

Lloyd's Superannuation Fund

Annual report for the year ended 31 March 2024

Fund Registration Number 10079832

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The Trustee's Report

Introduction

This report relates to the operation of the Lloyd's Superannuation Fund ("the Fund") during the year ended 31 March 2024.

The Fund is a defined benefit ("DB") pension fund established by Trust Deed dated 10 October 1929. The Fund is registered for tax purposes and accordingly the Fund is exempt from income and capital gains tax.

With effect from 30 November 2020 the Fund closed to future accrual and all remaining active members became deferred members.

Management of the Fund

LSF Pensions Management Limited ("LSF") acts as sole Trustee, having been appointed with effect from 1 January 2002.

Under the terms of the LSF's Articles of Association, the Board consists of up to two Independent Directors, up to three nominated Employers' Directors and up to three Members' Directors. Each Director will serve for a period of up to four years. Directors may be reappointed to serve for more than one term of office. A minimum of three and a maximum of eight Directors are required.

The LSF's Articles of Association are in the process of being updated.

A new Independent Director is planned to be appointed during 2024.

The names of the directors who served during the year and those serving at the date of approval of this report are as follows:

Name	Nominated/appointed by	Date appointed/resigned
Eric Stobart	Independent Chairman	Resigned 14 December 2023
Paul Horncastle	Members' Director	
Stephanie Mocatta	Members' Director	Appointed 1 April 2023
Neil O'Leary	Employers' Director	
Yvonne Slater*	Employers' Director	

*Yvonne Slater was appointed as Chair with effect from 14 December 2023.

The Trustee's Report (continued)

Fund advisers

The Trustee retains a number of professional advisers in connection with the operation of the Fund. The advisers currently appointed are as follows:

Role	Provider
Scheme Actuary	Richard Gibson (until 1 December 2023) F.I.A, Barnett Waddingham LLP
	Ali Tayyebi (from 1 December 2023) F.I.A, Barnett Waddingham LLP
Advising Actuaries	Barnett Waddingham LLP
Pension Manager	Muse Advisory Limited (until 31 December 2023)
	Ross Trustee Services Limited t/a Independent Governance Group (IGG) (from 1 January 2024)
Administrator of the Fund benefits	Barnett Waddingham LLP
Investment Consultants	Lane Clark & Peacock LLP
Independent Auditor	RSM UK Audit LLP
Investment Managers	Arcmont Asset Management Limited Insight Investment Management Limited Janus Henderson Global Investors Limited LaSalle Investment Management
Insurance Policy (Buy In)	Pension Insurance Corporation
AVC Managers	Scottish Equitable (part of Aegon NV)
Legal Advisers	Sackers & Partners LLP
Covenant Adviser	Ernst & Young LLP
Custodians of the Fund assets	Northern Trust Global Services SE
Bankers	National Westminster Bank Plc Lloyds Bank Plc

Changes in and other matters relating to Fund advisers

Richard Gibson resigned as Scheme Actuary on 1 December 2023. As required by Regulations made under the Pensions Act 1995 Richard Gibson confirmed in his notice of resignation that he knew of no circumstances connected with his resignation that significantly affected the interests of the members, prospective members or beneficiaries of the Fund. The Trustee appointed Ali Tayyebi as Scheme Actuary on 1 December 2023.

Other than those shown above there have been no further changes to Fund advisers during the Fund year under review.

The Trustee's Report (continued)

Trustee governance

The full Board met four times during the year ended 31 March 2024. These were the scheduled half-yearly meetings, and also two special meetings to discuss the triennial valuation and amendments to the Articles of Association respectively. The Board manages the governance of the Fund, and is supported by two committees, as follows:

- The Audit and Risk Committee which oversees the production and audit of the Annual Report and the Trustee's risk management function; and
- The Operations Committee which oversees the management and operation of the Fund, including the payment of benefits to members.

The Committees had scheduled meetings twice during the year ended 31 March 2024, aligned with the scheduled Board meetings, as well as ad hoc additional meetings, as required.

Subject to any conflicts of interest, Directors may attend any Committee meeting whether or not they are members, although only appointed Directors may vote.

Trustee training and performance evaluation

Upon appointment Directors are offered training, dealing with all aspects of pension trusteeship. Newly appointed Directors are also required to complete the on-line training provided by the Pensions Regulator. This has various modules that cover the whole gamut of pension trusteeship, including documentation, funding and investment.

Also, individual Directors attend courses and seminars run by organisations such as the Pensions and Lifetime Savings Association or the Pensions Management Institute, and the Fund's advisers or investment managers, so as to keep up to date with the ever-changing pension environment.

The Directors undertake regular evaluation of how the Board is performing and the Trustee Director skills, either with external facilitation or by means of a self-assessment. Such evaluations determine what further training is required to enable the Directors to keep up to date with developments in pensions and related issues. The Trustee Board has planned an assessment of Trustee Director skills to take place in the new Fund year commencing 1 April 2024.

Risk register

As part of its governance, the Directors maintain a register of actual and potential risks. Having identified the risks, the Board considers the potential impact of those risks, the likelihood of them occurring and the controls in place to mitigate them. From this, the Board ranks those risks with the potential for the greatest impact and ensures that strategies are adopted and resources made available to manage them effectively.

Whilst the Board has overall responsibility for identifying and monitoring risks, risks are also assigned to and monitored by the Audit and Risk Committee, and the Operations Committee. The Board reviews the risk register regularly to keep the analysis or risk up to date, to ensure that the internal controls remain adequate and to identify any additional or emerging risks.

The Trustee's Report (continued)

The Participating Employers

The names of the Participating Employers during the year were as follows:

MS Amlin Corporate Member Limited
MS Amlin Corporate Services Limited ("MS Amlin" or the "Sponsor")

Financial development of the Fund

During the year the value of the net assets decreased by £19,164,000 to £292,226,000 as at 31 March 2024. The decrease comprised net withdrawals from dealings with members of £19,009,000 together with a net decrease from the return on investments of £155,000.

Fund Audit

The financial statements on pages 20 to 35 have been prepared and audited in accordance with regulations made under sections 41(1) and (6) of the Pensions Act 1995.

Tax status of Fund

The Fund is a registered pension scheme under Chapter 2 of Part 4 of the Finance Act 2004 and, to the Trustee's knowledge, there is no reason why the Fund's registered status should be prejudiced or withdrawn.

Fund membership

As at 31 March 2024 there were 2,162 members in the Fund, a net decrease over the previous year of 40. The information below details the membership movement during the year under review and the make-up of the Fund's total membership as at 31 March 2024.

	Number as at start of year	Changes in year	Number as at end of year
Deferred members	822		
adjustment		(1)	
new ¹		1	
transferred out		(1)	
retired		(64)	
died		(2)	
		<hr/>	
		(67)	755
Pensioners	1,149		
adjustment		(2)	
new pensioners		64	
died		(39)	
		<hr/>	
		23	1,172
Dependants	231		
adjustment		1	
new dependant		18	
died		(15)	
		<hr/>	
		4	235
	<hr/>		<hr/>
	2,202		2,162

¹The new deferred member is a divorcee member preserved benefits following a pension sharing order.

The adjustments are in respect of changes to members status received after the previous year end.

The Trustee's Report (continued)

Fund membership (continued)

Included with deferred members are 4 members (2023: 4) whose benefits are held with an annuity policy held in the name of the Trustee, whilst included within pensioners are 3 (2023: 3) pensioners whose pensions are paid via the same annuity policy.

With effect from 30 November 2020 the Fund closed to future accrual and all remaining active members became deferred members.

Pension increases and transfer values

The Rules of the Fund require the Trustee to review annually the levels of pensions either prospectively or currently in payment and at the Trustee's discretion to award an increase, subject to seeking the advice of the Scheme Actuary as to the affordability of such an increase. The Trustee has not awarded any such discretionary increase (i.e. above any increases mandated in the terms of the particular sections of the Fund) since 1999. The Trustee invests the Fund's assets instead with a view of maximising the security of members' existing benefits. The Trustee does not intend to deviate from its current policy in the foreseeable future.

Whilst the Fund's General Rules include statutory increases, each employer was able to participate in the Fund on terms that it wished. These terms were included in individual Fund Rules, referred to as a Fund's Memorandum. Some employers included guaranteed pension increases within their individual Fund memoranda, with guaranteed increases ranging from 3% to 5% per annum.

Following receipt of a report from the Scheme Actuary, the Trustee has directed that no allowance be made for future discretionary increases in the transfer value calculation. Allowance has still been made for any pension increase guarantee that may be included in the Fund memoranda.

Escrow bank account

During the year the Sponsor set up a second escrow bank account into which contributions have been paid since September 2023, as permitted under the Schedule of Contributions certified by the Scheme Actuary on 16 May 2023. Further details on the escrow bank account arrangements can be found on page 7.

GMP equalisation

On 26 October 2018, a High Court decision involving Lloyds Banking Group ruled that occupational pension schemes are required to adjust members' benefits to remove the sex inequality caused by the Guaranteed Minimum Pension ("GMP") earned from 17 May 1990 (the date of an earlier court decision on equal treatment) up to and including 5 April 1997 (when GMPs ceased to build up). Only certain members (i.e. those who built up GMP during the period above) will be affected by this High Court decision.

The Trustee has taken steps to equalise benefits for certain categories of members who are eligible to take full commutation of all of their Fund benefits on the basis of those benefits being very small or due to the member being in serious ill-health as well as for members taking transfers out of the Fund.

The Trustee is currently considering and taking advice as to how to proceed with this complicated area for other members, noting that working out how to adjust affected members' benefits will be a complex process which will likely take some time to complete and implement.

The Trustee's Report (continued)

GMP equalisation (continued)

On 20 November 2020, the High Court handed down a further judgment on the GMP equalisation case in relation to the Lloyds Banking Group pension schemes. This follows from the original judgment on 26 October 2018 above which confirmed that schemes need to equalise pensions for the effect of unequal GMPs between males and females. This latest judgment confirms that defined benefit schemes which provide GMPs need to revisit and where necessary top up historic Cash Equivalent Transfer Values that were calculated based on unequalised benefits.

The issues determined by the judgment arise in relation to many other defined benefit pension schemes. The Trustee will be considering this at a future date and decisions will be made as to the next steps. Any adjustments necessary will be recognised in the financial statements. They will be accounted for in the year they are determined. At the date of signing these accounts, the value of any such adjustments is not expected to be material to the financial statements.

Codes of Practice

The Trustee is aware of and adheres to the Codes of Practice issued by the Pensions Regulator ("TPR"). The objectives of these codes are to protect members' benefits, reduce the risk of calls on the Pension Protection Fund ("PPF") and to promote good administration.

Following the publication of the Pension Regulator's new General Code of Practice on 10 January 2024 (passed into law in March 2024), the Trustee will be considering the impact of this on the Fund's governance arrangements to ensure there is an appropriate effective system of governance.

The Pensions Regulator: Record Keeping

TPR issues guidance on all aspects of pension scheme data record keeping to all those responsible for the data (the trustees) and those who administer pension schemes. The guidance covers both common data and scheme-specific (conditional) data. The guidance sets out good practice in helping trustees to assess risks associated with record keeping, including taking steps to ensure security against cyber-attacks. Improved data means that trustees and employers will be able to make a more precise assessment of their financial liabilities. Schemes are expected to keep their data under regular review and set targets for the improvement in the standard of data recorded. The Trustee takes all necessary steps to comply with TPR's regulations in terms of record keeping and in other aspects of Fund governance.

More information can be found at:

<https://www.thepensionsregulator.gov.uk/en/trustees/contributions-data-and-transfers/record-keeping>

Contact for further information

Members are encouraged to register and use the online facility called BWebstream. If, as a Fund member, you wish to obtain further information about the Fund, including copies of the Fund documentation, your own pension position, or who to contact in the event of a problem or complaint, please use the online facility or write to or telephone:

Lloyd's Superannuation Fund, c/o Barnett Waddingham LLP, 2 London Wall Place, London, EC2Y 5AU.
Telephone: 0333 111 1222

Alternatively, enquiries may be made to: lsfadmin@barnett-waddingham.co.uk

Website: www.lsf.org.uk

A copy of this annual report can be downloaded from: <https://lsf.org.uk/assets/downloads/2024/lsf-report-and-accounts-2024.pdf>

The Trustee's Report (continued)

Report on Actuarial Liabilities

The Scheme Actuary to the Lloyd's Superannuation Fund carries out a triennial valuation of the Fund known as an actuarial valuation, which measures its financial position. The most recent triennial actuarial valuation of the Fund was carried out as at 31 March 2022.

	31 March 2022
Assets	£448.5m
Amount needed to provide benefits	£445.0m
Surplus	£3.5m
Funding level	101%

As part of the 31 March 2022 valuation agreement, MS Amlin agreed to continue the contributions schedule from the previous 31 March 2019 valuation, by directing these contributions into a new escrow account arrangement rather than directly into the Fund. Under the Schedule of Contributions agreed at the 31 March 2022 valuation, MS Amlin will therefore pay contributions of £3.71m each year for the three years from 31 March 2024 to 31 March 2026 into this new escrow account arrangement. The new escrow arrangement may be drawn on by the Trustee or MS Amlin, in specified circumstances.

In addition, MS Amlin agreed to maintain the existing escrow account of at least £14m, that the Trustee or MS Amlin may draw on in specified circumstances.

The Trustee holds a charge over both escrow accounts.

The next triennial valuation of the Fund will be performed no later than 31 March 2025.

A copy of the latest Certification of the Schedule of Contributions prepared under Part 3 of the Pensions Act 2004 is appended to this report.

The financial statements on pages 20 to 35 do not take into account liabilities which fall due after the year-end. As part of the triennial valuation, the Scheme Actuary considers the funding position of the Fund and the level of contributions payable.

The key assumptions adopted for the valuation as at 31 March 2022 are summarised in the table on the below, and all assumptions are set out in the Statement of Funding Principles dated 16 May 2023, which is available to Fund members on request. The actuarial method used in the calculation of the Technical Provisions as at 31 March 2022 is the Projected Unit Method.

Key assumptions

Discount rate and investment strategy underlying funding basis	Investment strategy prudently returning gilts + 1.25% pa, trending down linearly for each Fund year to a portfolio prudently returning gilts + 0.50% pa by 1 April 2030
Price inflation (RPI)	Consistent with data published by the Bank of England supplemented with Merrill Lynch gilt yield data at short terms
Price inflation (CPI)	1 Apr 2022 – 31 Mar 2023: RPI inflation less 2.0% pa 1 Apr 2023 – 31 Mar 2030: RPI inflation less 1.0% pa Post- 1 Apr 2030: In line with RPI inflation

The Trustee's Report (continued)

Key assumptions (continued)

Mortality table – Members with pensions under £21,500 pa	110% of S3PMA table for males 96% of S3PFA for females
Mortality table – Members with pensions over £21,500 pa	93% of S3PA_Light table
Allowance for improvements in life expectancy	CMI 2021 projection with long-term rate of improvement of 1.5% pa, a period smoothing parameter of 7.0 and an initial rate addition of 0.75% pa and a 2020 and 2021 weighting parameter of 0%
Allowance for cash commutation	17.5% of pension commuted on best estimate terms
Allowance for transfers out	10% of members opt to transfer at retirement on 98.5% of best estimate CETV terms
Allowance for ongoing administration and management expenses	Reserve of £4.9m Expenses incurred by the Fund between 1 July 2023 and 31 March 2030 are separately addressed through the Schedule of Contributions
Allowance for requirement of sex equalisation on GMP benefits	Reserves held pending Trustee investigation of these issues: <ul style="list-style-type: none"> • £5million in respect of ongoing Fund members, representing broadly: <ul style="list-style-type: none"> ○ 3.4% of GMP liability for members where excess benefits for the relevant period were increasing in payment ○ 11% of GMP liability for members where excess benefits for the relevant period were non-increasing in payment who are GMP-only members ○ 3.7% of GMP liability for members where excess benefits for the relevant period were non-increasing in payment who are not GMP-only members ○ Corresponding allowances in respect of past payments to these members, with interest • £4million in respect of top-ups for members who previously transferred out of the Fund (representing ca.1% of past transfers and buy-outs paid together with interest)

The Trustee's Report (continued)

Market review

The overall management of the Trustee's investments is the responsibility of the Trustee. However, the day-to-day management of the Fund's asset portfolio is the responsibility of the investment managers and bulk annuity provider, who operate within the guidelines of their specific mandates.

Over the year under review, the investments of the Fund were managed by Janus Henderson Global Investors Limited ("Janus Henderson"), Arcmont Asset Management Limited ("Arcmont"), LaSalle Investment Management ("LaSalle") and Insight Investment Management Limited ("Insight").

In addition, the Trustee has a bulk annuity contract with Pension Insurance Corporation ("PIC") to insure benefit payments linked to the Fund's pensioner members.

Statement of Investment Principles

In accordance with section 35 of the Pensions Act 1995, a Statement of Investment Principles ("SIP") has been produced by the Trustee following consultation with the Sponsor. The main purpose of the SIP is to set out details of the investment strategy that is to be followed, the Trustee's investment objectives and its attitude to risk. The SIP was last reviewed and updated in December 2021. The Trustee reviews the SIP at least once every three years, and after any significant change in investment strategy and is currently reviewing the SIP. The Sponsor, the appointed Investment Consultant, and the appointed Scheme Actuary are consulted during the review.

The current SIP (dated December 2021) is available to download from:

<https://lsf.org.uk/assets/sownloads/2022/lsf-SIP-december-2021.pdf>

Investment strategy

The broad investment objectives are agreed by the Trustee, having consulted with the Sponsor. Within the context of these risk and return objectives, the Trustee, taking advice from the Fund's investment consultants, decides on the overall allocation of assets between the various asset classes, and selects the appropriate managers within each asset class.

The Trustee, in agreement with the Sponsor, has adopted a new long-term objective to target buy-out within a reasonable timeframe. Further details of the new strategy will be documented in an updated SIP.

There were no material changes to the investments during the year ended 31 March 2024. The size of the Contractual Income portfolio with Insight decreased as some of the assets matured naturally in-line with the run-off of the portfolio. The proceeds were largely reinvested in Asset-Backed Securities with Insight, as per the Trustee's policy.

The Trustee's Report (continued)

Investment strategy (continued)

Manager	Asset class	Allocation as at 31 March 2024 (%)	Allocation as at 31 March 2023 (%)
LaSalle	Property	0.6	0.9
Janus Henderson ¹	Multi-Asset Credit	10.7	9.9
Arcmont ²	Private Credit	13.0	13.1
Insight	Contractual Income	22.9	35.9
Insight	Liability Driven Investments Asset Backed Securities	52.8	40.2
Total		100.0	100.0

¹The investment with Janus Henderson was divested on 5 July 2024 and the proceeds reinvested into the Insight Contractual Income portfolio.

² Arcmont is valued at 31 March 2024 based on a partial valuation of assets.

Departures from the SIP

During the previous Fund year the Trustee sold its equity holdings with Veritas and the diversified growth holdings with Ruffer, in order to fund the collateral requirements of the Insight Liability Driven Investments ("LDI") portfolio during the period of gilt market volatility in September and October 2022. There were no significant subsequent changes to the investment strategy over the Fund year. The Trustee has reviewed the Fund's investment strategy over the year following the finalisation of the 31 March 2022 actuarial valuation, and the SIP will be updated accordingly to reflect agreed changes before the end of 2024. As a result, the investments were out of line with the SIP as at the year end.

Performance of the Fund's assets

The performance of the investment managers is reviewed periodically at the Trustee's meetings. The following table shows the performance of the Fund over the one, three and five year periods to 31 March 2024, and the appointed Investment managers over one year before the deduction of fees except where indicated.

Fund	One year (%)		
	Performance	Benchmark	Out/(under)performance
LaSalle (Property) ¹	18.9	n/a	n/a
Janus Henderson (Multi-Asset)	10.4	5.2	5.2
Arcmont (Private Credit)	12.7	8.0	4.7
Insight (Contractual Income)	8.6	5.2	3.4
Insight (LDI, including ABS funds)	(11.7)	(12.0)	0.3

¹ LaSalle property portfolio is in run-off and therefore there is no suitable benchmark available.

The Trustee's Report (continued)

Performance of the Fund's assets (continued)

Performance is shown net of fees, with the exception of the Insight contractual income and LDI portfolio (including ABS) which is shown gross of fees. The returns for Insight's LDI portfolio are shown on a levered basis versus the gilts benchmark comparator as calculated by LCP.

The following table shows the overall performance of the Fund:

Performance	One year (%)		Three years (% p.a.)		Five years (% p.a.)	
	Fund	Benchmark	Fund	Benchmark	Fund	Benchmark
Fund	1.1	(1.3)	(8.8)	(9.4)	(3.2)	(3.9)

Source: Investment managers. Fund performance has been estimated by LCP.

Custody of assets

The underlying assets are held by a number of custodians who have agreements with the investment manager of the assets. There is no direct relationship between the investment managers' custodians and the Trustee.

The Trustee has a direct relationship with Northern Trust only. Northern Trust has direct custody of the following segregated accounts during the year: LaSalle, Insight Contractual Income and Insight LDI. On an annual basis, the Trustee reviews the procedures and controls operated by the custodian.

Investment principles

Trustee's policies in relation to voting rights

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

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

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

However, where the Trustee holds assets in pooled funds, the Trustee has limited influence over managers' stewardship practices, but it encourages its managers to improve their practices where appropriate.

The Trustee's Report (continued)

Trustee's policies on environmental, social and governance ("ESG") and ethical factors

The Trustee has considered how ESG and ethical factors should be taken into account in the selection, retention and realisation of investments, given the time horizon of the Fund and its members.

The Trustee expects its investment managers to take account of financially material considerations (including climate change and other ESG considerations), in a way that is consistent with acting in the best financial interests of the beneficiaries. The Trustee seeks to appoint managers that have appropriate skills and processes to do this, and from time-to-time reviews how its managers are taking account of these issues in practice.

The Trustee receives regular updates from its investment adviser regarding the managers' approaches to managing climate change and other ESG considerations. The Trustee has limited influence over managers' investment practices where assets are held in pooled funds, but it engages directly with its managers to encourage improving their practices where appropriate.

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

Trustee's policies on the implementation of asset manager arrangements

The Trustee encourages its managers to improve their practices where appropriate, however it acknowledges where assets are held in pooled funds it has limited influence.

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

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

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

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

The Trustee recognises that portfolio turnover and associated transaction costs are a necessary part of investment management and that the impact of portfolio turnover costs is reflected in performance figures provided by the investment managers.

The Trustee expects its investment consultant to incorporate portfolio turnover and resulting transaction costs as appropriate in its advice on the Fund's investment mandates.

The Trustee's Report (continued)

Statement of Trustee's Responsibilities

Trustee's responsibilities in respect of the financial statements

The financial statements, which are prepared in accordance with UK Generally Accepted Accounting Practice, including the Financial Reporting Standard applicable in the UK (FRS 102) 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 Regulation 3A of the Occupational Pension Schemes (Requirement to obtain Audited Accounts and a Statement from the Auditor) Regulations 1996, including making a statement whether the financial statements have been prepared in accordance with the relevant financial reporting framework applicable to occupational pension schemes.

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 ensuring that the financial statements are prepared 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 them 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 reviewing and if necessary revising a Schedule of Contributions showing the rates of contributions payable towards the Fund by or on behalf of the Sponsor 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 member of the Fund and for adopting risk-based processes to monitor whether contributions are made to the Fund by the Sponsor in accordance with the Schedule of Contributions. Where breaches of the Schedule occur, the Trustee is required by the Pensions Acts 1995 and 2004 to consider making reports to The Pensions Regulator and the members.

The Trustee is responsible for the maintenance and integrity of the pension and financial information included on the Fund's website.

Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

The Trustee's Report (continued)

Approval of Trustee's Report

This Report was approved by the Trustee on

Date: 24/09/2024

Signed on behalf of LSF Pensions Management Ltd:

Paul Horncastle

Director

Yvonne Slater

Director

Independent Auditor's Report to the Trustee of the Lloyd's Superannuation Fund

Opinion

We have audited the financial statements of the Lloyd's Superannuation Fund for the year ended 31 March 2024 which comprise the Fund Account, the Statement of Net Assets and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 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 2024, and of the amount and disposition at that date of its assets and liabilities, other than the liabilities to pay pensions and benefits after the end of the year;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- contain the information specified in Regulation 3A of the Occupational Pension Schemes (Requirement to obtain Audited Accounts and a Statement from the Auditor) Regulations 1996, made under the Pensions Act 1995.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the 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

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

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Fund's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

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

Other information

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

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

Independent Auditor's Report to the Trustee of the Lloyd's Superannuation Fund (continued)

Other information (continued)

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

As explained more fully in the Trustee's responsibilities statement set out on page 13, the Trustee is responsible for the preparation of financial statements and 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 liquidate the Fund or to cease operations, or have no realistic alternative but to do so.

Auditors' 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.

The extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities are instances of non-compliance with laws and regulations. The objectives of our audit are to obtain sufficient appropriate audit evidence regarding compliance with laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements, to perform audit procedures to help identify instances of non-compliance with other laws and regulations that may have a material effect on the financial statements, and to respond appropriately to identified or suspected non-compliance with laws and regulations identified during the audit.

In relation to fraud, the objectives of our audit are to identify and assess the risk of material misstatement of the financial statements due to fraud, to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud through designing and implementing appropriate responses and to respond appropriately to fraud or suspected fraud identified during the audit.

However, it is the primary responsibility of management, with the oversight of those charged with governance, to ensure that the entity's operations are conducted in accordance with the provisions of laws and regulations and for the prevention and detection of fraud.

Independent Auditor's Report to the Trustee of the Lloyd's Superannuation Fund (continued)

The extent to which the audit was considered capable of detecting irregularities, including fraud (continued)

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud, the audit engagement team:

- obtained an understanding of the nature of the environment, including the legal and regulatory framework that the Fund operates in and how the Fund is complying with the legal and regulatory framework;
- inquired of management, and those charged with governance, about their own identification and assessment of the risks of irregularities, including any known actual, suspected or alleged instances of fraud;
- discussed matters about non-compliance with laws and regulations and how fraud might occur including assessment of how and where the financial statements may be susceptible to fraud.

As a result of these procedures we consider the most significant laws and regulations that have a direct impact on the financial statements are the Pensions Act 1995 and 2004 and regulations made under them and FRS 102, including the Financial Reports of Pension Schemes 2018 (the Pensions SORP). We performed audit procedures to detect non-compliances which may have a material impact on the financial statements which included reviewing financial statement disclosures.

The audit engagement team identified the risk of management override of controls as the area where the financial statements were most susceptible to material misstatement due to fraud. Audit procedures performed included but were not limited to testing manual journal entries and other adjustments, evaluating the business rationale in relation to significant, unusual transactions and transactions entered into outside the normal course of business, challenging judgments and estimates.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <https://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 Regulation 3 of the Occupational Pension Schemes (Requirements to obtain Audited Accounts and a Statement from the Auditor) Regulations 1996 made under the Pensions Act 1995. Our audit work has been undertaken so that we might state to the 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 and the Fund's Trustee as a body, for our audit work, for this report, or for the opinions we have formed.

RSM UK Audit LLP
Statutory Auditor
Chartered Accountants
25 Farringdon Street
London
EC4A 4AB

Date: 24/09/2024

Summary of Contributions payable in the year

During the year, the contributions payable to the Fund by the Sponsor under the Schedules of Contributions were as follows:

	£'000
Sponsor contributions due to the Fund	3,710
Sponsor contributions paid into the escrow account*	(3,710)
Total contributions reported in the financial statements	-

*During the year the Sponsor set up a second escrow bank account into which contributions have been paid since September 2023, as permitted under the Schedule of Contributions certified by the Scheme Actuary on 16 May 2023. Further details on the escrow bank account arrangements can be found on page 7.

In addition to this, under the Schedule of Contributions dated 16 May 2023 and with effect from 1 July 2023, MS Amlin is also making contributions to the Fund by way of directly meeting all invoiced administration and investment management expenses. Details are given in note 22.

Signed on behalf of the LSF Pensions Management Ltd:

Date: 24/09/2024

Paul Horncastle

Director

Yvonne Slater

Director

Independent Auditor's Statement about Contributions under Regulation 4 of The Occupational Pension Schemes (Requirement to obtain Audited Accounts and a Statement from the Auditor) Regulations 1996, to the Trustee of the Lloyd's Superannuation Fund

We have examined the Summary of Contributions payable to the Lloyd's Superannuation Fund on page 18, in respect of the Fund year ended 31 March 2024.

In our opinion the contributions for the Fund year ended 31 March 2024 as reported in the attached Summary of Contributions on page 18 and payable under the Schedules of Contributions have in all material respects been paid at least in accordance with the Schedules of Contributions certified by the actuary on 29 April 2021 and 16 May 2023.

Scope of work on Statement about Contributions

Our examination involves obtaining evidence sufficient to give reasonable assurance that contributions reported on page 18 in the attached Summary of Contributions have in all material respects been paid at least in accordance with the Schedules 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 Schedules of Contributions.

Respective responsibilities of Trustee and the auditor

As explained more fully on page 13 in the Statement of Trustee's Responsibilities, the Fund's Trustee is responsible for ensuring that there is prepared, maintained and from time to time revised a Schedule of Contributions showing the rates and due dates of certain contributions payable towards the Fund by or on behalf of the Sponsor and the active members of the Fund. The Trustee is also responsible for keeping records in respect of contributions received in respect of active members of the Fund and for monitoring whether contributions are made to the Fund by the Sponsor in accordance with the Schedules of Contributions.

It is our responsibility to provide a statement about contributions paid under the Schedules of Contributions and to report our opinion to you.

Use of our statement

This statement is made solely to the Fund's Trustee as a body, in accordance with the Pensions Act 1995. 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 statement 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 and the Fund's Trustee as a body, for our audit work, for this statement, or for the opinions we have formed.

RSM UK Audit LLP
Statutory Auditor
Chartered Accountants
25 Farringdon Street
London
EC4A 4AB

Date:

The Financial Statements

Fund Account

for the year ended 31 March 2024

	Note	31 March 2024 £'000	31 March 2023 £'000
Contributions and benefits			
Sponsor contributions		-	4,949
Total contributions	4	-	4,949
Benefits paid or payable	5	(18,458)	(18,405)
Payments to and on account of leavers	6	(66)	(4,615)
Administrative expenses	7	(485)	(1,843)
		(19,009)	(24,863)
Net withdrawals from dealings with members			
		(19,009)	(19,914)
Returns on investments			
Investment income	8	(4,858)	3,013
Change in market value of investments	9	4,906	(115,157)
Investment management expenses	10	(203)	(1,085)
Taxation	11	-	64
Net return on investments		(155)	(113,165)
Net decrease in the fund during the year		(19,164)	(133,079)
Net assets of the Fund			
At 1 April 2023		315,390	448,469
At 31 March 2024		296,226	315,390

The notes on pages 22 to 35 form part of these financial statements.

The Financial Statements (continued)

Statement of Net Assets

available for benefits as at 31 March 2024

	Note	31 March 2024 £'000	31 March 2023 £'000
Investment assets:			
Bonds	9	271,851	329,343
Pooled investment vehicles	12	210,652	184,198
Derivatives	14	51,329	67,563
Annuity policies	9	2,763	2,806
AVC investments	15	72	64
Cash	9	1,905	1,517
Other investment balances	13	60	746
		538,632	586,237
Investment liabilities:			
Derivatives	14	(65,589)	(95,726)
Other investment balances	13	(178,955)	(181,232)
		(244,544)	(276,958)
Total net investments		294,088	309,279
Current assets	19	2,474	6,923
Current liabilities	20	(336)	(812)
Net assets of the Fund at 31 March available for benefits		296,226	315,390

The financial statements summarise the transactions of the Fund and deal with the net assets at the disposal of the Trustee. They do not take account of obligations to pay pensions and benefits which fall due after the end of the Fund year. The actuarial position of the Fund, which takes into account such obligations is dealt with in the Report on Actuarial Liabilities on pages 7 to 8 of the Annual Report and these financial statements should be read in conjunction with this report.

The notes on pages 22 to 35 form part of these financial statements.

These financial statements were approved by the Trustee on:

Date: 24/09/2024

Signed on behalf of LSF Pensions Management Ltd:

Paul Horncastle
Director

Yvonne Slater
Director

Notes to the Financial Statements

1. Basis of preparation

The individual financial statements have been prepared 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, and the guidance set out in the Statement of Recommended Practice (Revised 2018).

The financial statements have been prepared on the going concern basis which the Trustee Directors believe to be appropriate based on their expectations for a 12-month period from the date of approval of these financial statements which indicate that sufficient funds should be available to enable the Fund to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due.

2. Identification of the financial statements

The Fund is established as a trust under English law. The address for enquiries to the Fund is included in the Trustee's Report.

3. Accounting policies

The principal accounting policies of the Fund which are applied consistently are as follows:

Accounting estimates

- The Trustee makes estimates and assumptions concerning the future. The accounting estimates will by definition, seldom equal the related actual results. For the Fund, the Trustee believes the only estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year are related to the valuation of the Fund's investments and, in particular, those classified in Level 3 of the fair value hierarchy.

Currency

- The Fund's functional and presentational currency is pounds sterling (GBP). All amounts presented have been rounded to the nearest £1,000 and shown as £'000 unless indicated otherwise.
- Assets and liabilities denominated in foreign currency are translated into sterling using the closing exchange rates at the Fund year-end. Foreign currency transactions are recorded in sterling at the spot exchange rate at the date of the transaction.
- Gains and losses arising on conversion or translation are dealt with as part of the change in market value of the investments to which they relate.

Contributions

- Sponsor other and augmentation contributions are accounted for in accordance with the agreement under which they are payable and in the absence of such an agreement, on a receipts basis.

Payments to members

- Pensions in payment, including pensions funded by annuity contracts, are accounted for in the period to which they relate (on an accruals basis).
- Where members have a choice regarding the form and timing of their benefit, benefits are accounted for on an accruals basis on the later of the date of retiring or leaving and the date the option is exercised.
- Individual transfers in or out of the Fund are accounted for when member liability is accepted or discharged which is normally when the transfer amount is received or paid.
- Where the Trustee agrees or is required to settle tax liabilities on behalf of a member (such as where lifetime or annual allowances are exceeded) with a consequent reduction in that member's benefits receivable from the Fund, any taxation due is accounted for on the same basis as the event giving rise to the tax liability and shown separately within "Benefits paid or payable".

Expenses and other payments

- Until 30 June 2023 the Fund bore all costs of administration and expenses were accounted for on an accruals basis. With effect from 1 July 2023 administration costs are paid directly by MS Amlin.

Notes to the Financial Statements (continued)

3. Accounting policies (continued)

Investment income

- Investment income is reported net of attributable tax credits but gross of withholding taxes which are accrued in line with the associated investment income. Irrecoverable withholding taxes are reported separately as a tax charge.
- Dividends from quoted securities are accounted for when the security is declared ex-dividend.
- Income from bonds is accounted for on an accruals basis and includes interest bought and sold on investment purchases and sales.
- Income from cash and short-term deposits is accounted for on an accruals basis.
- Receipts from annuity policies are accounted for as investment income on an accruals basis.
- Investment income arising from the underlying investments of the pooled investment vehicles is reinvested within the pooled investment vehicles and reflected in the unit price. Thus, it is reported within "Change in market value".
- Investment income arising from the underlying investments of the AVCs is reinvested within the AVCs and reflected in the unit price. Thus, it is reported within "Change in market value".
- Income from pooled investment vehicles and cash is accounted for on an accruals basis. The change in market value of investments held at any time during the year comprises of all increases and decreases in the market value of the investments held at any time during the year, including profits and losses realised on sales of investments and unrealised in market value.
- Receipts or payments under swap contracts, representing the difference between the swapped cash flows, are included in investment income.

Investments

- The change in market value of investments during the year comprises all increases and decreases in the market value of investments held at any time during the year, including profits and losses realised on sales of investments during the year.
- Bonds are stated at their clean prices.
- Certain pooled investment vehicles which are traded on the active market are included at the quoted price, which is normally the bid price.
- Unitised pooled investment vehicles which are not traded on an active market but where the investment manager is able to demonstrate that they are priced daily, weekly or at each month end, and are actually traded on substantially all pricing days are included at the last price provided by the manager at or before the year end.
- The value of pooled investment vehicles which are unquoted or not actively traded on a quoted market is estimated by the Trustee. Where the value of a pooled investment vehicle is primarily driven by the fair value of its underlying assets, the net asset value advised by the fund manager is normally considered a suitable approximation to the fair value unless there are restrictions or other factors which prevent realisation at that value, in which case adjustment is made.
- Swaps are valued at the net present value of future cash flows arising therefrom.
- Forward exchange contracts are valued at the gain or loss that would arise from the closing date of the contract at the reporting date by entering into an equal and opposite contract date.
- A bulk annuity policy is held by the Trustee with Pension Insurance Corporation ("PIC") which exactly matches the amount and timing of some or all of the benefits payable for certain pensioners, and prospective pensioners, of the Fund. The annuity policy has been valued on a best-estimate liability provision held internally by PIC for the policy under the prevailing regulatory framework.
- Accrued interest is excluded from the market value of bonds but is included in other investment balances. The Fund continues to recognise and value assets delivered out under repurchase agreements to reflect its ongoing interest in those securities. Cash received from repurchase agreements is recognised as an investment asset, and an investment liability is recognised for the value of the repurchase obligation.
- Repurchase agreements are accounted for as follows:
 - i. Repurchase agreements (repo) – 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 (reverse repo) – the Plan does not recognise the securities received as collateral in its financial statements. The Plan does recognise the cash delivered to the counterparty as a receivable in the financial statements.

Notes to the Financial Statements (continued)

4. Contributions

	2024	2023
	£'000	£'000
Sponsor contributions		
Deficit recovery	-	4,940
Other	-	9
	-	4,949

Under the Schedule of Contributions dated 16 May 2023, whilst no deficit funding contributions are required to be paid, MS Amlin has agreed to pay contributions of £3.710m per annum from 31 March 2024 until 31 March 2026. These contributions are being paid into an escrow account held by the Sponsor, further details of which are provided in the Trustee's Report.

In addition to this, under the Schedule of Contributions dated 16 May 2023 and with effect from 1 July 2023, MS Amlin is also making contributions to the Fund by way of directly meeting all invoiced administration and investment management expenses. Details are given in note 22.

5. Benefits paid or payable

	2024	2023
	£'000	£'000
Pensions	16,382	16,051
Commutation of pensions and lump sum retirement benefits	1,977	2,204
Lump sum death benefits	54	53
Taxation where lifetime or annual allowance exceeded	45	97
	18,458	18,405

Taxation arising on benefits paid or payable is in respect of members whose benefits exceeded the lifetime or annual allowance and who elected to take lower benefits from the Fund in exchange for the Fund settling their tax liability. The lifetime allowance was abolished from 31 March 2024.

6. Payments to and on account of leavers

	2024	2023
	£'000	£'000
Individual transfers to other schemes	66	4,615

7. Administrative expenses

	2024	2023
	£'000	£'000
Actuarial fees	81	516
Administration and other expenses	162	764
Audit fee	-	49
Other fees	1	-
Professional indemnity insurance	47	47
Independent covenant review	34	94
Investment consultancy fees	65	287
Legal fees	84	174
TPR/PPF Levy	11	25
VAT recovered	-	(113)
	485	1,843

Notes to the Financial Statements (continued)

7. Administrative expenses (continued)

Until 30 June 2023 the Fund bore all costs of administration, including the professional indemnity insurance, with the exception of the Director's fees which with effect from 1 October 2021 are paid directly by MS Amlin. Further details on Directors' fees is provided in note 22. With effect from 1 July 2023 administration cost are paid directly by MS Amlin.

Until 30 June 2023, VAT was recovered in respect of administrative expenses.

8. Investment income

	2024	2023
	£'000	£'000
Dividends from equities	-	306
Income from bonds	6,784	5,645
Income from pooled investment vehicles	2,689	2,602
Net expense from derivative contracts	(6,938)	(1,841)
Repo expense interest	(7,772)	(3,949)
Annuity income	131	130
Interest on cash deposits	248	120
	(4,858)	3,013

Dividends from equities include irrecoverable tax of £nil (2023: £64,868).

Income from AVC Investments are reinvested and therefore reflected in the change in market value under note 9.

9. Reconciliation of investments

	Value at 31 March 2023 £'000	Purchases at cost and derivative payments £'000	Sales proceeds and derivative receipts £'000	Change in market value £'000	Value at 31 March 2024 £'000
Bonds	329,343	36,578	(86,939)	(7,131)	271,851
Pooled investment vehicles	184,198	248,891	(235,434)	12,997	210,652
Derivatives	(28,163)	19,724	(4,909)	(912)	(14,260)
Annuity policies	2,806	-	-	(43)	2,763
AVC investments	64	3	(3)	8	72
	488,248	305,196	(327,285)	4,919	471,078
Cash deposits	1,517			(13)	1,905
Other investment balances	(180,486)				(178,895)
	309,279			4,906	294,088

Transaction costs are included either in the cost of purchases and sales proceeds or offset against income received. These include costs charged directly to the Fund such as fees, commission, stamp duty and other fees.

Other investment balances comprise of accrued income, outstanding settlements and repurchase agreements and are detailed in note 13.

Notes to the Financial Statements (continued)

9. Reconciliation of investments (continued)

Direct transaction costs include fees, commissions and stamp duty, and are applicable to the segregated assets held with Insight, Ruffer and Veritas during the year. The amounts were as follows:

	Fees £'000	Commission £'000	2024 Total £'000	2023 Total £'000
Direct transaction costs				
Equities	-	-	-	16

Indirect costs are incurred through the bid-offer spread on investments within pooled investment vehicles. These are not separately provided to the Trustee.

10. Investment management expenses

	2024 £'000	2023 £'000
Administration, management and custody	203	1,137
VAT recovered	-	(52)
	203	1,085

With effect from 1 July 2023, as per the Schedule of Contributions, invoiced investment management expenses are paid directly by MS Amlin.

11. Taxation

The Fund is a registered pension scheme under Chapter 2 of Part 4 of the Finance Act 2004 and is therefore exempt from income tax and capital gains tax. The tax charge in the Fund Account represents irrecoverable withholding tax arising on investment income.

12. Pooled investment vehicles

The Fund's investments in pooled investment vehicles at the year-end comprised:

	2024 £'000	2023 £'000
Managed global credit bonds	31,219	30,189
Managed corporate bonds	68,766	-
Indirect property	1,178	1,520
Private credit	36,325	40,872
Contractual income	67,017	109,552
Liquidity	6,147	2,065
	210,652	184,198

The Fund is the sole investor in the contractual income portfolio held with Insight (the Secured Finance Direct Lending Fund). The assets underlying this pooled investment vehicle are as follows:

	2024 £'000	2023 £'000
Bonds	60,339	88,979
Derivatives	(12)	378
Cash deposits	5,961	19,416
Other investment balances	729	779
	67,017	109,552

Other investment balances comprise of accrued income, pending trades and outstanding settlements.

Notes to the Financial Statements (continued)

13. Other investment balances

	2024 £'000	2023 £'000
Accrued income	60	746
Repurchase agreements	(178,955)	(181,232)
	(178,895)	(180,486)

The Fund held collateral of £996,509 (2023: £1,573,999) consisting of cash and pledged collateral of £311,484 (2023: £430,233) constituting of bonds in respect to the Repurchase agreements as at 31 March 2024. At the year-end £996,509 (2023: £182,685,797) of bonds reported in the Fund assets were held by counterparties under repurchase agreements.

14. Derivatives

Objectives and Policies

The Trustee has authorised the use of derivatives by their investment managers as part of their investment strategy for the Fund as follows:

Over-the-counter ("OTC") Swaps – the Trustee's aim is to match as far as possible the Liability Driven Investment (LDI) portfolio and the Fund's long term liabilities, in particular in relation to their sensitivities to interest rate movements. Due to the lack of long-dated bonds the Trustee holds interest rate and inflation swaps to extend the duration and match more closely with the Funds liability profile.

Forward foreign exchange ("FX") – 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. The Fund's managers hedge most of the Fund's non-Sterling exposure using forward foreign exchange contracts.

At the year end the Fund had the following derivatives:

	2024 Asset £'000	Liability £'000	2023 Asset £'000	Liability £'000
Over-the-counter contracts				
OTC Swaps	51,328	(65,589)	67,559	(95,726)
Forward FX contracts	1	-	4	-
	51,329	(65,589)	67,563	(95,726)

A summary of the Fund's outstanding derivative contracts at the year-end aggregated by key characteristics is set out below:

i. OTC Swaps

Nature	Notional Amounts* £'000	Expires	Asset value £'000	Liability value £'000
Interest rate swaps	52,971	0-10 years	1,451	(5,411)
	173,928	10-20 years	12,581	(14,608)
	139,600	20+ years	7,025	(12,678)
	366,499		21,057	(32,697)
Inflation rate swaps	456,974	0-10 years	21,837	(23,177)
	97,799	10-20 years	5,971	(2,748)
	99,193	20+ years	2,463	(6,967)
	653,966		30,271	(32,892)
Total 2024	1,020,465		51,328	(65,589)
Total 2023	1,245,561		67,559	(95,726)

* Notional amount is the underlying principal amount upon which the exchange interest, foreign exchange or other income or expense is based.

Notes to the Financial Statements (continued)

14. Derivatives (continued)

The Fund held collateral of £20,871,400 (2023: £13,661,354) consisting of cash and bonds and pledged collateral of £35,354,299 (2023: £42,294,347) constituted of bonds in respect to the Swaps as at 31 March 2024.

ii. Forward FX

	Number of contracts	Settlement date	Currency bought	Currency sold	Asset value £'000	Liability value £'000
Forward FX	1	30/04/2024	EUR	GBP	1	-
Total 2024					1	-
Total 2023					4	-

The Fund continues to use forward FX derivative products as a risk management tool as at the time of signing.

15. AVC investments

AVCs are invested with Aegon in its own policy. AVCs are allocated to provide benefits to the individuals who made such contributions and do not form a common pool of assets available for members generally. Members receive an annual statement confirming the contributions paid and the value of their AVC funds. The aggregate amounts of AVC investments are as follows:

	2024 £'000	2023 £'000
Aegon	72	64

Prior to 2000 AVCs paid by members of the defined benefit section were invested in-house, co-mingled along with the Fund's assets. In return members receive interest which is calculated by reference to the FTSE gilts 5-year average yield index.

	2024 £'000	2023 £'000
Market Value as at 1 April	168	242
Interest credit	9	-
Monies out	(84)	(74)
Market Value as at 31 March	93	168

16. Fair value hierarchy

The fair value of financial instruments has been disclosed using the following fair value 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.
- Level 2: Inputs other than quoted prices included within Level 1 that are observable (i.e. developed using market data) for the asset or liability, either directly or indirectly.
- Level 3: Inputs are unobservable (i.e. for which market data is unavailable) for the asset or liability.

A fair value measurement is categorised in its entirety on the basis of the lowest level input which is significant to the fair value measurement in its entirety.

Bonds

The Fund invests in debt securities, corporate and government bonds and treasury securities. In the absence of a quoted price in an active market, they are valued on a clean basis (i.e. excluding accrued interest) using observable inputs such as recently executed transaction prices in securities of the issuer or comparable issuers and yield curves. Adjustments are made to the valuations when necessary to recognise differences in the instrument's terms. The Fund categorises these investments as Level 2.

Notes to the Financial Statements (continued)

16. Fair value hierarchy (continued)

Over-the-counter derivatives

The Fund uses widely recognised valuation models for determining fair values of over-the-counter interest rate swaps, currency swaps and forward foreign exchange contracts. The most frequently applied valuation techniques include forward pricing and swap models, using present value calculations. The models incorporate various inputs including both credit and debit valuation adjustments for counterparty and own risk, foreign exchange spot and forward rates and interest curves. For these financial instruments, significant inputs into models are market observable and are included within Levels 2 and 3.

Pooled investment vehicles

The Fund invests in pooled investment vehicles which are not quoted in an active market and which may be subject to withdrawal restrictions. The Trustee considers the valuation techniques and inputs used in valuing these funds as part of its due diligence prior to investing, to ensure they are reasonable and appropriate and therefore the net asset value ("NAV") of these funds may be used as an input into measuring their fair value. In measuring this fair value, the NAV of the funds is adjusted, as necessary, to reflect restrictions on redemptions, future commitments, and other specific factors of the fund and fund managers. In measuring fair value, consideration is also paid to any transactions in the shares of the fund. Depending on the nature and level of adjustments needed to the NAV and the level of trading in the fund, the Fund classified these funds as Level 2 or 3.

Annuity policy

The Fund holds a group annuity policy with Pension Insurance Corporation ("PIC") which matches the pension payments made for a group of pensioners. There is no active market for this investment and as required by the SORP the value is based on the relevant liability. It is calculated by PIC themselves on the Scheme Funding basis. Such investments are included within Level 3.

The Fund's investment assets and liabilities fall within the above hierarchy levels as follows:

As at 31 March 2024	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
Bonds	-	271,851	-	271,851
Pooled investment vehicles	-	106,301	104,351	210,652
Derivatives	-	1	(14,261)	(14,260)
Annuity policies	-	-	2,763	2,763
AVC investments	-	72	-	72
Cash deposits	1,905	-	-	1,905
Other investment balances	-	(178,895)	-	(178,895)
	1,905	199,330	92,853	294,088

As at 31 March 2023	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
Bonds	-	329,343	-	329,343
Pooled investment vehicles	-	32,254	151,944	184,198
Derivatives	-	4	(28,167)	(28,163)
Annuity policies	-	-	2,806	2,806
AVC investments	-	64	-	64
Cash deposits	1,517	-	-	1,517
Other investment balances	-	(180,486)	-	(180,486)
	1,517	181,179	126,583	309,279

Notes to the Financial Statements (continued)

17. Investment risk disclosures

Investment risks

When deciding how to invest the Fund's assets, the Trustee considers a wide range of risks, including credit risk and market risk, as defined below.

Credit risk: this 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: this comprises currency risk, interest rate and inflation rate risk and other price risk, defined as follows:

- Currency risk: this is the risk that the fair value or future cash flows of a financial asset will fluctuate because of changes in foreign exchange rates.
- Interest rate and inflation rate risk: this is the risk that the fair value or future cash flows of a financial asset will fluctuate because of changes in market interest rates or expected inflation rates.
- Other price risk: this is the risk that the fair value or future cash flows of a financial asset will fluctuate because of changes in market prices (other than those arising from interest rate and inflation 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 determined the Fund's investment strategy after obtaining written professional advice from its professional investment adviser. The Fund has exposure to the aforementioned risks because of the investments held to implement the investment strategy, which is described in the Trustee's report. The Trustee manages investment risks, including credit risk and market risk, considering the Fund's investment objectives and strategy, and the advice of its investment advisers.

Within each investment portfolio, investment objectives and restrictions to manage risk are implemented through the legal agreements in place with the Fund's investment managers. The Trustee monitors the performance of the strategy and associated risks, and each investment manager against its objectives and restrictions, on a regular basis.

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

The table below summarises the Fund's investments (excluding annuities, AVC investments, cash deposits and accrued income) that have significant exposure to indirect credit and market risks.

Manager	Credit risk	Currency risk	Interest rate risk	Other price risk	31 March 2024 £m	31 March 2023 £m
LaSalle (Property)	●	○	○	●	1.8	2.6
Janus Henderson (Multi Asset Credit)	●	○	●	○	31.2	30.2
Arcmont (Private Credit)	●	○	○	○	36.4	40.0
Insight (Contractual Income)						
Corporate Bonds	●	○	●	○	3.3	4.2
Floating rate notes	●	○	○	○	57.6	86.0
Cash	○	○	○	○	6.0	19.7
Insight LDI	●	○	●	●	153.7	122.8
Total					290.0	305.5

Key: The risk noted affects the fund significantly (●) or hardly/ not at all (○).

Notes to the Financial Statements (continued)

17. Investment risk disclosures (continued)

Credit risk

The Fund is subject to credit risk through its investments in pooled investment vehicles and sole investor arrangements. It is directly exposed to credit risk in relation to the solvency of the custodians of those funds and has direct exposure to credit risks arising from its segregated holdings within the Insight LDI portfolio.

The Fund's holdings in pooled investment vehicles are 'unrated' from a credit perspective. Direct credit risk arising from pooled investment vehicles is mitigated by: the underlying assets of the pooled arrangements being ring-fenced from the assets of the custodian and the investment manager; the regulatory environments in which the pooled fund managers operate; and diversification of the Fund's investments across a number of pooled funds.

The Trustee carries out due diligence checks on investments into new pooled funds and on an ongoing basis monitors any changes to the operating environment of those pooled funds. The Trustee also carries out due diligence checks on new appointments of investment managers and custodians for sole investor arrangements and on an ongoing basis monitors any changes to the operating environment of these entities.

The role of a custodian is to ensure the safe-keeping of the assets and facilitate all transactions entered into by the appointed investment managers. The Trustee is not responsible for the appointment of the custodian of the assets contained within the various pooled fund investments. The pooled investment vehicle's governing body is responsible for appointing its own custodian for the safe-keeping, monitoring and reconciliation of documentation relating to these securities.

Direct credit risk – Pooled funds

A summary of pooled investment vehicles by type of arrangement is as follows:

	2024	2023
	£m	£m
Investment trusts	75.1	2.0
Alternative investment funds	36.4	41.0
Loan Originating Qualifying Investor Alternative Investment funds -	66.8	109.5
Authorised unit trusts	31.2	30.2
Segregated portfolio	1.2	1.5
	210.7	184.2

Indirect credit risk – Bonds

The Fund is indirectly exposed to credit risks arising from the underlying investments held by the pooled funds, for example where they invest in bonds. The indirect exposure to credit risk arises from the Fund's investments with Janus Henderson and Arcmont. The amount invested in each of these mandates is shown in the table on page 30.

The managers of the pooled funds that invest in fixed income manage credit risk by having a diversified exposure to issuers, conducting thorough research on the probability of default of those issuers, and having only a limited exposure to securities rated below investment grade. The magnitude of credit risk within each fund will vary over time, as the manager changes the underlying investments in line with its views on markets, asset classes and specific securities.

The Janus Henderson fund may have a greater exposure to bonds rated below investment grade and engage in stock lending or borrowing from time-to-time. This extra credit risk is managed by ensuring minimum credit ratings of counterparties and receipt of adequate collateral of a sufficiently high quality.

Notes to the Financial Statements (continued)

17. Investment risk disclosures (continued)

Indirect credit risk – Derivatives and repurchase agreements

Within the LDI portfolio, there is exposure to credit risk as the LDI portfolio manager uses derivative instruments and repurchase agreements to match the Fund's liabilities. The terms under which the LDI portfolio is managed include provisions to manage the exposure to credit risk, such as limits on the exposure to any single counterparty and minimum credit ratings that all counterparties must meet. In addition, the derivative positions are collateralised daily so as to aim to limit credit risk to one day's market movements.

Indirect credit risk – Property

Indirect credit risk arises in relation to underlying investments held in the property pooled investment vehicles. The property funds are exposed to the credit risk relating to the underlying tenants. This risk is mitigated by holding a diverse portfolio of investments with exposure to a range of properties and tenants.

Indirect credit risk – Annuities

There is also direct credit risk associated with the Fund's insured bulk annuity with Pension Insurance Corporation ("PIC"), which the Trustee considered before the policy was taken out. This risk is mitigated by the regulatory environment in which the insurer operates and the diversification of the policy's underlying assets.

Market risk: Interest rate and inflation risk

Interest rate risk and inflation risk is a material risk for the Fund given that movements in interest rates and inflation are a material influence on the value of the liabilities assessed in present day terms. Some of the Fund's assets are subject to interest rate risk (both nominal and real interest rates). However, the overall interest rate exposure of the Fund's assets hedges part of the corresponding risks associated with the Fund's liabilities. The net effect will be to reduce the volatility of the funding level, and therefore the Trustee believes that it is appropriate to have exposure to interest rate risk in this manner.

The only assets the Fund invests in with material exposure to changes in interest rates is the Insight LDI portfolio. The amount invested in each of these mandates is shown in the table at the end of this section. The Janus Henderson fund has some small sensitivity to changing interest rates, but this sensitivity will vary over time as the underlying investments change, and it is not expected to be a significant driver of returns. The amount invested in each of these mandates is shown in the table on page 30.

Market risk: currency risk

As the Fund's liabilities are denominated in Sterling, any non-Sterling currency exposure within the assets presents additional currency risk.

The Trustee considers the overseas currency exposure in the context of the overall investment strategy, and believes that the currency exposure that exists diversifies the strategy and is appropriate. Furthermore, the Trustee manages the amount of currency risk by investing in pooled funds that hedge some or all of their currency exposure, or implement separate currency hedging arrangements.

All of the Fund's pooled funds are accessed via a Sterling share class. Therefore the Fund is not subject to direct currency risk. The Fund's assets that were exposed to indirect currency risk over the year were the Veritas and Ruffer portfolios. The Veritas portfolio invested in some non-Sterling investments that were not currency hedged, and Ruffer are able to take active currency decisions as a potential source of added value. We note the Fund had fully redeemed from these portfolios at the end of the scheme year. The exposure to foreign currencies within the pooled funds will vary over time as the manager changes the underlying investments, but is not expected to be a material driver of returns over the longer term. Decisions about the exposure to foreign currencies within the pooled funds held are at the discretion of the appointed fund managers.

Market risk: Other price risk

The Fund's assets are exposed to risks of market prices other than currencies and interest rates, such as collateral risk within the LDI portfolio (i.e. the risk that there are insufficient funds available to support the liability hedging provided by the portfolio). The Trustee monitors these risks on a regular basis, looking at the performance of the Fund as a whole as well as each individual portfolio. The Trustee believes that the Fund's assets are adequately diversified between different asset classes and within each asset class to manage these risks.

Notes to the Financial Statements (continued)

18. Concentration of investments

The following investments each account for more than 5% of the Fund's net assets at the year-end:

	2024		2023	
	£'000	%	£'000	%
Insight Global Funds II Insight LIQ ABS	68,935	23.3	-	-
Insight Secured Finance Direct Lending Fund	67,017	22.6	109,530	35.1
UK (Govt) 0.125% SNR 22/02/24	-	-	49,695	15.9
UK (Govt) 1.25% IDX/LKD 2027	33,826	11.4	33,069	10.6
UK (Govt) 3.5% SNR 22/01/45	-	-	26,003	8.3
UK (Govt) 4.25% Gilt 07/12/46	-	-	23,830	7.6
UK (Govt) 4.25% Gilt 07/12/49	21,955	7.4	23,876	7.6
Janus Henderson Multi Asset Credit I Acc GBP Gross (Hedged)	31,219	10.5	30,189	9.7
Arcmont Direct Lending Fund III	36,324	12.3	40,872	13.0
UK (Govt) 2.5% IDX/LKD 17/07/24	-	-	24,332	7.8
UK (Govt) 0.25% BDS 31/07/31	30,239	10.2	30,080	9.6
UK (Govt) 3.5% Gilt SNR 22/01/45	24,242	8.2	-	-
UK (Govt) 1.25% SNR 22/10/41	16,303	5.5	-	-
UK (Govt) 1.75% Gilt 07/09/2037	15,136	5.1	-	-

19. Current assets

	2024	2023
	£'000	£'000
Sundry Debtors	215	96
Cash balances	2,259	6,827
	2,474	6,923

20. Current liabilities

	2024	2023
	£'000	£'000
Investment fees due	-	(182)
PAYE	(286)	(268)
Benefits due	(50)	-
Actuarial fees & Investment consultancy fees	-	(204)
Other professional advisers' fees	-	(158)
	(336)	(812)

21. Sponsor related investments

As at 31 March 2024 there were no assets invested in Sponsor-related investments in the Fund (2023: no assets), within the meaning of Section 40(2) of the Pensions Act 1995 and the Occupational Pension Schemes (Investment) Regulations 2005.

Notes to the Financial Statements (continued)

22. Related party transactions

Payments to directors

One director was a deferred member of the Fund (2023: one) and one director was a pensioner member (2023: one) during the year and receives a pension from the Fund in the same terms as granted for all members of the Fund.

Directors' fees were paid by MS Amlin in the current and prior year to the Independent Chairman and to a Members' Director. Details of the fees paid are set out below:

	2024	2023
	£'000	£'000
Paid by MS Amlin	68	78

With effect from 1 July 2023, as per the Schedule of Contributions, all invoiced administration and investment management expenses are paid directly by MS Amlin. The total costs paid and accrued for by MS Amlin, in respect of the Fund year ended 31 March 2024 was £1,402,000.

23. Capital commitment

	2024	2023
	£'000	£'000
Arcmont Direct Lending Fund III	10,473	16,000

The Fund has capital commitments in respect of the Arcmont Direct Lending Fund III. Capital Calls may be issued and the Fund will meet these Capital Calls if requested.

24. GMP equalisation

As explained on pages 5 to 6 in the Trustee's Report, on 26 October 2018, the High Court handed down a judgement involving the Lloyds Banking Group's defined benefit pension schemes. The judgement concluded the schemes should be amended to equalise pension benefits for men and women in relation to guaranteed minimum pension benefits. The issues determined by the judgement arise in relation to many other defined benefit pension schemes.

The Trustee is aware that the issue will affect the Fund and will be considering this at a future meeting and decisions will be made as to the next steps. Under the ruling, schemes are required to backdate benefit adjustments in relation to GMP equalisation and provide interest on the backdated amounts.

On 20 November 2020, the High Court handed down a further judgment involving the Lloyds Banking Group's defined benefit pension schemes. This latest judgment confirms that defined benefit schemes which provide GMPs need to revisit and where necessary top up historic Cash Equivalent Transfer Values that were calculated based on unequalised benefits. Again, the issues determined by the judgment arise in relation to many other defined benefit pension schemes.

The Trustee will consider next steps as the Fund has experienced significant historical transfers out which will be subject to adjustment as a result of this second ruling. Any adjustments necessary will be recognised in the financial statements in future years. At the date of signing these financial statements the Trustee does not expect these to be material to the financial statements and therefore have not included a liability in respect of these matters in these financial statements

They will be accounted for in the year they are determined, although the Trustee has already been able to take steps to equalise benefits for certain categories of members who are eligible to take full commutation of all their benefits on the basis of those benefits being very small or due to the member being in serious ill-health and these have been included above.

Notes to the Financial Statements (continued)

25. Subsequent events

On 5 July 2024, the investment assets held with Janus Henderson Global Investors Limited were fully divested. The proceeds were subsequently reinvested with Insight Investment Management Limited as part of the contractual income portfolio.

Certificate of Adequacy of Contributions

Certification of the Schedule of Contributions

Name of scheme: **Lloyd's Superannuation Fund**

Adequacy of rates of contributions

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 2022, to be met for the period for which the Schedule is expected to be in force.

I also certify that any rates of contributions forming part of this Schedule which the Fund requires me to determine are not lower than I would have provided for had I had responsibility for preparing or revising the Schedule, the Statement of Funding Principles and any Recovery Plan.

Adherence to Statement of Funding Principles

I hereby certify that, in my opinion, this Schedule of Contributions is consistent with the Statement of Funding Principles dated 16 May 2023.

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

Signature:

Date:

16 May 2023

Name:

Richard Gibson

Qualification:

Fellow of the Institute and Faculty of Actuaries

Address:

**2 London Wall Place
123 London Wall
London
EC2Y 5AU**

Employer:

Barnett Waddingham LLP

Implementation Statement

Implementation Statement, covering the Fund Year from 1 April 2023 to 31 March 2024

The Trustee of the Lloyd's Superannuation Fund (the "Fund") is required to produce a yearly statement to set out how, and the extent to which, the Trustee has followed the voting and engagement policies in its Statement of Investment Principles ("SIP") during the Fund Year. This is provided in Section 1 below.

The Statement is also required to include a description of the voting behaviour during the Fund Year by, and on behalf of, trustees (including the most significant votes cast by trustees or on their behalf) and state any use of the services of a proxy voter during that year. This is provided in Section 3 below.

In preparing the Statement, the Trustee has had regard to the [guidance on Reporting on Stewardship and Other Topics through the Statement of Investment Principles and the Implementation Statement, issued by the Department for Work and Pensions \("DWP's guidance"\)](#) in June 2022.

1. Introduction

No changes were made to the voting and engagement policies in the SIP during the Fund Year. The last time the SIP was formally reviewed was December 2021 to reflect changes to the investment strategy, notably the increase in the target level of liability hedging to 100% on the self-sufficiency (gilts +0.5% pa) basis.

The Trustee has, in its opinion, followed the Fund's voting and engagement policies during the Fund Year.

2. Voting and engagement

The Trustee has delegated to the investment managers the exercise of rights attaching to investments, including voting rights, and engagement. However, the Trustee takes ownership of the Fund's stewardship by monitoring and engaging with managers as detailed below.

As part of its advice on the selection and ongoing review of the investment managers, the Fund's investment adviser, LCP, incorporates its assessment of the nature and effectiveness of managers' approaches to voting and engagement.

Following the introduction of DWP's guidance, the Trustee agreed to set stewardship priorities to focus monitoring and engagement with its investment managers on specific ESG factors. In June 2023, the Trustee discussed and agreed stewardship priorities for the Fund, which were climate change and corporate transparency. These priorities were selected because they are market-wide areas of risk that are financially material for the investments.

The Trustee regularly invites the Fund's investment managers to present at Trustee meetings.

Over the Fund Year, the Trustee made no new manager or fund appointments, however it continues to receive regular updates on ESG and stewardship related issues from its investment advisers.

Implementation Statement (continued)

The Trustee is conscious that responsible investment, including voting and engagement, is rapidly evolving and therefore expects most managers will have areas where they could improve. Therefore, the Trustee aims to have an ongoing dialogue with managers to clarify expectations and encourage improvements.

3. Description of voting behaviour during the Fund Year

The Fund did not hold any listed equities during the year to 31 March 2024 and therefore there is no voting behaviour to report on in this Statement. The Trustee did not make use of the services of a proxy voter during the period.

3.1 Votes in relation to assets other than listed equity

The following comments were provided by the Fund's asset managers who don't hold listed equities, but invest in assets that had voting opportunities during the period:

Arcmont

"Given Arcmont is a Private Debt asset manager, there is limited scope to participate in voting activities where we have a blocking / majority vote. Due to this, Arcmont does not have a formal voting policy or track voting activities.

Note that Arcmont may be able to vote in limited instances where (i) investments take on an equity element and we are assigned voting board seats, or (ii) in the rare circumstances that Arcmont becomes a majority shareholder of the business. However, at the levels of co-investment that we participate in, and in the current market conditions, we are typically only granted votes on economic protections and structural changes to the equity, e.g. if a new class of shares is to be issued and we are diluted.

Arcmont is committed to maintaining an open and active dialogue with management, helping to identify any changes in an investment's ESG risk profile, but more importantly, enabling discussions to influence business practices to mitigate ESG risks. Arcmont tracks and monitors the ESG risk profiles of our investments to assess the severity of the risks, whilst moving to take appropriate action should a risk become too great."

Janus Henderson

"In formulating its approach to corporate governance, Janus Henderson is conscious that a 'one size fits all' policy is not appropriate. Corporate governance regimes vary significantly as a function of factors such as the relevant legal system, extent of shareholder rights, and level of dispersed ownership. Janus Henderson varies its voting and engagement activities according to the market and pays close attention to local market codes of best practice.

However, Janus Henderson consider certain core principles to be universal:

- Disclosure and transparency
- Board responsibilities
- Shareholder rights
- Audit and internal controls

A key element of Janus Henderson's approach to proxy voting is to support these principles and to foster the long-term interests of its clients. It also recognises that in some instances, joint action by shareholders has the potential to be more effective than acting alone. This is especially true when shareholders have a clear common interest.

Implementation Statement (continued)

Where appropriate, Janus Henderson pro-actively collaborates with other investors on governance and wider environmental and social engagement issues, directly and through industry bodies.

Janus Henderson has a fiduciary duty to ensure that proxies are voted in the best interest of all its clients for which it has voting responsibility. It has adopted proxy voting policies and procedures, along with internal procedures, to fulfil proxy voting responsibilities.

To assist in assessing the corporate governance of investee companies, it subscribes to ISS (an independent proxy voting adviser). ISS provides voting recommendations based upon our policies and procedures. Our in-house specialists scrutinise the ISS research and supplement this with in-house research and engagement.

In addition, Janus Henderson has a Proxy Voting Committee, which is responsible for its positions on major voting issues and creating guidelines overseeing the voting process. The Committee is comprised of representatives of investment portfolio management, corporate governance, accounting, legal and compliance. Additionally, the Proxy Voting Committee is responsible for monitoring and resolving possible conflicts of interest with respect to proxy voting."

Overall, in the Trustee's opinion, Arcmont and Janus Henderson's voting behaviour aligns with the Fund's stewardship priorities.