly exposed to credit risk, and is indirectly exposed to credit risks arising on the financial instruments held by the vehicles.

Direct credit risk arising from pooled investment vehicles is mitigated by the underlying assets of the pooled arrangements being ring-fenced from the pooled manager, the regulatory environments in which the pooled managers operate and diversification of investments amongst a number of pooled arrangements. The Trustee monitors any changes to the operating environment of Legal & General on an ongoing basis, with the assistance of its investment advisers.

Pooled investment arrangements used by the Section comprise unit-linked insurance contracts.

Indirect credit risk arises in relation to underlying investments held in the bond pooled investment vehicles as shown in the table above. This is mitigated by only investing in bonds that are at least investment grade. This was the position at the current and preceding year end.

Currency Risk

The C&D Section is only exposed to currency risk through the world equity fund exposure, as shown in the table above. However, this is mitigated by investment in a sterling share class where the fund manager hedges the underlying currency risk.

Interest and Inflation Rate Risk

The C&D Section is subject to interest and inflation rate risk because of its investments in bonds, through pooled bond funds, as shown above. However, these assets are held because of their sensitivity to interest and inflation rates in order to mitigate liability risk.

Other Price Risk

For the C&D Section, other price risk arises principally in relation to the world equity fund, as shown above.

NOTES TO THE FINANCIAL STATEMENTS – continued

20. Current assets and liabilities

| | 2019 | 2018 |
|--------------------------------------|--------------|--------------|
| | £m | £m |
| Current assets | | |
| Cash balances | 5.9 | 7.1 |
| VAT debtor | - | 1.2 |
| | <u>5.9</u> | <u>8.3</u> |
| Current liabilities | | |
| Unpaid benefits | (0.9) | (0.3) |
| Accrued expenses | (1.6) | (0.5) |
| Amounts outstanding with the Society | (0.7) | (0.7) |
| | <u>(3.2)</u> | <u>(1.5)</u> |

21. Related party transactions

Reimbursements to the Society of pensions payments are disclosed in Note 4.

Included in administrative expenses and investment management expenses are fees charged to the Fund from the Society, as disclosed in Notes 6 and 8 respectively. Of these, accrued expenses at the end of the financial year included £0.2m in respect of administrative expenses and £0.7m in respect of investment management expenses.

Arthur Amos, Trustee Director, is in receipt of pension from the Fund. Details of Trustee Director remuneration are provided in Note 6. Accrued fees and expenses were less than £0.1m.

There were no employer-related investments during the Fund year, either directly or in pooled funds.

NATIONWIDE PENSION FUND

NOTES TO THE FINANCIAL STATEMENTS - continued

22. Nationwide Section:
Fund Account for the year ended 31 March 2019

| | 2019 £m | 2018 £m |
|--|----------------|----------------|
| Contributions and benefits | | |
| Additions | | |
| Employer Contributions receivable | 128.7 | 250.7 |
| Member Contributions receivable | 2.1 | 2.0 |
| | <u>130.8</u> | <u>252.7</u> |
| Withdrawals | | |
| Benefits payable | (97.5) | (91.4) |
| Payments to and on account of leavers | (25.7) | (37.0) |
| Administrative expenses | (4.0) | (4.3) |
| | <u>(127.2)</u> | <u>(132.7)</u> |
| Net additions from dealings with members | <u>3.6</u> | <u>120.0</u> |
| Returns on investments | | |
| Investment income | 62.8 | 62.0 |
| Change in market value of investments | 390.6 | 217.8 |
| Investment management expenses | (31.9) | (30.8) |
| Net returns on investments | <u>421.5</u> | <u>249.0</u> |
| Net increase in the Section during the year | 425.1 | 369.0 |
| Net assets of the Section | | |
| At the beginning of the year | 5,510.5 | 5,141.5 |
| At the end of the year | <u>5,935.6</u> | <u>5,510.5</u> |

NOTES TO THE FINANCIAL STATEMENTS - continued

23. Nationwide Section:

Statement of Net Assets (Available for Benefits) as at 31 March 2019

| | 2019 £m | 2018 £m |
|--|----------------|----------------|
| Investment assets and liabilities | | |
| Assets | | |
| Fixed interest securities | 1,002.1 | 734.2 |
| Index linked securities | 2,645.2 | 2,332.5 |
| Pooled investment vehicles | 2,610.7 | 2,565.4 |
| Derivatives | 29.9 | 0.6 |
| Property | 207.5 | 203.4 |
| Annuity investments | 0.8 | 0.9 |
| Cash deposits | 217.0 | 129.9 |
| Other investment balances | 1.8 | 11.4 |
| AVC & Bonus Saver investments | 11.0 | 11.2 |
| Amounts receivable under reserve repurchase agreement | 131.2 | - |
| | 6,857.2 | 5,989.5 |
| Liabilities | | |
| Derivatives | (16.8) | (6.9) |
| Amounts due under repurchase agreements | (904.6) | (472.8) |
| Other investment balances | (2.4) | (4.3) |
| | (923.8) | (484.0) |
| | 5,933.4 | 5,505.5 |
| Current assets and liabilities | | |
| Current assets | 5.3 | 6.5 |
| Current liabilities | (3.1) | (1.5) |
| | 2.2 | 5.0 |
| Net Assets of the Section at 31 March | 5,935.6 | 5,510.5 |

NOTES TO THE FINANCIAL STATEMENTS - continued

24. C&D Section: Fund Account for the year ended 31 March 2019

| | 2019 £m | 2018 £m |
|---|---------------------|---------------------|
| Contributions and benefits | | |
| Withdrawals | | |
| Benefits payable | (6.5) | (6.4) |
| Payments to and on account of leavers | (5.3) | (1.4) |
| Administrative expenses | (0.1) | (0.2) |
| | <u>(11.9)</u> | <u>(8.0)</u> |
| Net withdrawals from dealings with members | <u>(11.9)</u> | <u>(8.0)</u> |
| Returns on investments | | |
| Change in market value of investments | 17.5 | 6.0 |
| Investment management expenses | (0.3) | (0.4) |
| Net returns on investments | <u>17.2</u> | <u>5.6</u> |
| Net increase/(decrease) in the Section during the year | 5.3 | (2.4) |
| Net assets of the Section | | |
| At the beginning of the year | 330.6 | 333.0 |
| At the end of the year | <u>335.9</u> | <u>330.6</u> |

25. C&D Section: Statement of Net Assets (Available for Benefits) as at 31 March 2019

| | 2019 £m | 2018 £m |
|--|---------------------|---------------------|
| Investment assets and liabilities | | |
| Assets | | |
| Pooled investment vehicles | 335.5 | 328.9 |
| AVC investments | 0.1 | 0.1 |
| | <u>335.6</u> | <u>329.0</u> |
| Liabilities | | |
| Other investment balances | (0.2) | (0.2) |
| | <u>335.4</u> | <u>328.8</u> |
| Current assets and liabilities | | |
| Current assets | 0.6 | 1.8 |
| Current liabilities | (0.1) | - |
| | <u>0.5</u> | <u>1.8</u> |
| Net Assets of the Section at 31 March | <u>335.9</u> | <u>330.6</u> |

INDEPENDENT AUDITOR'S STATEMENT ABOUT CONTRIBUTIONS TO THE TRUSTEE OF THE NATIONWIDE PENSION FUND

We have examined the summary of contributions payable to the Nationwide Pension Fund, for the Fund year ended 31 March 2019 which is set out on page 43.

In our opinion contributions for the Fund year ended 31 March 2019 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 Fund Actuary on 2 August 2017 for the Nationwide Section and the Schedule of Contributions certified by the Fund Actuary on 29 June 2017 for the C&D Section.

Scope of work on statement about contributions


Our examination involves obtaining evidence sufficient to give reasonable assurance that contributions reported in the attached 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 Fund and the timing of those payments under the Schedule of Contributions.

Respective responsibilities of Trustee and the auditor

As explained more fully in the Statement of Trustee's Responsibilities set out on page 14, the Fund's Trustee is responsible for preparing, and from time to time reviewing and if necessary revising, a Schedule of Contributions and for monitoring whether contributions are made to the Fund by the employer in accordance with the Schedule of Contributions.

Use of our statement

This statement is made solely to the Fund's Trustee, as a body, in accordance with the Pensions Act 1995 and the Regulations made thereunder. Our work has been undertaken so that we might state to the Fund'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 Fund's Trustee as a body, for our work, for this statement, or for the opinions we have formed.



Grant Thornton UK LLP
Statutory Auditor, Chartered Accountants
London
11 July 2019

NATIONWIDE PENSION FUND

SUMMARY OF CONTRIBUTIONS PAYABLE DURING THE FUND YEAR ENDED 31 MARCH 2019

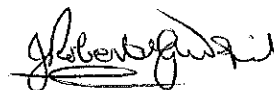
Contributions payable to the Fund by the employer under the Schedule of Contributions in respect of the year ended 31 March 2019 were as follows:

| | £m |
|--|--------------|
| Employer normal contributions | 54.0 |
| Employee normal contributions | 0.2 |
| Deficit funding contributions | 61.0 |
| Redundancy waivers/augmentation payments | 1.8 |
| Total contributions received in accordance with the Schedule | 117.0 |
| Additional employer contributions received not covered by the Schedule | 11.9 |
| Additional employee contributions received not covered by the Schedule | 1.9 |
| Total contributions as per the financial statements on page 18 | 130.8 |

Signed on behalf of the Trustee on 11 July 2019 by:



Trustee Director



Trustee Director

NATIONWIDE PENSION FUND

Certificate of schedule of contributions

Nationwide Pension Fund – Nationwide Section

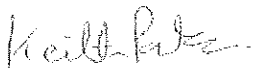
Adequacy of rates of contributions

1. I certify that, in my opinion, the rates of contributions shown in this Schedule of Contributions are such that the statutory funding objective could have been expected on 31 March 2016 to be met by the end of the period specified in the Recovery Plan dated 2 August 2017.

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 2 August 2017.

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

| | |
|---|---|
| Signature:  | Date: 2 August 2017 |
| Name: Keith Poulson | Qualification: Fellow of the Institute and Faculty of Actuaries |
| Address: Verulam Point, Station Way, St Albans, AL1 5HE | Name of employer: Aon Hewitt Limited |

Certification of schedule of contributions

Nationwide Pension Fund – Cheshire and Derbyshire Section

Adequacy of rates of contributions

1. I certify that, in my opinion, the rates of contributions shown in this schedule of contributions are such that the statutory funding objective could have been expected on 31 March 2016 to continue 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 29 June 2017.

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

Signature:  Date: 29 June 2017

Name: Keith Poulson Qualification: Fellow of the Institute and Faculty of Actuaries

Address: Verulam Point
Station Road
St Albans
AL1 5HE Name of employer: Aon Hewitt Limited