

The Co-operative Pension Scheme (Pace): The Co-operative Bank Section

Financial Statements
For Year Ended 5 April 2023

PENSION SCHEME REGISTRY NO. 19023302

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Trustee's Annual Report

We are pleased to present the audited financial statements for The Co-operative Pension Scheme (Pace): The Co-operative Bank Section ("Bank Section") for the year ended 5 April 2023. The financial statements (set out on pages 9 to 41) have been prepared and audited in accordance with Sections 41(1) and (6) of the Pensions Act 1995.

Further details about the Bank Section, including the investment report, are set out in the consolidated Pace Scheme report and accounts for the year ended 5 April 2023 and these financial statements should be read in conjunction with them. Definitions for the defined terms used in this document can also be found in the consolidated Pace Scheme report.

Report on Actuarial Liabilities

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

The second full actuarial valuation of the Bank Section of the Scheme was carried out as at 5 April 2022.

This showed that on that date:

The value of the technical provisions was: £1,750 million

The value of the assets at that date was: £1,982 million

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

Method

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

Significant actuarial assumptions

- **Discount interest rate (pre and post retirement):** The discount rate used is a term structure derived from the yields on UK Government conventional gilt stocks appropriate to the date of each future cashflow (extrapolated for cash flows beyond the longest available yields) plus an additional:
 - 0.5% per annum for the period to 31 December 2027; and
 - 0.25% per annum thereafterto reflect the allowance we have agreed for additional expected investment returns based on the investment strategy.
- **Future Retail Price inflation (RPI):** The assumption for the rate of increase in the Retail Prices Index (RPI) will be a term structure derived from the difference between the yield on conventional and index-linked UK Government bonds at the date of each future cash flow (extrapolated for cashflows beyond the longest available bonds).
- **Future Consumer Price inflation (CPI):** Derived from the RPI assumption, with an appropriate adjustment to recognise the long term difference between expectations of

future RPI increases and future CPI increases. The adjustment will be reviewed at each valuation; it has been assumed for the purpose of this valuation that the appropriate adjustment will be 0.7% per annum up to 2030 and 0.0% per annum thereafter.

- **Pension increases:** In line with the provisions in the Scheme's rules, the assumption for the rate of pension increases applying to each benefit tranche is a full curve of annual gilt-implied inflation forward rates, adjusted for the probability that future inflation is above or below any applicable maximum and minimum annual increase entitlements. A stochastic model is used to derive the adjustment at each point on the curve. The model allows for the volatility of inflation to vary with time.
- **Pay increases:** No members in the Bank Section of the Scheme have benefits which increase in line with changes in salaries.
- **Mortality:** The mortality assumptions are based on up to date information published by the Continuous Mortality Investigation ("CMI") and National Statistics, making allowance for future improvements in longevity and the experience of the Bank Section of the Scheme. The mortality tables are the S3PA Year of Birth tables (standard for male and middle for female) with weightings of 101% for male pensioners, 107% for male non-pensioners, 101% for female pensioners and 106% for female non-pensioners. Future improvements are based on the CMI 2021 model with a long term improvement rate of 1.5% p.a., an S-Kappa of 7.5 and no initial adjustment factor.

Further details of the completed actuarial valuation and funding arrangements for the Bank Section are available in the consolidated Pace Scheme accounts.

Statement of Trustee's Responsibilities

The financial statements, which are prepared in accordance with United Kingdom 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 Bank Section during the Bank Section year and of the amount and disposition at the end of that year of its assets and liabilities, other than liabilities to pay pensions and benefits after the end of the Bank Section year; and
- have been prepared in accordance with the Trust Deed.

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

The Trustee is responsible under the trust deed for the preparation of the non-statutory financial statements in accordance with the requirements of the trust deed, applicable law and United Kingdom Accounting Standards.

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 Bank Section and to prevent and detect fraud and other irregularities, including the maintenance of an appropriate system of internal control.

The Trustee is responsible for the maintenance and integrity of the corporate and financial information included on the Scheme's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

For and on behalf of PACE Trustees Limited

BESTrustees Limited,
represented by Christopher Wheeler
Trustee Director

Thomas Taylor
Secretary

Date:

Independent Auditor's Report to the Trustee of The Co-operative Pension Scheme (Pace): The Co-operative Bank Section

Report on the audit of the non-statutory financial statements

Opinion

In our opinion the non-statutory financial statements of The Co-operative Pension Scheme (Pace) – The Co-operative Bank Section (the “Bank Section”):

- show a true and fair view of the financial transactions of the Bank Section during the year ended 5 April 2023 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, including Financial Reporting Standard 102 “The Financial Reporting Standard applicable in the UK and Republic of Ireland”; and
- has been prepared in accordance with the Trust Deed.

We have audited the non-statutory financial statements which comprise:

- the fund account;
- the statement of net assets; and
- the related notes 1 to 21.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 “The Financial Reporting Standard applicable in the UK and Republic of Ireland” (United Kingdom Generally Accepted Accounting Practice).

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 non-statutory financial statements section of our report.

We are independent of the Bank Section in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (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 non-statutory financial statements, we have concluded that the Trustee's use of the going concern basis of accounting in the preparation of the non-statutory 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

Independent Auditor's Report to the Trustee of The Co-operative Pension Scheme (Pace): The Co-operative Bank Section (continued)

Conclusions relating to going concern (continued)

the Bank Section's ability to continue as a going concern for a period of at least twelve months from when the non-statutory financial statements are authorised for issue.

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

Other information

The other information comprises the information included in the Trustee's report, other than the non-statutory financial statements and our auditor's report thereon. The Trustee is responsible for the other information contained within the annual report. Our opinion on the non-statutory 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 non-statutory 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 non-statutory financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of the Trustee

As explained more fully in the Statement of Trustee's Responsibilities, the Trustee is responsible for the preparation of the non-statutory 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 non-statutory financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the non-statutory financial statements, the Trustee is responsible for assessing the Bank Section'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 Bank Section or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the non-statutory financial statements

Our objectives are to obtain reasonable assurance about whether the non-statutory 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

Independent Auditor's Report to the Trustee of The Co-operative Pension Scheme (Pace): The Co-operative Bank Section (continued)

Auditor's responsibilities for the audit of the non-statutory financial statements (continued)

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 non-statutory financial statements.

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

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

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

We considered the nature of the Bank Section's industry and its control environment, and reviewed the Bank Section's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of the Bank Section's Trustee about their own identification and assessment of the risks of irregularities, including those that are specific to the Scheme's business sector.

We obtained an understanding of the legal and regulatory framework that the Bank Section operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the non-statutory financial statements. These included the Pensions Act 1995, the Pensions Act 2004, the Occupational Pension Schemes (Requirement to obtain Audited Accounts and a Statement from the Auditor) Regulations 1966 and the Occupational and Personal Pension Schemes (Disclosure of Information) Regulations 2013 and;
- do not have a direct effect on the non-statutory financial statements but compliance with which may be fundamental to the Bank Section's ability to operate or to avoid a material penalty. These included the Bank Section's regulatory requirements.

We discussed among the audit engagement team including relevant internal specialists, such as financial instruments, pensions actuarial and real estate specialists, regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

As a result of performing the above, we identified the greatest potential for fraud in the misappropriation of investment assets. In response we have: obtained an understanding of the relevant controls over investment holdings and transactions; agreed investment holdings to independent confirmations; and agreed investment and cash reconciliations to independent sales and purchase reports and bank statements.

Independent Auditor's Report to the Trustee of The Co-operative Pension Scheme (Pace): The Co-operative Bank Section (continued)

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are

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

indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the non-statutory financial statements;
- performing analytical procedures to identify unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of the Trustee concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of Trustee and subcommittee meetings, and reviewing correspondence with the Pensions Regulator.

Use of our report

This report is made solely to the Bank Section's Trustee, as a body, in accordance with the Trust Deed and our engagement letter. Our audit work has been undertaken so that we might state to the Bank Section'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 Bank Section's Trustee as a body, for our audit work, for this report, or for the opinions we have formed.

Deloitte LLP
Statutory Auditor
Reading
United Kingdom

Date:

Fund Account

for the year ended 5 April 2023

What does this show?

The Fund Account shows all contributions, investment income and asset returns received by the defined benefit section (DBS) and defined contribution section (DCS) of the Bank Section, minus the benefits and expenses paid out during the year ended 5 April 2023. The result is the Bank Section's net asset position at the end of the reporting year.

	Note	Year ended 5 April 2023			Year ended 5 April 2022		
		DBS £'000	DCS £'000	Total £'000	DBS £'000	DCS £'000	Total £'000
Contributions and Benefits							
Employer contributions		-	11,903	11,903	-	10,975	10,975
Employee contributions		-	486	486	-	436	436
Total contributions	3	-	12,389	12,389	-	11,411	11,411
Transfers in	4	-	247	247	-	67	67
Other income	5	-	264	264	-	400	400
		-	12,900	12,900	-	11,878	11,878
Benefits paid or payable	6	(41,475)	(698)	(42,173)	(40,809)	(833)	(41,642)
Payments to and on account of leavers	7	(13,100)	(1,175)	(14,275)	(24,470)	(15,354)	(39,824)
Administrative expenses	8	(6,978)	(61)	(7,039)	(3,223)	(53)	(3,276)
Other receipts (payments)	9	40	-	40	(67)	-	(67)
		(61,513)	(1,934)	(63,447)	(68,569)	(16,240)	(84,809)
Net (withdrawals)/additions from dealing with members		(61,513)	10,966	(50,547)	(68,569)	(4,362)	(72,931)
Returns on investments							
Investment income	10	83,358	-	83,358	71,161	-	71,161
Change in market value of investments	11	(785,493)	(3,017)	(788,510)	(47,269)	3,213	(44,056)
Investment management expenses	12	(1,456)	-	(1,456)	(2,060)	-	(2,060)
Net returns on investments		(703,591)	(3,017)	(706,608)	21,832	3,213	25,045
Net (decrease)/ increase in the Bank Section during the year		(765,104)	7,949	(757,155)	(46,737)	(1,149)	(47,886)
Transfers between sections		301	(301)	-	(943)	943	-
Net assets of the Bank Section:							
As at 6 April		2,021,980	71,243	2,093,223	2,069,660	71,449	2,141,109
As at 5 April		1,257,177	78,891	1,336,068	2,021,980	71,243	2,093,223

The notes on pages 12 to 41 form part of these financial statements

Statement of Net Assets

(available for benefits) as at 5 April 2023

What does this show?

The Statement of Net Assets below provides a snapshot of the financial position of the Bank Section as at 5 April 2023. It sums up the Bank Section's assets and liabilities at this date. It does not take account of obligations to pay pensions and benefits, which fall due after the end of the Bank Section year; this is dealt with in the Report on Actuarial Liabilities.

	Note	5 April 2023			5 April 2022		
		DBS £'000	DCS £'000	Total £'000	DBS £'000	DCS £'000	Total £'000
Investment assets	11-15						
Bonds		-	-	-	2,057,072	-	2,057,072
Pooled investment vehicles		-	77,466	77,466	45,084	70,227	115,311
Derivatives		-	-	-	455,689	-	455,689
AVC investments		5,168	-	5,168	5,297	-	5,297
Cash deposits		1,316	-	1,316	19,521	-	19,521
Sales awaiting settlement		-	-	-	73	-	73
Accrued income		-	-	-	8,691	-	8,691
Amounts receivable under reverse repurchase agreements		-	-	-	456,265	-	456,265
Insurance policy		1,225,000	-	1,225,000	355,000	-	355,000
Investment liabilities							
Bonds		-	-	-	(421,876)	-	(421,876)
Derivatives		-	-	-	(397,345)	-	(397,345)
Purchases awaiting settlement		(149)	-	(149)	(999)	-	(999)
Income received in advance		(164)	-	(164)	-	-	-
Amounts due under repurchase agreements		-	-	-	(570,523)	-	(570,523)
Total net investments		1,231,171	77,466	1,308,637	2,011,949	70,227	2,082,176
Current assets	16	26,960	1,484	28,444	11,861	1,077	12,938
Current liabilities	17	(954)	(59)	(1,013)	(1,830)	(61)	(1,891)
Net assets of the Bank Section		1,257,177	78,891	1,336,068	2,021,980	71,243	2,093,223

The notes on pages 12 to 41 form part of these financial statements.

The financial statements summarise the transactions of the Bank Section 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 Bank Section year. The Actuary deals with the actuarial position of the Section, which does take account of such obligations, in the Report on Actuarial Liabilities within the annual report in the Pace Scheme consolidated report and accounts as at 5 April 2023, and these financial statements should be read in conjunction with them.

The Trustee Directors approved these financial statements on _____.

Signed for and on behalf of the Trustee Directors:

BESTrustees Limited,
represented by Christopher Wheeler
Trustee Director

Thomas Taylor
Secretary

Notes to the Financial Statements

What does this show?

This section outlines the general accounting policies of the Bank Section that relate to the financial statements as a whole.

1.1 Basis of preparation

The 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 issued by the Financial Reporting Council and the guidance set out in the Statement of Recommended Practice (2018).

These non-statutory accounts have been prepared for the purpose of the scheme funding valuation for the Bank Section. Separate audited statements have been prepared for the Pace Scheme in accordance with Audit Accounts Regulations. Full SORP disclosures can be found in the Pace Scheme financial statements.

1.2 Identification of the financial statements

The Section is established as a trust under English law. The address for enquiries to the Section is Co-operative Group Limited, Pensions Department, Department 10406, 1 Angel Square, Manchester, M60 0AG.

2 Accounting policies

The principal accounting policies of the Bank Section are as follows:

Contributions and benefits

Employee normal and additional contributions are accounted for when deducted from pay and in the period to which the corresponding pay relates. Employer normal contributions are accounted for on the same basis as employee contributions.

Benefits are accounted for in the period in which the member notifies us of their decision on the type or amount of benefit to be taken or, if there is no member choice, on the date of retirement or leaving.

Transfers

Individual transfers in or out represent the capital sums either received in respect of members from other pension schemes or paid to other pension schemes for members who have left the Bank Section. Transfer values are accounted for when the liability is accepted, or discharged.

Expenses

Expenses are accounted for on an accruals basis.

Investment income

Dividends from quoted securities are accounted for when due, with the addition of dividends outstanding as at 5 April 2023 on listed stocks which were then ex-dividend. Interest on deposits is accounted for on an accruals basis and accrued daily.

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.

Investment income arising from the underlying assets within pooled investment vehicles is reinvested in those vehicles and is reflected in the unit price. This income is reported within 'change in market value'.

Income arising from annuity policies held in our name as Trustee for the Bank Section is accounted for as investment income on an accruals basis.

Foreign currencies

Translation of foreign income into sterling is at the exchange rate on the date of receipt. For the investments held in foreign currency, the translation into sterling is at the exchange rate as at year end.

Where forward sales of foreign currency have been made as a hedge against exposure on foreign currency investments, any unrealised profit or loss at the year-end, measured by the difference between the spot and the contract rate, is included in the changes in market value of investments, together with realised gains and losses on forward contracts maturing during the year.

Valuation of investments

Investments are included in the statement of net assets at market value. UK and foreign listed securities are valued at the bid-market value or latest traded price at the year-end. Pooled investment vehicles and unit trusts are stated at the bid price for funds with bid/offer spreads, single price, or dealing price where there are no bid/offer spreads, as provided by the investment manager at the year end.

Bonds are stated at their clean (i.e. excluding accrued income) prices. Accrued income is accounted for within investment income.

Derivatives are stated at market value. Exchange traded derivatives are stated at market values determined using market quoted prices. For exchange traded derivative contracts which are assets, market value is based on quoted bid prices. For exchange traded derivative contracts which are liabilities, market value is based on quoted offer prices.

Forward foreign exchange contracts are valued by determining the gain or loss that would arise from closing out the contract at the reporting date by entering into an equal and opposite contract at that date.

Swaps are revalued on a daily basis. The fair value is calculated using pricing models, where inputs are based on market data as of close of business the previous day. Interest is accrued on a basis consistent with the terms of each contract. The amounts included in 'change in market value' are the realised gains or losses on closed contracts and the unrealised gains or losses on open contracts. Net receipts or payments on swap contracts are reported within change in market value.

Realised and unrealised gains and losses arising on derivative contracts are disclosed within change in market value and are taken directly to the fund account.

Repurchase agreements are valued on an amortised cost basis and are accounted for by recognising and valuing 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. These agreements are valued on an amortised cost basis.

The fair value of annuities (excluding the buy-ins) purchased by the Trustee, which fully provide the benefits for certain members, are estimated to be immaterial by the Trustee. The asset has therefore been excluded from these financial statements. The cost of purchasing these annuities is reported within the Fund Account under 'Benefits paid or payable'.

The valuation of the buy-in annuity policies has been performed by the Actuary using an approximate roll forward of the results of the 5 April 2022 actuarial valuation but updated for market conditions as at 5 April 2023.

In future years, the Actuary will roll forward the data, in a similar manner to the above, from the latest actuarial valuation.

The buy-in annuity policies described above is recognised within the Net Asset Statement under 'Insurance Policy'.

AVC investments are included at market value, as provided by the AVC provider.

3 Contributions

What does this show? This note shows what contributions have been received by the Bank Section from the Bank during the year.

	DBS year ended 5 April 23 £000	DCS year ended 5 April 23 £000	Total year ended 5 April 23 £000
Employer			
normal	-	11,833	11,833
expense allowance	-	70	70
	-	11,903	11,903
Employee			
additional voluntary contributions	-	486	486
	-	486	486
	-	12,389	12,389

3 Contributions (continued)

	DBS year ended 5 April 22 £000	DCS year ended 5 April 22 £000	Total year ended 5 April 22 £000
Employer			
normal	-	10,912	10,912
expense allowance	-	63	63
	-	10,975	10,975
Employee			
additional voluntary contributions	-	436	436
	-	436	436
	-	11,411	11,411

Further details on the Schedules of Contributions agreed for the year can be found on pages 13 to 15 of the consolidated Pace Scheme accounts.

4 Transfers in

What does this show?

This note shows the value of transfers in which have been transferred into the Bank Section during the year.

	DBS year ended 5 April 23 £000	DCS year ended 5 April 23 £000	Total year ended 5 April 23 £000
Individual transfers in	-	247	247
	DBS year ended 5 April 22 £000	DCS year ended 5 April 22 £000	Total year ended 5 April 22 £000
Individual transfers in	-	67	67

5 Other income

What does this show? This note shows income received from Zurich Assurance Limited and Yu Life Limited, the life insurance providers for the Scheme.

	DBS year ended 5 April 23 £000	DCS year ended 5 April 23 £000	Total year ended 5 April 23 £000
Life assurance claims	-	264	264
	DBS year ended 5 April 22 £000	DCS year ended 5 April 22 £000	Total year ended 5 April 22 £000
Life assurance claims	-	400	400

6 Benefits paid or payable

What does this show? This note shows the types and values of benefits been paid out to members of the Bank Section during the year.

	DBS year ended 5 April 23 £000	DCS year ended 5 April 23 £000	Total year ended 5 April 23 £000
Pensions	35,298	-	35,298
Commutations and lump sum	6,085	394	6,479
Retirement benefits			
Lump sum death benefits	92	300	392
Purchases of annuities	-	4	4
	41,475	698	42,173
	DBS year ended 5 April 22 £000	DCS year ended 5 April 22 £000	Total year ended 5 April 22 £000
Pensions	33,960	-	33,960
Commutations and lump sum	6,756	413	7,169
Retirement benefits			
Lump sum death benefits	93	400	493
Purchases of annuities	-	20	20
	40,809	833	41,642

In the prior year, a trivial commutation exercise took place whereby £2.5m of trivial commutations were paid out to members who chose to trivialise their pension. This exercise involved multiple communications regarding the trivial commutation option to around 453 pensioner members of the Bank Section.

7 Payments to and on account of leavers

What does this show? This note shows how much has been paid out to members and other pension schemes for members who have left the Bank Section during the year.

	DBS year ended 5 April 23 £000	DCS year ended 5 April 23 £000	Total year ended 5 April 23 £000
Individual transfers to other schemes	13,100	1,175	14,275
	DBS year ended 5 April 22 £000	DCS year ended 5 April 22 £000	Total year ended 5 April 22 £000
Individual transfers to other schemes	24,470	15,354	39,824

8 Administrative expenses

What does this show? This note shows the different types of expenses the Bank Section has incurred during the year. It splits expenses into key categories, such as actuarial and administration fees.

	DBS year ended 5 April 23 £000	DCS year ended 5 April 23 £000	Total year ended 5 April 23 £000
Administration	2,397	60	2,457
Actuarial	677	-	677
Audit	44	-	44
Legal and other	3,860	1	3,861
	6,978	61	7,039

Project costs in relation to the additional bulk annuity policy with Rothesay Life have been incurred during the year.

8 Administrative expenses (continued)

	DBS year ended 5 April 22 £000	DCS year ended 5 April 22 £000	Total year ended 5 April 22 £000
Administration	2,051	53	2,104
Actuarial	325	-	325
Audit	45	-	45
Legal and other	802	-	802
	3,223	53	3,276

The Co-operative Bank plc meets all DCS costs directly, with the exception of costs charged by the Co-operative Group Limited in respect of the provision of services to the DCS, which is met by way of contributions payable to the DCS. The DBS meets all costs in respect of the DBS.

9 Other (receipts)/payments

What does this show?

This note shows the total amount of levies paid to the Pensions Regulator and the Pension Protection Fund during the year.

	DBS year ended 5 April 23 £000	DCS year ended 5 April 23 £000	Total year ended 5 April 23 £000
Pension levies*	(40)	-	(40)

	DBS year ended 5 Apr 22 £000	DCS year ended 5 Apr 22 £000	Total year ended 5 Apr 22 £000
Pension levies	67	-	67

*Pension levies for 2023 include an accrual release of £138k (2022: nil) as the provision for the 2006/07 levy is no longer required.

10 Investment Income

What does this show? The Bank Section receives income and interest from its assets; this note shows the different types of income and interest received during the year.

DBS	Total year ended 5 April 23 £000	Total year ended 5 April 22 £000
Income from bonds	50,070	53,538
Interest on cash deposits	770	39
Foreign exchange gain	2,078	503
Income from collateral	42	1
Income from securities lending	8	13
Annuity income*	30,158	16,773
Other	232	294
	83,358	71,161

Investment income shown above reflects income earned by investments within the DB Section. All income received on pooled investment vehicles is re-invested and is included in the change in market value. All income earned on pooled investment units held by the DC Section is accounted for within the value of those funds.

*In December 2022, the Trustee entered into an additional bulk annuity policy with Rothesay Life in respect of the remainder of the Defined Benefit Section's pensioner and deferred liabilities. During the year, £12m (2022: nil) was received from Rothesay and £18m (2022: £17m) from PIC to cover pensions and benefits paid to members.

11 Reconciliation of investments

What does this show?

This note provides a reconciliation of the sales, purchases and change in market value during the year between the opening and closing value of investments and analysed by asset class as disclosed on the face of the Statement of Net Assets.

DB Assets	Note	5 April 2022 £000	Purchases at cost and derivative payments £000	Sales proceeds and derivative receipts £000	Change in market value £000	5 April 2023 £000
Bonds*		1,635,196	1,500,446	(2,580,865)	(554,777)	-
Pooled investment vehicles	11.1	45,084	338,024	(381,034)	(2,074)	-
Net derivative contracts*	11.2					
- Swaps		57,810	43,641	(102,054)	603	-
- Futures		3,250	242	(11,340)	7,848	-
- Foreign exchange		(2,716)	37,013	(19,037)	(15,260)	-
AVC investments	11.3	5,297	345	(436)	(38)	5,168
Insurance Policy*	11.4	355,000	1,089,538	-	(219,538)	1,225,000
		2,098,921	3,009,249	(3,094,766)	(783,236)	1,230,168
Repurchase and reverse repurchase agreements		(114,258)			(2,257)	-
Cash deposits		19,521				1,316
Accrued income and (income received in advance)		8,691				(164)
Sales awaiting settlement		73				-
Purchases awaiting settlement		(999)				(149)
TOTAL DB ASSETS		2,011,949			(785,493)	1,231,171
DC Assets		£000	£000	£000	£000	£000
Pooled investment vehicles**	11.1	70,227	11,816	(1,560)	(3,017)	77,466
TOTAL DC ASSETS		70,227	11,816	(1,560)	(3,017)	77,466

*In December 2022, the Trustee entered into an additional bulk annuity policy with Rothesay Life in respect of the remainder of the Defined Benefit Section's pensioner and deferred liabilities, transferring the majority of the Section's assets to Rothesay Life. These bulk annuity policies will provide all benefits due from the Section to members. The only remaining defined benefit assets consist of cash held by the Section to meet future costs.

**During the year £0.1m (2022: £11m) of Bank section assets were moved from Pace DC to L&G's Mastertrust. These switches have not been included in the purchase and sales figures in the above table.

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.

Transaction costs

Included within the DB Section purchases and sales figures are direct transaction costs of £4,559 comprising of commission (2022: £7,662). These costs are attributable to the key asset classes as follows:

	Fees £	Commission £	Stamp Duty £	Total £
Cash instruments	-	4,358	-	4,358
Derivatives	-	201	-	201
For the year to 5 April 2023	-	4,559	-	4,559
For the period to 5 April 2022	-	7,662	-	7,662

Transaction costs are also borne by the Bank Section in relation to transactions in pooled investment vehicles. Such costs are taken into account in calculating the bid/offer spread of these investments and are not separately reported.

For the DC section, investments purchased by the Bank Section are allocated to provide benefits to the individuals on whose behalf corresponding contributions are paid. Legal & General holds the investment units on a pooled basis on our behalf. Legal & General allocates investment units to members. We may hold investment units representing the value of employer contributions that have been retained by the Bank Section that relate to members leaving the Bank Section prior to vesting.

DC investment assets are allocated to members and the Trustee as follows:

	Total 5 Apr 23 £000	Total 5 Apr 22 £000
Members	77,466	70,227
Trustee	-	-
	77,466	70,227

11.1 Pooled investment vehicles

DBS	Total 5 Apr 23 £000	Total 5 Apr 22 £000
Cash fund	-	36,397
Alternative fund	-	8,687
	-	45,084

DCS	Total 5 Apr 23 £000	Total 5 Apr 22 £000
Diversified Growth	53,215	48,127
Cash	4,754	3,596
Equity	19,411	18,398
Bonds	86	106
	77,466	70,227

11.2 Derivative contracts - Objectives and policies

We have authorised the use of derivatives by investment managers to manage risk within the investment strategy.

The main objectives for the use of key classes of derivatives and the policies followed during the year are summarised as follows:

Swaps – Our aim is to match, as far as possible, the liability matching portfolio and the Bank Section’s long-term liabilities, in particular in relation to sensitivity to interest rate and inflation movements. For capital efficiency, we have entered into derivative agreements (interest rate and inflation-linked swap contracts that enable the liability matching portfolio to better match the long-term liabilities of the Bank Section.

Futures – Futures are used to manage interest rate risk and gain synthetic bond exposure. Bond future contracts are efficient instruments to allow the manager to position the portfolio for overall movements in yields and changes in shape to the yield curve.

Forward foreign exchange – In order to maintain appropriate diversification of investments within the portfolio, and take advantage of overseas investment returns, a proportion of the investment portfolio is invested overseas. To balance the risk of investing in foreign currencies whilst having an obligation to settle benefits in Sterling, we operate a policy of hedging a portion of non-sterling currency exposure in the fixed income portfolio to reduce the currency exposure of the overseas investments to the targeted level.

At the year-end the Bank Section held no derivative contracts:

Derivatives

DBS		Assets 5 Apr 23 £000	Liabilities 5 Apr 23 £000	Assets 5 Apr 22 £000	Liabilities 5 Apr 22 £000
OTC swaps	(i)	-	-	451,593	(393,783)
Futures	(ii)	-	-	3,275	(25)
Forward FX contracts	(iii)	-	-	821	(3,537)
		-	-	455,689	(397,345)

i. Swaps

Nature Duration	Nominal Amount £000	Asset value at year-end £000	Liability value at year-end £000
Total 5 April 2023		-	-
Total 5 April 2022		451,593	(393,783)

In the prior year, in relation to the swap contracts above, the fund and counterparties deposited a total of £38m and £135m of bonds and cash as collateral at the year-end. No collateral was deposited at 5 April 2023. This collateral is not reported within the Bank Section's net assets.

ii. Futures

Nature	Notional Amount long/(short) position	Expires	Asset value at year-end £000	Liability value at year-end £000
Total 5 April 2023			-	-
Total 5 April 2022			3,275	(25)

Included within the prior year cash balances was -£2.3m in respect of initial and variation margins arising on open future contracts at the year-end. No cash balances were held at 5 April 2023.

iii. Forward Foreign Exchange (FX)

The Bank Section had no open FX contracts at the year-end.

Contract	Settlement date	Currency bought	Currency	Currency sold	Currency	Asset value at 5 Apr 23 £000	Liability value at 5 Apr 23 £000
Total 5 April 2023		-		-		-	-
Total 5 April 2022						821	(3,537)

11.3 AVC investments

DBS	Total 5 Apr 23 £000	Total 5 Apr 22 £000
Royal London (CIS) Ltd	2,415	2,625
Legal & General	2,753	2,672
	5,168	5,297

Contributions to Additional Voluntary Contribution investments made by both DBS and DCS members are invested separately from the investments of the Bank Section on a money purchase basis with Legal & General. As Legal & General does not distinguish between investments held for DBS and DCS members, all Legal & General AVCs are reported as DBS assets.

Royal London (CIS) Ltd provided AVCs for DBS members up to October 2015, when the Pace DB Section closed. It is no longer possible for any further contributions to be made to Royal London since the Pace DB Section closed.

11.4 Insurance policy

DBS	Total 5 Apr 23 £000	Total 5 Apr 22 £000
Pension Insurance Corporation	256,000	355,000
Rothesay	969,000	-
	1,225,000	355,000

11.5 Concentration of investments

The following investments represented more than 5% of the net assets of the Bank Section:

		2023		2022	
		Market value £000	Net assets %	Market value £000	Net assets %
Rothesay	Insurance policy	969,000	72.5	-	-
PIC	Insurance policy	256,000	19.2	355,000	17.0

12 Investment management expenses

What does this show? This note shows the investment management expenses incurred by the Bank Section during the year.

DBS	Total year ended 5 Apr 23 £000	Total year ended 5 Apr 22 £000
Investment management fees	649	1,521
Custody fees	113	156
Performance measurement services	23	24
Other advisory fees	658	344
Other investment expenses	13	15
	1,456	2,060

There were no performance fees included in investment management fees during the year.

13 Taxation

The Scheme 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 (see note 9) represents irrecoverable withholding taxes arising on investment income.

14 Fair value determination

What does this show?

This note categorises the investment assets and liabilities held by the Bank Section into specific levels which correspond to how its market value has been determined. Market values can be determined from a number of sources including taking pricing information from market data i.e. a stock exchange, or using a valuation model not widely available.

The fair value of financial instruments has been estimated 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).

The Bank Section's investment assets and liabilities have been fair valued using the above hierarchy categories as follows:

At 5 April 2023	Held at cost not FV £000	Level 1 £000	Level 2 £000	Level 3 £000	Total £000
DB Section					
Bonds	-	-	-	-	-
Pooled investment vehicles	-	-	-	-	-
Swaps	-	-	-	-	-
Futures	-	-	-	-	-
Foreign exchange	-	-	-	-	-
AVC investments	-	-	5,168	-	5,168
Insurance policies	-	-	-	1,225,000	1,225,000
Repurchase and reverse repurchase agreements	-	-	-	-	-
Cash deposits	-	1,316	-	-	1,316
Accrued Income / (income received in advance)	-	(164)	-	-	(164)
Sales awaiting settlement	-	-	-	-	-
Purchases awaiting settlement	-	(149)	-	-	(149)
	-	1,003	5,168	1,225,000	1,231,171
DC Section					
Pooled investment vehicles	-	-	77,466	-	77,466
TOTAL	-	1,003	82,634	1,225,000	1,308,637

At 5 April 2022	Held at cost not FV £000	Level 1 £000	Level 2 £000	Level 3 £000	Total £000
DB Section					
Bonds	-	-	1,543,770	91,426	1,635,196
Pooled investment vehicles	-	-	36,397	8,687	45,084
Swaps	-	-	57,810	-	57,810
Futures	-	3,250	-	-	3,250
Foreign exchange	-	-	(2,716)	-	(2,716)
AVC investments	-	-	5,297	-	5,297
Insurance policies	-	-	-	355,000	355,000
Repurchase and reverse repurchase agreements	(114,258)	-	-	-	(114,258)
Cash deposits	-	19,521	-	-	19,521
Accrued income/ (income received in advance)	-	8,691	-	-	8,691
Sales awaiting settlement	-	73	-	-	73
Purchases awaiting settlement	-	(999)	-	-	(999)
	(114,258)	30,536	1,640,558	455,113	2,011,949
DC Section					
Pooled investment vehicles	-	-	70,227	-	70,227
TOTAL	(114,258)	30,536	1,710,785	455,113	2,082,176

15 Investment risk disclosures

What does this note show?

This note provides additional information to enable readers to evaluate the nature and extent of credit, market and other risks arising from certain investment assets which the Bank Section is exposed to. Information about how the Bank Section manages these risks is also provided.

FRS 102 requires that we, the Trustee, provide information in relation to certain investment risks. The risks are set out by FRS 102 are:

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, e.g. the risk that a borrower may not repay a loan or a debt to the Bank Section.

Market Risk: this includes “currency risk”, “interest rate risk”, “inflation risk” and “other price risk”.

- **Currency risk:** this is the risk that the value of an investment changes because of changes in foreign exchange rates.

- **Interest rate risk:** this is the risk that the value of an investment increases or decreases because of changes in interest rates.
- **Inflation risk:** this is the risk that the value of an investment increases or decreases because of changes in inflation expectations.
- **Other price risk:** this is the risk that the value of an investment decreases or increases because of changes in market prices (apart from changes in value as a result of movements in interest rates, inflation or currencies).

15.1 Defined Benefit Section

Other Defined Benefit Risks:

Apart from the risks listed above, we make sure the following investment related risks are managed for the Bank Section of Pace:

- **Counterparty credit risk** – the risk that the Bank Section’s annuity providers do not make the required payments to the Bank Section.
- **“Liquidity risk”:** the risk that the Bank Section does not hold enough cash to meet short term requirements to pay benefits
- **Environmental, social and governance (“ESG”) risk (including climate change)** – the risk that the Scheme’s investment returns and/or reputation are damaged due to the failure to implement and adhere to its responsible investment policy.

15.1.1 Defined Benefit Investment Strategy

We make investment decisions after taking advice from a professional investment adviser.

In 2020, the Trustee entered into a bulk annuity policy with PIC in respect of a portion of the Defined Benefit section’s pensioner liabilities. In December 2022, the Trustee entered into an additional bulk annuity policy with Rothesay Life in respect of the remainder of the Defined Benefit Section’s pensioner and deferred liabilities, transferring the majority of the Section’s assets to Rothesay Life (c. £1.1bn). These bulk annuity policies will provide all benefits due from the Section to members. The only remaining defined benefit assets consist of cash held by the Section to meet future costs.

This therefore limits the risks set out under section 15 that the Bank Section is exposed to as at 5 April 2023 to credit risk; prior to December 2022 the Bank Section was subject to the risks above because of the investments it made to implement its strategy. We managed investment risks, including credit risk and market risk, within agreed limits which were set taking into account the Bank Section’s investment objectives. These investment objectives and risk limits were applied through the legal agreements the Bank Section had with its investment managers, and we regularly monitored that the managers were complying with these agreements.

Investment markets were particularly volatile towards the second half of the Scheme year, with the rising interest rate and inflation impacting equity and bond markets. In conjunction with our investment adviser, we continued to monitor the situation in relation to the operational and financial position of the scheme.

A more detailed description of our approach to risk management and the Bank Section’s exposures to credit and market risks is set out below. This does not include AVC investments, because these are considered immaterial compared to the overall investments of the Bank

Section. Where the term ‘invested assets’ is used below, it includes the value of the annuity policy entered into by the Bank Section in April 2020 and December 2022.

15.1.2 Defined Benefit Investment Risk Management

For the Bank Section, we did not invest in pooled investment vehicles where we have control over the investment mandates. We had assets invested in an alternative growth fund in a pooled investment vehicle.

(i) Credit risk

The Bank Section was subject to credit risk for the majority of the Scheme year because:

- it invested in bonds issued by UK and overseas governments and companies (which could default on their debt to the Bank Section);
- it held ‘buy-in’ bulk annuity policies with PIC and (from December 2022) with Rothesay Life;
- it entered into repurchase agreements and invests in derivatives; and
- it held cash in bank accounts and with investment managers.

The Bank Section also had asset holdings in pooled investment vehicles, such as open ended investment companies and unit linked insurance contracts, and was therefore directly exposed to credit risk in relation to these pooled investment vehicles.

Credit risk – Insurance policies:

The Bank Section is subject to credit risk arising from the buy-in policies with PIC, which was purchased in April 2020; and with Rothesay Life which transacted in December 2022. This risk is, however, mitigated by the fact that both PIC and Rothesay Life are regulated by the Financial Conduct Authority and in the event of insurer default, the benefits secured by the buy-in will be protected by the Financial Services Compensation Scheme (“FSCS”). As at 5 April 2023, the value attributed to the buy-in policies was approximately £1,225m. (2022: £355m).

Credit risk – UK government and investment grade bonds:

We limited the credit risk the Bank Section is exposed to through its bond holdings by diversifying holdings across a number of investment managers, ensuring that the majority of the bonds held by BlackRock, Insight, Legal and General (LGIM), Royal London Asset Management (RLAM) and 24AM were either government bonds (where the risk of default is minimal), or corporate bonds which were rated at least investment grade (i.e. where they are higher quality). The risk was also reduced by requiring the appointed investment managers to invest in a range of bonds issued by different entities, which reduced the impact on the total portfolio if a bond issuer was unable to meet the payments due (see note 10).

The Bank Section’s investment managers were also allowed to invest in corporate bonds and similar investments which were not rated as investment grade. These investments were held at the investment managers’ discretion and were subject to limits. BlackRock, Insight and 24AM were not permitted to purchase bonds which were sub-investment grade, however if a bond becomes sub-investment grade, Insight were allowed to hold up to 10% of Net Asset Value (NAV) exposure in sub investment grade bonds and BlackRock could hold up to 2%. RLAM allowed to invest in corporate bonds which were not rated as investment grade, at RLAM’s discretion and subject to limits; if a bond was downgraded RLAM could continue to hold it, but at most 20% of the Bank Section’s investment with RLAM could be sub-investment grade.

At the year end a total of nil% of the Bank Section's invested assets were rated sub-investment grade (5 April 2022: 0.8%).

Credit risk - derivatives:

Credit risk arising on derivative contracts, which are not guaranteed by any regulated exchange, are subject to risk of failure of the counterparty. Prior to the transaction with Rothesay Life in December 2022, the level of credit risk for derivative contracts was reduced by using collateral arrangements (see note 11.2 (i)). Credit risk could also arise on forward foreign currency contracts (see note 11.2 (iii)). There were no collateral arrangements for these contracts but, when used, all counterparties are required to be at least investment grade.

The Bank Section's overseas bond holdings with LGIM and Insight were also exposed to credit risk on the currency hedging derivatives held by the manager (and, in the case of LGIM and Insight, interest rate derivatives). These risks were mitigated by the managers using a range of counterparties, undertaking on-going monitoring of counterparty creditworthiness and requiring all counterparties to maintain minimum credit ratings.

The Mercer alternatives fund was also exposed to credit risk in relation to currency hedging contracts that were used to hedge the bulk of its overseas currency exposure. This credit risk was mitigated by renewing and settling the cumulative profit or loss on these contracts at least once every two months and by Mercer undertaking on-going monitoring of counterparty creditworthiness and requiring the sole counterparty to maintain an investment grade credit rating.

Credit risk – cash:

Cash is currently held within financial institutions which are at least investment grade credit rated. We have appointed a banking services provider with an investment grade credit rating at year end, the total cash held is 2.1% of the Bank Section's total net assets (2022: 0.6%).

Credit risk – securities lending:

The Bank Section could lend certain securities under a Trustee-approved securities lending programme. We managed the credit risk arising from securities lending activities by restricting the amount of overall stock that could be lent, only lending to approved borrowers who are rated investment grade, limiting the amount that can be lent to any one borrower and putting in place collateral arrangements and an indemnification from the lending agent. However, in May 2022, following a review of the programme and discussion with advisers, the Trustee took the decision to terminate the securities lending programme.

At the year end, the Bank Section had lent £nil (2022: £10.8m) of UK quoted securities, and £nil (2022: £5.3m) of non-UK quoted securities.

Credit risk – repurchase agreements and swaps:

Credit risk on repurchase agreements and swaps is mitigated through collateral arrangements. At the year end, the market value of collateral held by the Bank Section was nil (2022: £144m); and the market value of collateral pledged by the Bank Section was nil (2022: £41m).

Credit risk – pooled investments:

The Bank Section also had holdings in pooled investment vehicles which invested in underlying assets like shares and bonds on behalf of a number of investors, and was therefore directly exposed to credit risk for these investments (as the PIVs could default on their obligations to

the Bank Section). A summary of pooled investment vehicles by type of arrangement can be found in note 11.1.

The Bank Section's investments in PIVs were rated investment grade or are unrated. Direct credit risk arising from PIVs is reduced because:

- the underlying investments held by the pooled funds are legally ring-fenced from the investment manager(s);
- the investment managers that operated the PIVs need to meet the requirements of various financial regulations; and,
- we invested in a number of different PIVs, spreading risk.

	2023	2022
	£'000	£'000
Open Ended Investment Company		
- Insight Liquidity fund	-	1,358
- BlackRock Institutional cash fund	-	23,666
- Mercer QIF Alternatives Fund	-	8,686
Unit Linked Insurance Policy		
- LGIM Liquidity fund	-	11,374
TOTAL	-	45,084

At year end, nil% of the Bank Section's invested assets were held in pooled investment vehicles (2022: 2.2%).

Credit risk – custody:

We appointed a global custodian for the safe-keeping of assets. The risk that the custody of the Bank Section's assets is not secure was addressed by monitoring the custodian's activities and creditworthiness. In addition, cash balances held by the custodian were transferred to a ring-fenced fund each night to reduce the risk of losses occurring should the custodian become un-creditworthy overnight.

The investment managers for the PIVs appoint their own custodians to ensure the safe-keeping of the assets within their mandates.

Indirect credit risk:

Indirect credit risk arises in relation to underlying investments held in the alternatives pooled investment vehicles that the Bank Section invests in (nil% of assets at year end; 2022: 0.4%). For example, if the Bank Section invested in a pooled investment, which itself invests in bonds issued by a company, there is a risk that that company does not repay the bond to the pooled fund. This risk was in relation to the holdings in the Mercer alternatives fund, which the Bank Section exited in December 2022.

(ii) Currency risk

The Bank Section was subject to currency risk because it invested in overseas investments either as segregated investments or through pooled funds.

To reduce the risk that the value of these overseas investments fall in Sterling terms, we operated a policy of hedging a portion of non-Sterling currency exposure as appropriate, and

where we judge this risk to be material. The management of currency risk is delegated to the appointed managers and is managed within each manager’s overall risk framework.

The Bank Section’s total net unhedged exposure by major currency at the year-end was as follows:

Currency	Total at 5 April 2023 £000	Total at 5 April 2022 £000
US Dollar	-	651
Euro	-	147
Japanese Yen	-	-
Other	-	1
Net overseas exposure	-	799

(iii) Interest rate and inflation risk

The Bank Section was subject to interest rate and inflation risk on its investments in bonds and financial derivatives, and also through its liabilities. The liability driven investments it made are intended to protect the Bank Section against the impact of changes in interest rates and inflation on the Bank Section’s liabilities.

The Bank Section managed these risks through investments in a segregated LDI portfolio managed by BlackRock and long-dated corporate bond portfolios managed by LGIM, Insight and RLAM. These portfolios held gilts, corporate bonds, derivatives and cash collateral. We monitored the level of assets available within the BlackRock LDI portfolio for use as collateral and operate a framework to ensure that if gilt yields rise then additional cash could be provided in a timely manner, should it be required.

The bulk annuity policy purchased by the Bank Section also provides interest rate and inflation protection in relation to the liabilities it matches.

At the year end the LDI portfolio and bonds represented nil% of the total assets for the Bank Section, including the buy-in (2022: 78.1%).

(iv) Other price risk

The Bank Section was exposed to “other price risk”, largely because of its investments in return seeking assets (which included over the year investments in alternative investments held in a pooled vehicle). Alternative investments include such asset classes as hedge funds and private equity.

At the year end, the Bank Section’s exposure to investments subject to other price risk was nil% (2022: 0.4%).

(v) Other Defined Benefit risks

Other Defined Benefit investment risks are managed as outlined below:

- **Counterparty credit risk** – this is mitigated as the annuity policies in place are governed by insurance market solvency requirements and the protections provided by

the Financial Services Compensation Scheme; the Trustee has further mitigated this risk through careful choice of insurance providers and negotiation of contract terms.

Liquidity risk - while the buy-in policy held by the Section can only be liquidated by the Trustee in specific and limited pre-defined circumstances, it is designed to match the liquidity requirements of the relevant liabilities as exactly as possible, and so the requirement to hold liquid assets to meet these liabilities as they are due falls away.

- **Environmental, social and governance (“ESG”) risk (including climate change)** – with the purchase of insurance policies, the Trustee’s responsibility for the management of these risks is limited and passed on to PIC and Rothesay Life (and the two insurers’ management of these risks was considered as part of their selection).

15.2 Defined Contribution Section

Other Defined Contribution Risks:

As well as considering the risks that apply to the underlying funds, summarised in Note 14 above, we consider the following investment related risks:

- Purchasing power risk
- Conversion risk
- Manager risk
- Lack of diversification risk
- ESG risk

15.2.1 Defined Contribution investment strategy

Our objective is to make available to members of the Bank Section, an appropriate range of investment options designed to generate income and capital growth, which together with contributions from members and their employer, will provide a retirement amount which the member can use for the provision of retirement income; either by taking their defined contribution account as cash, using it to purchase a pension annuity (or other type of retirement product) or transferring it out of the Bank Section to provide alternative retirement benefits.

We have an insurance policy with Legal & General. The value of the policy is linked to the value of the underlying assets or pooled funds in which we choose to invest. The day to day management of the underlying investments of the funds is the responsibility of Legal & General, including the direct management of credit and market risks.

We have determined the defined contribution investment strategy, after taking professional investment advice and following consultation with the Sponsor. We provide three Target investment options for members which are designed to be an appropriate match for the different retirement options a member can take.

The default option is Target: Lump Sum, which has been selected as appropriate for members who want to take their account as a one-off cash sum on retirement. As a member approaches retirement, the funds are steadily moved into lower risk funds. These funds may not grow so quickly but are less likely to have large falls in value in the short term.

The other options available to members are Target: Secure Income and Target: Flexible Income.

Target: Secure Income is designed to be an appropriate match for members who want to use their account to buy a pension (annuity) at retirement.

Target: Flexible Income is designed to be an appropriate match for members who want to leave their account invested after retirement, taking sums of money from it (drawdown) over time. Drawdown is not currently offered through the Bank Section so members will need to transfer their account to another arrangement at retirement to take advantage of it.

Although the Target funds have been designed to be a good match for the different retirement options a member can take, they do not guarantee a particular outcome at retirement. Members are advised to consider taking independent financial advice if they are unsure as to what investment fund is right for them.

Members who would rather make their own investment decisions can select from the following range of funds:

- Pace Growth (Shares) 2021 Fund
- Pace Growth (Ethical Shares) Fund
- Pace Growth (Mixed) Fund
- Pace Pre-retirement (Inflation-linked) Fund
- Pace Pre-retirement Fund
- Pace Cash Fund
- Pace Growth (Shariah) Fund

The three Target options invest in the following Funds over a member's working life:

- Target: Lump Sum - Pace Growth (Mixed) Fund, Pace Growth (Shares) 2021 Fund and Pace Cash Fund
- Target: Secure Income - Pace Growth (Mixed) Fund, Pace Growth (Shares) 2021 Fund, Pace Pre-retirement Fund and Pace Cash Fund
- Target: Flexible Income: Pace Growth (Mixed) Fund, Pace Growth (Shares) 2021 Fund and Pace Cash Fund

15.2.2 Defined Contribution Investment Risk Management

Member level exposure to the risks outlined in Note 15 will be dependent on the funds invested in by members. The funds which have significant exposure to these risks are set out below:

	Credit risk	Interest rate risk	Inflation risk	Currency risk	Other price risk	Asset Value 5 April 2023 £000
Pace Growth (Shares) 2021 Fund	YES	-	-	YES	YES	18,247
Pace Growth (Ethical shares) Fund	YES	-	-	YES	YES	1,110
Pace Growth (Mixed) Fund	YES	YES	YES	YES	YES	53,216
Pace Pre-retirement (inflation-linked) Fund	YES	YES	YES	-	YES	72
Pace Pre-retirement Fund	YES	YES	-	-	YES	14
Pace Growth (Shariah) Fund	YES	-	-	YES	YES	53
Pace Cash Fund	YES	YES	-	-	-	4,754

(i) Credit risk

Credit risk – Insurer:

The Defined Contribution Section (DC Section) is subject to direct credit risk in relation to the Bank Section's holding in unit-linked funds provided by Legal & General. Legal & General is regulated by the Financial Conduct Authority and they maintain separate funds for policyholders. We monitor the creditworthiness of Legal & General by reviewing published credit ratings. Legal & General invests all the Bank Section's funds in its own investment funds, reinsured to Legal & General Assurance (Pension Management) Ltd funds, with the exception of the Pace Growth (Shariah) Fund which is managed by HSBC.

Credit risk – cash:

Cash is currently held within financial institutions which are at least investment grade credit rated. Over the reporting year, cash balances were held in a bank with an investment grade credit rating. The cash balance at year end was £109k for the Bank Section (2022: £107k).

Indirect Credit risk:

The DC Section is also subject to indirect credit arising from the underlying investments held in the funds. Indirect credit risk is mitigated by the spread of assets held in the funds, which provides diversification. Within the Pre-retirement Funds, indirect credit

risk is also mitigated by the funds only holding government bonds or investment grade corporate bonds. The Cash Fund invests in short-term money markets such as bank deposits or Treasury Bills. All investments are held with institutions with investment grade credit ratings.

In addition, the DC Section is subject to indirect credit risk arising from the custodians appointed by the fund provider for the safe-keeping of assets. The selection and assessment of the on-going appropriateness of the custodians is delegated to the fund provider and the indirect credit risk is addressed through the fund provider's monitoring of the custodian's activities and creditworthiness.

(ii) **Indirect Currency risk**

The DC Section is subject to currency risk because some of the funds invest in investments denominated in overseas currencies. The Growth (Shares) 2021 Fund mitigates this risk by currency hedging 50% of overseas assets (excluding emerging markets) to Sterling. The Growth (Mixed) Fund mitigates currency risk through the overall risk framework of the Fund. The Growth (Ethical Shares) Fund and the Growth (Shariah) Fund do not hedge overseas currency risk.

(iii) **Indirect Interest rate risk**

The Pre-retirement Fund and Pre-retirement (inflation-linked) Funds are subject to indirect interest rate risk. This risk is mitigated through the construction of the Funds, which are designed to change in value when interest rates change in a similar way to how the price of buying a retirement income changes.

The Cash Fund is also subject to indirect interest rate risk. The Fund aims to provide capital protection and provide a return in line with short term interest rates. The value of the assets would only fall should the interest earned by the Fund's assets be insufficient to cover the Fund management charge and any additional Fund expenses.

(iv) **Indirect Inflation risk**

The Pre-retirement (inflation-linked) and Growth (Mixed) Funds are subject to indirect inflation risk as they invest in assets that are affected by changes in inflation expectations.

This inflation risk associated with the Pre-retirement (inflation-linked) Fund is mitigated through the construction of the Fund, which is designed to change in value when inflation expectations change in a similar way to how the price of buying an inflation-linked retirement income changes. For example, if inflation expectations increase, the value of the Fund will rise in a similar, but not exact, amount to the cost of buying an inflation-linked retirement income. Similarly, if inflation expectations fall, the value of the Fund will fall in value in a similar, but not exact, amount as the cost of buying an inflation-linked retirement income.

The inflation risk of the Growth (Mixed) Fund is considered by the Fund provider as part of the overall risk and return framework in place.

(v) **Other Price risk**

Other price risk arises principally in relation to the Growth Funds and the Pre-retirement Funds. Other price risk in these Funds is mitigated through the diversification of assets within the Funds (in particular, the Pace Growth (Shares) 2021 Fund caps its exposure

to individual companies and is therefore has a more diversified range of holdings than a traditional market capitalisation weighted index-tracking fund).

(vi) **Other Defined Contribution investment risks**

- **Purchasing power risk** - the purchasing power risk to members is that the investment return over members' working lives does not keep pace with inflation and does not therefore secure an adequate retirement income. This risk is mitigated through the design of the Target Funds, which aim to provide sufficient investment returns over a members working life. In addition, we have made available two Growth Funds, should members wish to select their own investment options.
- **Conversion risk** - the risk that relative market movements in the years just prior to retirement lead to substantial reduction in the retirement income and cash lump sum secured. This risk is mitigated through the design of the three Target Funds, which aim to protect members from relative market movements in the years just prior to retirement. In addition, we have made available two Pre-retirement Funds and a Cash Fund, should members wish to select their own investment options.
- **Manager risk** - the risk that the chosen investment manager underperforms the benchmark against which the investment manager is assessed. This risk is mitigated through the regular review of investment performance by the Trustees.
- **Lack of diversification risk** – we recognise the risks that may arise from a lack of diversification within the investments. We therefore invest in pooled fund vehicles, to ensure an adequately diversified portfolio for each fund option. As noted above, the Pace Growth (Shares) 2021 Fund caps its exposure to individual companies and is therefore has a more diversified range of holdings than a traditional market capitalisation weighted index-tracking fund.
- **ESG risk (including climate change)** – the Bank Section incorporates Pace's Responsible Investment Policy when implementing its investment strategy for the DC Section. In 2019 the strategy for the Pace Growth (Mixed) Fund, which is used in the default option, was reviewed and in June 2019 the underlying holdings were switched into a multi-asset fund which explicitly considers ESG factors when determining how much to invest in companies' shares and bonds, as the Trustee believed this strategy was better aligned with the Responsible Investment Policy and would reduce ESG risk to members. The Pace Growth (Shares) 2021 fund follows a similar approach.

In addition, the Trustee recognises that some members may wish to take more explicit account of ethical issues or their personal religious beliefs in their investments, and so it offers an ethical equity fund, the Pace Growth (Ethical Shares) Fund, and an Islamic equity fund, the Pace Growth (Shariah) Fund.

16 Current assets

What does this show? This note shows the value of current assets held by the Bank Section at the year end.

	DBS 5 Apr 23 £000	DCS 5 Apr 23 £000	Total 5 Apr 23 £000
Contributions due:			
Employer's normal contributions	-	1,150	1,150
Members' AVCs	-	218	218
Cash balances	26,174	108	26,282
Pensioner payroll paid in advance	302	-	302
Tax debtor	375	3	378
Other debtors	109	-	109
Expense paid in advance	-	5	5
	26,960	1,484	28,444
	DBS 5 Apr 22 £000	DCS 5 Apr 22 £000	Total 5 Apr 22 £000
Contributions due:			
Employer's normal contributions	-	886	886
Members' AVCs	-	77	77
Cash balances	11,258	107	11,365
Pensioner payroll paid in advance	366	-	366
Tax debtor	80	3	83
Other debtors	157	4	161
	11,861	1,077	12,938

17 Current liabilities

What does this show? This note shows the value of current liabilities owed by the Bank Section at the year end.

	DBS 5 Apr 23 £000	DCS 5 Apr 23 £000	Total 5 Apr 23 £000
Unpaid benefits	(120)	(57)	(177)
Accrued expenses	(503)	-	(503)
Tax creditor	(331)	-	(331)
Other creditors	-	(2)	(2)
	(954)	(59)	(1,013)

	DBS 5 Apr 22 £000	DCS 5 Apr 22 £000	Total 5 Apr 22 £000
Unpaid benefits	(202)	(59)	(261)
Accrued expenses	(1,268)	-	(1,268)
Tax creditor	(359)	-	(359)
Other creditors	(1)	(2)	(3)
	(1,830)	(61)	(1,891)

18 Related party transactions

What does this show? Related parties include people (such as directors and key personnel) as well as entities. This note outlines the nature of the relationship of any related parties.

Apart from the payment of contributions to the Section by the Bank, other related party transactions are:

- The DB Administrator is the Co-op.
- All the current Trustee Directors are all professional Independent Trustee Directors who are pension experts and receive remuneration from the Scheme based on rates negotiated with the Co-op or the Bank, depending on which entity appointed them.
- The total of all Trustee Director remuneration paid from the Section during the year ended 5 April 2023 was £177,962 (2022: £162,800).

19 Employer related investments

What does this show?

Employer related investments include securities issued by the employer, loans to the employer and any investment property occupied by the employer. They also include investments made indirectly through pooled investment vehicles.

During the year, there were no direct or indirect employer related investments.

20 Subsequent events

What does this show?

This note shows those events, favourable and unfavourable, that occur between the end of the reporting year and the date the financial statements are authorised for issue.

Release of 2018 security package, release of Co-op last man standing obligations, and deed of late retirement

On 4 August 2023, the Trustee agreed to release the Bank from its obligation to provide additional security to the Bank Section (via a contingent asset arrangement) agreed as part of sectionalisation in 2018. Having taken appropriate advice, the Trustee considered this release to be reasonable given the security provided to members' benefits following the buy-in policy entered into with Rothesay Life. Correspondingly, and as expected under the 2018 sectionalisation arrangements, the Co-op was released from its obligation to financially support the Bank Section in the event of an insolvency of the Bank (also known as its "last man standing" obligation).

The Bank Section remains able, in certain circumstances, to access £37.5m in an escrow account. No further contributions are being paid by the Bank to that escrow account.

On the same date, the Trustee, the Co-op and the Bank entered into a deed formally extending the ability of certain members of the Co-operative Bank Pension Scheme, which transferred into Pace in 2006, to defer the commencement of their pension up to age 75.

Termination of Bank of New York Mellon custodian services for the Bank Section

The contract with Bank of New York Mellon for the Bank Section was terminated on 4 August 2023 following the additional buy-in with Rothesay in December 2022.

21 GMP Equalisation

What does this show?

This note shows possible but uncertain obligation or a present obligation that is not probable and/or cannot be reliably determined in relation to GMP equalisation.

On 26 October 2018, in the *Lloyds Banking Group* legal case, the High Court ruled that schemes that were contracted out of the State Earnings Related Pension Scheme (SERPS) between 1990 and 1997 need to equalise benefits overall, to address the effect of unequal GMPs. A further ruling followed in November 2020 relating to equalising GMPs in respect of historic transfer values paid out, going back to May 1990.

An interim solution has been implemented for equalising GMPs for transfer values and trivial commutation payments made by the Scheme, ahead of when GMP equalisation is completed for all benefits in the Scheme.

The Trustee, with the assistance of its legal and actuarial advisers, is in the process of considering with the Co-op and Bank, the most appropriate GMP equalisation methodology for equalising GMPs for main scheme benefits and also for revisiting historic transfer values.

GMP equalisation is expected to increase the liabilities of the Scheme. The liability impact will vary depending on the equalisation methodology approach taken, although the differences in liability impact on the Scheme's technical provisions basis are expected to be immaterial in the context of total Scheme liabilities. Therefore, we have not included a liability in respect of GMP equalisation in these financial statements. They will be accounted for in the year they are determined.