

Registered number: 12007217

THE BRUSH GROUP (2013) PENSION SCHEME

REPORT AND FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2015

THE BRUSH GROUP (2013) PENSION SCHEME

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THE BRUSH GROUP (2013) PENSION SCHEME

TRUSTEE AND ITS ADVISERS YEAR ENDED 31 DECEMBER 2015

Trustee	Brush Scheme Trustees Limited
Directors of the Trustee Company	MC Duncombe, Independent Chairman G Barnes, Company Nominated G Dallard, Member Nominated B Hewitson (appointed 27 July 2015) W Pearson, Company Nominated (resigned 27 July 2015) G Peters, Member Nominated A Pidgeon, Member Nominated EL Rutter, Independent
Secretary to the Trustee	I Emery Aon Hewitt Limited Colmore Gare 2 Colmore Row Birmingham B3 2QD
Sponsoring Employer	Brush Electrical Machines Limited
Scheme Actuary	A Shah Aon Hewitt Limited
Scheme Administrator	Aon Hewitt Limited
Independent Auditor	Ernst & Young LLP
Investment Managers	Legal & General Assurance (Pensions Management) Limited Invesco Fund Management Limited Majedie Asset Management Limited Morgan Stanley Investments
AVC Providers	The Equitable Life Assurance Society Friends Provident Life and Pensions Limited Royal London Group (formerly Scottish Life)
Legal Adviser	Squire Patton Boggs (UK) LLP (formerly Squire Sanders (UK) LLP)
Banker	Bank of Scotland

THE BRUSH GROUP (2013) PENSION SCHEME

TRUSTEE'S REPORT YEAR ENDED 31 DECEMBER 2015

Introduction

The Trustee of The Brush Group (2013) Pension Scheme (the 'Scheme') is pleased to present the annual report together with the audited accounts for the year ended 31 December 2015. The scheme is a defined benefit scheme and is administered by Aon Hewitt Limited in accordance with the establishing document and rules, solely for the benefit of its members and other beneficiaries.

The Scheme came into existence during 2013 following the demerger of the FKI Group Pension Scheme. The Definitive Deed was signed on 4 April 2014. A Deed of Amendment was subsequently signed on 27 June 2014 following agreement to the demerger. Some deferred members of the FKI Group Pension Scheme were transferred to the Brush Group (2013) Pension Scheme. The Scheme is closed to new entrants.

Management of the Scheme

The Trustee is Brush Scheme Trustees Limited.

In accordance with the Trust Deed and Rules, the power of appointment or removal of the Trustee and Directors of the present Trustee rests with the Sponsoring Employer, Brush Electrical Machines Limited, subject to the regulations governing member nominated Directors.

The Trustee Board is comprised of seven Directors, made up of two independent Directors, two Company Nominated Directors and three Member Nominated Directors.

Trustee Meetings

The Trustee met formally five times during the year. Attendance by the Trustee Directors at those meetings is shown below:

	25 Mar	7 Jul	19 Aug	1 Oct	3 Dec
M Duncombe	Y	Y	Y	Y	Y
G Barnes	Y	Y	Y	Y	Y
G Dallard	Y	Y	Y	Y	Y
B Hewitson	N/A	N/A	N	Y	Y
W Pearson	Y	N	N/A	N/A	N/A
G Peters	Y	Y	Y	N	Y
A Pidgeon	Y	Y	Y	Y	Y
E Rutter	Y	Y	Y	Y	Y

The Sponsoring Employer

The Sponsoring Employer of the scheme is: Brush Electrical Machines Limited.

Scheme Changes

There were no major changes to the Scheme during the year.

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TRUSTEE'S REPORT YEAR ENDED 31 DECEMBER 2015

Membership

Details of the membership of the scheme as at 31 December 2015 are given below:

	Pensioners 2015	Members with deferred benefits 2015	Total 2015
Membership at the start of the year	130	1,473	1,603
Adjustments to members	10	(15)	(5)
New entrant in year	1	-	1
Retirements	96	(96)	-
Deaths	(1)	(3)	(4)
Transfer out	-	(17)	(17)
Total membership at the end of the year	<u>236</u>	<u>1,342</u>	<u>1,578</u>

These membership figures do not include movements notified to the Administrator after the completion of the annual renewal.

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Pension Increases

There are three categories of pensions in payment in respect of contractual increases to pensions earned prior to 6 April 1997:

- (a) No increases.
- (b) 3% increases.
- (c) Increases according to the rate of inflation but not less than 3% and not more than 5%.

The above increases are on that part of the pension in excess of the Guaranteed Minimum Pension ("GMP"). The GMP is broadly equal to the pension a member would have earned in the state pension Scheme had they not been contracted out of that Scheme. The pre-1988 GMP is inflation proofed by the state pension Scheme.

All pensions in payment were reviewed during the period and an increase of between 0% and 3% was awarded in respect of categories (a) to (c) above. Pensions earned after 5 April 1997 were increased by between 2.3% and 3.0%. No discretionary increases were awarded to current pensioners.

A deferred pension consists of three parts:

- (a) the GMP; this part increases between the date of leaving and state pension age at 4% for each complete tax year (for leavers prior to 6 April 2007 different rates of increase apply, 4.5%, 6.25%, 7%, 7.5% or 8.5%);
- (b) that part of the pension in excess of GMP which arose from pensionable service prior to 1 January 1985; this part does not increase;
- (c) that part of the pension in excess of GMP which arose from pensionable service on or after 1 January 1985; this part increases between the date of leaving and normal retirement date at the lesser of 5% per annum and the change in the retail prices index.

Because of changes in legislation, all employee leavers after 31 December 1990 have that part of the deferred pension earned prior to 1 January 1985 (see (b) above) increased in the same way as that part of the pension earned on or after 1 January 1985 (see (c) above).

No discretionary increases were provided to deferred pensions.

Review of the financial developments during the period as shown by the audited financial statements

The financial statements on pages 15 to 28 show that the value of the Scheme's assets decreased by £399,102 to £199,355,059 as at 31 December 2015. The increase was comprised of net withdrawals from dealings with members of £1,850,213 together with a net increase in returns on investments of £1,451,111.

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

Further details of the financial developments of the scheme may be found in the audited financial statements on pages 15 to 28.

THE BRUSH GROUP (2013) PENSION SCHEME

TRUSTEE'S REPORT YEAR ENDED 31 DECEMBER 2015

Contributions

In respect of the shortfall in funding the Participating Employer paid £5M over the year to 31 December 2015.

Report on actuarial liabilities

As required by Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" (FRS 102), the financial statements do not include liabilities in respect of promised retirement benefits.

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

The most recent full actuarial valuation of the Scheme was carried out as at 31 December 2013. This showed that on that date:

The value of the Technical Provisions was:	£ 190 million
The value of the assets at that date was:	£ 167 million

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: term dependent rates set by reference to the UK government fixed interest gilt curve at the valuation date plus an addition of 1% per annum.

Future Retail Price inflation (RPI): term dependent rates derived from the market yields on fixed interest and index-linked gilts at the valuation date.

Future Consumer Price inflation (CPI): term dependent rates derived from the market yields on fixed interest and index-linked gilts at the valuation date with a deduction equal to Aon Hewitt's prevailing best estimate of the difference between RPI and CPI inflation. As at 31 December 2013 this difference was 1.0% p.a.

Pension increases: derived from the RPI or CPI price inflation as appropriate, allowing for the maximum and minimum annual increases, and for inflation to vary from year to year.

Mortality: for the period in retirement standard tables S1PMA for male members and S1PFA for female members with a scaling factor of 110% for all members with an allowance for improvements in mortality in line with the CMI 2013 improvement factors, subject to a long term rate of improvement of 1.5% p.a.

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TRUSTEE'S REPORT YEAR ENDED 31 DECEMBER 2015

Investment Managers

The current Investment Managers are shown on page 1.

Under the terms of the agreements with the Investment Managers, Legal & General Assurance (Pensions Management) Limited ("Legal & General"), Invesco Fund Management Limited ("Invesco"), Majedie Asset Management Limited ("Majedie") and Morgan Stanley Investment Funds ("Morgan Stanley") are responsible for the management of the Scheme's investments. Responsibility for investments and their performance lies with the Trustee of the Scheme.

The Trustee Directors review the performance of the Investment Managers on a regular basis as well as monitoring their corporate governance voting experience and dealing costs.

As required by the Pensions Act 1995, the Trustee has prepared a Statement of Investment Principles setting out their policy on investment, which includes the Trustee's policy on Socially Responsible Investment. A copy of the Statement is available on request.

Expression of Wish Forms

The Trustee wishes to remind members that they can indicate to the Trustee the persons to whom they wish any lump sum benefits and pension benefits to be paid in the event of their death. The Trustee will then be able to take members' wishes into account, although they are not obliged to do so. Members are also urged to review their Expressions of Wish Form should their circumstances change.

Expression of Wish Forms are available on request from Aon Hewitt Limited at the address shown on page 1 and 10.

Transfer Values

The Trustee is responsible for setting the economic, financial and demographic assumptions to be used in calculating transfer values, having taken the advice of the Actuary.

No discretionary benefits are included in the calculation of transfer values.

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TRUSTEE'S REPORT YEAR ENDED 31 DECEMBER 2015

Investment Report

Investment Policy and Objectives

The Trustee aims to invest the assets of the Scheme prudently with the aim of ensuring that the benefits promised to members are provided. In setting investment strategy, the Trustee first considers the lowest risk allocation that it can adopt in relation to the Scheme's liabilities. The asset allocation strategy it has selected is designed to achieve a higher return than the lowest risk strategy while maintaining a prudent approach to meeting the Scheme's liabilities.

The current planned asset allocation strategy chosen to meet the objective above is set out in the table below. The Trustee will monitor the actual asset allocation versus the target weight in the table below on an ongoing basis.

Current planned asset allocation strategy:

Growth assets	Target weighting	Benchmark Index
	%	
Equities	34.0	
Invesco – UK	11.4	FTSE All Share
Majedie – UK	11.3	FTSE All Share
Morgan Stanley - Global	11.3	MSCI World NDR
Matching assets	Target weighting	Benchmark Index
<i>Liability Driven Investment (LDI) Funds</i>	66.0	
Legal & General Investment Management ("LGIM")	66.0	See below
Total	100.0	

The Scheme implemented the LDI strategy in 2015 and this includes corporate bond funds, gilt funds and pooled LDI funds designed and managed by LGIM.

Custody of assets

During the year Legal & General Investment Management Limited, Invesco Fund Management, Majedie Asset Management Limited and Morgan Stanley Investment Funds were the Investment Managers of record to the Scheme. There were no custodians directly engaged by the Trustees during the year.

Investment principles

The Trustee has produced a Statement of Investment Principles in accordance with Section 35 of the Pensions Act 1995.

Performance

The table below shows the gross return of the Scheme's assets to 31 December 2015:

Asset Return	1 Year (%)
Scheme (gross)	1.0

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The Statement summarises how the Trustee:

- Sets the investment policy and chooses the most suitable types of investments for the Scheme;
- Delegates buying and selling investments to the Scheme's Investment Managers; and
- Monitors the performance of the Scheme's investments.

The Trustee has considered ethical and socially responsible investments and has delegated to the Investment Managers responsibility for taking social, environmental and ethical considerations into account when assessing the financial potential and suitability of investment and for exercising the rights attaching to the Scheme's investments.

Copies of this Statement are available on request from the Administrator at the address shown on page 1.

Market Background 12 Months to December 2015

UK Equities

Despite the UK economy being sturdy in its recovery, the UK equity market returned 1.0% over the period, worse than any other developed market region in local currency terms. The market's sizeable resource component exposed the market to falling commodity prices.

Overseas Equities

US equities lagged in the first half of 2015 as the US lost economic momentum and the strong US dollar took its toll on exporter profits. Relative performance improved against a backdrop of reduced risk appetite later in the second half of the year. US equities provided a 1.0% return in local currency terms, but the strong US dollar brought the sterling return up to 6.9%.

Continental European equities returned 8.7% in local currency terms whilst euro weakness dragged the sterling return down to 5.3%. Returns were strong in early 2015 upon the anticipation and eventual confirmation of QE, after which, increasing Chinese growth concerns hurt the market given the openness of the Eurozone economy.

Japanese equities performed very strongly over most of the period, boosted by domestic equity buying and additional quantitative easing, even as economic data was weak. However, Q3 2015 saw a correction in the Japanese stock market as Chinese weakness and yen strength both weighed on exporters. Nevertheless, Japanese equities provided the highest return in both local currency (11.5%) and sterling (17.6%) terms as the yen strengthened versus sterling over the year.

Emerging market performance was weak both in outright terms and relative to developed markets. This underperformance was mainly caused by ongoing uncertainty over China's growth and continued weak commodity prices. Concerns over the impact of Fed monetary policy on the region also lingered. Emerging market equities returned -5.4% in local currency terms and -9.7% in sterling terms as emerging currencies continued to be fragile.

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Currencies and Interest Rates

UK policy rates remained at 0.5%, unchanged since March 2009. Decent UK economic data and aggressive monetary easing in the Eurozone caused sterling to appreciate against the euro over the year. However, sterling depreciated against the US dollar on the back of broad dollar strength and uncertainty over the impending EU referendum. Sterling also depreciated versus the yen as the yen kept pace with the US dollar. Sterling ended the year up 3.0% on a trade-weighted basis (since the euro has the largest weight in the trade-weighted index).

The Federal Funds rate target band was raised from 0-0.25% to 0.25-0.5% in December. This supported the US dollar, which appreciated by 9.4% on a trade-weighted basis. After appreciating during the first quarter of 2015, sterling regained some ground in the second quarter of 2015 as the US rate hike was delayed. The US dollar appreciated by 5.8% against sterling over the year.

The ECB, in response to the lack of inflationary pressures in the economy, embarked on full blown QE at the beginning of 2015 which was extended in December. The euro depreciated by 5.0% against sterling over the year.

The BoJ left rates at 0-0.1%, unchanged since December 2008, and continued with its aggressive quantitative easing programme. However, the currency remained resilient as several equity market shocks increased the appeal of the "safe haven" currency. The yen appreciated by 3.9% over the year on a trade-weighted basis, and by 5.4% against sterling.

Gilt Returns

UK fixed gilts returned 0.6% and index-linked gilts returned -1.0%.

Medium dated fixed interest gilt returns were the highest, outperforming short and long term maturities. However, the contrary held true in index-linked gilts, where medium maturities were the worst performing.

Index-linked gilts underperformed fixed gilts at all maturities.

Fixed Interest and Index-Linked Yield Curves

Gilt yield curves (both fixed and index-linked) rose over 2015, but while the fixed gilt yield curve steepened slightly, the index-linked curve flattened, with longer dated yields barely rising.

UK Investment Grade Credit

UK iBoxx non-gilt credit spreads (the difference between the yields on non-government bonds and equivalent maturity government bonds) widened by 11bps to 149 bps over the year, but this change alone masks the heightened variability in spreads over the year. UK non-gilts returned 0.5%, underperforming fixed gilts marginally but outperforming index-linked gilts.

The sharp contraction in spreads in the first quarter was more than offset in the second and third quarters of 2015 as investors became more risk averse first in reaction to the difficult Greek negotiations, and later in response to worries over Chinese growth.

Credit spreads widened the most for BBB-rated issues whilst AAA-rated spreads widened the least.

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Further Information

Further information about the Scheme is available, on request, to members, their spouses and other beneficiaries together with all recognised trade unions. In particular, the documents constituting the Scheme, the Rules and a copy of the latest actuarial report and the Trustee's Statement of Investment Principles can be inspected.

Members can request details of the amount of their current transfer value. Such requests are available free of charge once a year.

If members have any queries concerning the Scheme or their own pension position, or wish to obtain further information, they should contact Aon Hewitt Limited (address below) who will also be able to provide them with a further copy of the Scheme booklet should they require one and answer any queries that they may have about entitlement to benefits.

Any enquiries or complaints about the Scheme, including requests from individuals for information about their benefits or Scheme documentation, should be sent to the following address.

Brush Group (2013) Pension Scheme
Aon Hewitt Limited
Colmore Gate
2 Colmore Row
Birmingham
B3 2QD
brushpensions@aonhewitt.com

The Data Protection Act seeks to protect and respect the individual's rights to privacy. The Data Protection Act 1998 came into force on 1 March 2000 and regulates the use of personal data relating to living individuals that are processed automatically or manually and held in a relevant filing system. Explicit consent of the member is required where personal sensitive data is held or processed. Sensitive information can include information relating to, for example, the health of a member.

The Trustee, in its capacity as 'Data Controllers' and the Scheme's advisers in their capacity as 'Data Processors' under the Act each have legal obligation and a legitimate interest to process data relating to members for the purpose of administering and operating the Scheme, which includes passing on data to third parties. For example, the provision of Death in Service benefits requires information to be passed to other professional providers and Life office advisers who underwrite such benefits.

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TRUSTEE'S REPORT YEAR ENDED 31 DECEMBER 2015

COMPLIANCE STATEMENT

HM Revenue & Customs registration

The Scheme is a registered pension Scheme in accordance with The Finance Act 2004. This means that the contributions paid by both the Company and the members qualify for full tax relief, and enables income earned from investments by the Trustee to receive preferential tax treatment.

Other information

(i) Pension Tracing

The Scheme is registered with the Pension Tracing Service which maintains a list of up to date addresses of schemes to assist ex-members trace their rights if they have lost contact with the previous employers' Scheme. The address for the Pension Tracing Service is:

The Pension Tracing Service 9
Mail Handling Site A
Wolverhampton
WV98 1LU

0345 600 2537
<https://www.gov.uk/find-lost-pension>

(ii) Resolving difficulties/Internal Dispute Resolution

It is expected that most queries relating to benefits can be resolved with the Scheme's administration office. In the event that a complaint cannot be resolved members can make a formal complaint using the Scheme's Internal Dispute Resolution (IDR) procedure details of which can be obtained from the Trustee office.

The Pensions Advisory Service (TPAS) can assist members in taking their complaint through the IDR procedure. TPAS is an independent organisation which can help members of the public deal with pension problems. The name and address of the local TPAS adviser can be obtained from any local Citizens Advice Bureau or from:

The Pensions Advisory Service Limited
11 Belgrave Road
London
SW1V 1RB

If the complaint is not resolved satisfactorily, the Government-appointed Pensions Ombudsman can investigate complaints of injustice by bad administration either by the Trustee or the Scheme Administrators, or disputes of fact of law. The Pensions Ombudsman can be contacted at:

The Pensions Ombudsman
11 Belgrave Road
London
SW1V 1RB

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TRUSTEE'S REPORT YEAR ENDED 31 DECEMBER 2015

(iii) The Pensions Regulator

The Pensions Regulator (TPR) is the UK regulator of work-based pension schemes.

TPR's role is to act to protect the interest of pension scheme members and to enforce the law as it applied to occupational pensions.

The regulations set out clearly the areas that TPR covers and the powers that are vested in it. For example, TPR can prohibit or disqualify Trustees for acting unlawfully, and can impose fines on wrongdoers.

TPR can be contacted at:

The Pensions Regulator
Napier House
Trafalgar Place
Brighton
East Sussex
BN1 4DW

TPR's website can be visited at www.thepensionsregulator.gov.uk or by telephone on 0845 600 0707.

(iv) The Pension Protection Fund

The Pension Protection Fund was established to provide compensation to members of eligible defined benefit pension schemes, when there is a qualifying insolvency event in relation to the Employer and where there are insufficient assets in the pension Scheme to cover Pension Protection Fund levels of compensation.

The Pension Protection Fund is a statutory fund run by the Board of the Pension Protection Fund, a statutory corporation established under the provisions of the Pensions Act 2004. The Pension Protection Fund became operational on 6 April 2005.

(v) Scheme information

The Trust Deed and Rules, the Scheme details and a copy of the payment schedule and Statement of Investment Principles are available for inspection, free of charge, by contacting the Trustee at the address shown for enquiries in this report.

Any information relating to the member's own pension position, including estimates of transfer values, should also be requested from the administrators of the Scheme, Aon Hewitt Limited, at the address detailed in this report.

THE BRUSH GROUP (2013) PENSION SCHEME

STATEMENT OF TRUSTEE'S RESPONSIBILITIES

The Scheme's Trustee is responsible for obtaining audited financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', and for making available certain other information about the Scheme in the form of an Annual Report.

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

- show a true and fair view of the financial transactions of the scheme during the Scheme year and of the amount and disposition at the end of the Scheme year of its assets and liabilities, other than liabilities to pay pensions and benefits after the end of the Scheme year, and
- contain the information specified in the Schedule to the Occupational Pension Schemes (Requirement to obtain Audited Accounts and a Statement from the Auditor) Regulations 1996, including a statement whether the financial statements have been prepared in accordance with the Statement of Recommended Practice, "Financial Reports of Pension Schemes"

The Trustee has supervised the preparation of the financial statements and has agreed suitable accounting policies, to be applied consistently, making any estimates and judgements on a prudent and reasonable basis.

The Trustee is responsible under pensions legislation for ensuring that there is prepared, maintained and from time to time revised a schedule of contributions showing the rates of normal contributions payable towards the Scheme by or on behalf of the employer and the active members of the Scheme and the dates on or before which such contributions are to be paid.

The Trustee is also responsible for keeping records in respect of contributions received in respect of any active member of the Scheme and for monitoring whether contributions are made to the Scheme by the employer in accordance with the Schedule of Contributions. Where breaches of the schedule occur, the Trustee is required by the Pensions Act 1995 and 2004 to consider making reports to the Pensions Regulator and the Members.

The Trustee 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 scheme and to prevent and detect fraud and other irregularities, including the maintenance of an appropriate system of internal control.

Signed for and on behalf of the Trustee:

Trustee Director :

Trustee Director:

Date:

THE BRUSH GROUP (2013) PENSION SCHEME

INDEPENDENT AUDITOR'S REPORT TO THE TRUSTEE OF THE BRUSH GROUP (2013) PENSION SCHEME

We have audited the financial statements of The Brush Group (2013) Pension Scheme for the year ended 31 December 2015 which comprise the Fund Account, the Statement of Net Assets and the related notes 1 to 25. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 102 'The Financial Reporting Standard applicable to the UK and Republic of Ireland'.

This report is made solely to the Trustee, as a body, in accordance with regulation 3 (c) of the Occupational Pension Schemes (Requirement to obtain Audited Accounts and a Statement from the Auditor) Regulations 1996, made under the Pensions Act 1995. Our audit work has been undertaken so that we might state to the 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 Trustee as a body, for our audit work, for this report, or the opinions we have formed.

Respective Responsibilities of Trustee and Auditor

As explained more fully in the Statement of Trustee's Responsibilities set out on page 13, the Scheme's Trustee is responsible for the preparation of financial statements which show a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the Audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Scheme's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the trustees; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on the financial statements

In our opinion the financial statements:

- show a true and fair view of the financial transactions of the Scheme during the year ended 31 December 2015, 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 3 of the Occupational Pension Schemes (Requirement to obtain Audited Accounts and a Statement from the Auditor) Regulations 1996, made under the Pensions Act 1995.

Ernst & Young LLP
Ernst & Young LLP
Statutory Auditor
Reading

Date: 7.7.16

THE BRUSH GROUP (2013) PENSION SCHEME

FUND ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2015

	Note	For the year ended 31 December 2015 £	For the year ended 31 December 2014 £
Contributions and Benefits			
Members Contributions	4	814	-
Employer's Contributions	5	5,000,004	4,850,001
Contributions		<u>5,000,818</u>	<u>4,850,001</u>
Transfers in	6	7,855	1,235,595
Other income	7	540	180
		<u>5,009,213</u>	<u>6,085,776</u>
Benefits	8	(3,653,198)	(2,528,829)
Payments to and on account of leavers	9	(2,749,552)	(889,346)
Administrative expenses	10	(456,676)	(465,033)
		<u>(6,859,426)</u>	<u>(3,883,208)</u>
Net (withdrawals)/additions from dealings with members		<u>(1,850,213)</u>	<u>2,202,568</u>
Returns on investments			
Investment income	11	1,103	1,695
Change in market value of investments	12	1,575,043	29,342,557
Investment management expenses	19	(125,035)	(188,958)
Net returns on investments		<u>1,451,111</u>	<u>29,155,294</u>
Net (decrease)/increase in the fund during the year		<u>(399,102)</u>	<u>31,357,862</u>
Net assets of the Scheme			
At 1 January		<u>199,754,161</u>	<u>168,396,299</u>
At 31 December		<u><u>199,355,059</u></u>	<u><u>199,754,161</u></u>

The notes on pages 17 to 28 form an integral part of these financial statements.

THE BRUSH GROUP (2013) PENSION SCHEME

STATEMENT OF NET ASSETS AS AT 31 DECEMBER 2015

	Note	31 December 2015 £	31 December 2014 £
Investment assets			
Pooled investment vehicles	14	196,448,249	196,662,555
AVC investments	16	2,174,262	2,404,493
		<u>198,622,511</u>	<u>199,067,048</u>
Total investments			
Current assets	20	1,228,714	1,223,440
Current liabilities	21	(496,166)	(536,327)
		<u>199,355,059</u>	<u>199,754,161</u>
Total assets designated to members			

The financial statements summarise the transactions of the scheme 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 scheme period. The actuarial position of the Scheme, which does take account of such obligations, is dealt with in the Summary Funding Statement and Actuarial Certificates included in the Annual Report and these financial statements should be read in conjunction with them.

The notes on pages 17 to 28 form an integral part of these financial statements.

These financial statements were approved by the Trustee and were signed on their behalf by:

Trustee Director:

Trustee Director:

Date:

THE BRUSH GROUP (2013) PENSION SCHEME

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

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 with the guidance set out in the Statement of Recommended Practice, "Financial Reports of Pension Schemes" (SORP) (Revised November 2014).

This is the first year that FRS 102 and the revised SORP have applied to the Scheme's financial statements. There was no effect on these financial statements other than additional disclosures. The Trustee has elected to adopt early the amendments to FRS 102 fair value hierarchy disclosures issued in March 2016.

The financial statements summarise the transactions of the Scheme and deal with the statement of 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 Scheme year.

2. ACCOUNTING POLICIES

The following principle accounting policies have been adopted in the preparation of the financial statements.

2.1 Accruals concept

The financial statements have been prepared on an accruals basis. The Principal accounting policies, all of which were adopted last year, unless otherwise indicated, are as follows:

2.2 Contributions and benefits

Employer deficit funding contributions are accounted for in accordance with the agreement under which they are being paid or, in the absence of such an agreement, when received.

Additional voluntary contributions from members are accounted for, on an accruals basis, in the month deducted from the payroll.

Benefits to members, including pensions, commutations and lump sum retirement benefits and lump sum death benefits, are accounted for in the period in which they fall due, whenever the members' wishes are known.

2.3 Transfers to and from other schemes

Individual transfers to and from other schemes are accounted for when funds are received or paid, or where the Trustee has agreed to accept the liability in advance of receipt of funds on an accruals basis from the date of the agreement.

Group transfer transactions are accounted for in line with the relevant transfer agreements provided aggregate values can be determined with reasonable certainty.

2.4 Administrative and Investment Manager expenses

Administration and Investment Manager expenses are accounted for on an accruals basis.

THE BRUSH GROUP (2013) PENSION SCHEME

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

2. ACCOUNTING POLICIES (continued)

2.5 Investments

Pooled investment vehicles are valued at the closing bid price or, if single prices, the closing single price provided by the Investment Manager.

2.6 Investment Income

Income from cash and short term deposits is dealt with in these financial statements on an accruals basis.

Income arising from the underlying investments of the pooled investment vehicles, that is reinvested within the pooled investment vehicles, is reflected in the unit price. Such income is reported within the change in market value.

3. 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.

4. MEMBER'S CONTRIBUTIONS

	For the year ended 31 December 2015 £	For the year ended 31 December 2014 £
Additional voluntary contributions	814	

The Additional Voluntary Contributions represents a payment made to a member's AVC fund by Aon Hewitt to put the member in the rightful position as a result of their AVCs not being invested correctly.

5. EMPLOYER'S CONTRIBUTIONS

	For the year ended 31 December 2015 £	For the year ended 31 December 2014 £
Deficit funding	5,000,004	4,850,001

In respect of the shortfall in funding, the Participating Employer paid £5.00M per annum (payable monthly £416,667) with effect from 1 January 2015 to August 2017.

THE BRUSH GROUP (2013) PENSION SCHEME

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

6. TRANSFERS IN

	<i>For the year ended 31 December 2015 £</i>	<i>For the year ended 31 December 2014 £</i>
Transfers in - Individual	7,855	-
Group transfer in from other schemes	-	1,235,595
	7,855	1,235,595
	7,855	1,235,595

During 2014, an additional £1,235,595 of AVCs were transferred from the FKI Scheme.

7. OTHER INCOME

	<i>For the year ended 31 December 2015 £</i>	<i>For the year ended 31 December 2014 £</i>
Other income	540	180
	540	180
	540	180

8. BENEFITS

	<i>For the year ended 31 December 2015 £</i>	<i>For the year ended 31 December 2014 £</i>
Pensions	1,122,934	558,658
Commutations and lump sum retirement benefits	2,388,006	1,966,107
Death benefits	142,258	4,064
	3,653,198	2,528,829
	3,653,198	2,528,829

9. PAYMENTS TO AND ON ACCOUNT OF LEAVERS

	<i>For the year ended 31 December 2015 £</i>	<i>For the year ended 31 December 2014 £</i>
Refunds to members leaving service	-	457
Transfers out - individual	2,749,552	888,889
	2,749,552	889,346
	2,749,552	889,346

THE BRUSH GROUP (2013) PENSION SCHEME

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

10. ADMINISTRATIVE EXPENSES

	For the year ended 31 December 2015 £	For the year ended 31 December 2014 £
Administration fees	97,759	96,750
Actuarial fees	134,995	153,548
Audit fee	7,600	16,125
Legal fees	31,030	28,168
TPR levy	98,646	59,236
Bank charges	780	-
Trustee fees and expenses	17,919	22,999
Trustee Liability Insurance	-	6,246
Other professional fees	67,118	81,961
Sundry expenses	829	-
	456,676	465,033

11. INVESTMENT INCOME

	For the year ended 31 December 2015 £	For the year ended 31 December 2014 £
Bank Interest	1,103	1,695

12. INVESTMENTS

MOVEMENTS IN INVESTMENTS

	Value at 01/01/2015 £	Purchases at cost £	Sales proceeds £	Change in market value £	Value at 31/12/2015 £
Pooled investment vehicles	196,662,555	89,963,285	(91,733,080)	1,555,489	196,448,249
AVC investments	2,404,493	814	(250,599)	19,554	2,174,262
	199,067,048	89,964,099	(91,983,679)	1,575,043	198,622,511

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

The companies managing the pooled fund investments are registered in the United Kingdom except for Morgan Stanley which is registered in Luxembourg.

THE BRUSH GROUP (2013) PENSION SCHEME

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

13. TRANSACTION COSTS

Transaction costs are included in the cost of purchases and sales proceeds. Transaction costs include costs charged directly to the Scheme such as commissions and stamp duty. Indirect costs are incurred through bid-offer spread on investments within pooled investment vehicles. The amount of indirect costs is not separately provided to the Scheme. During the period, there were no other direct transaction costs.

14. POOLED INVESTMENT VEHICLES

	31 December 2015	<i>31 December 2014</i>
	£	£
Managed funds - other	196,448,249	<i>196,662,555</i>
	<u><u> </u></u>	<u><u> </u></u>

15. POOLED INVESTMENT VEHICLES

	31 December 2015	<i>31 December 2014</i>
	£	£
Equities	64,824,581	<i>62,311,598</i>
Bonds	131,626,668	<i>134,350,957</i>
	<u><u>196,451,249</u></u>	<u><u>196,662,555</u></u>

16. AVC INVESTMENTS

The Trustee holds assets which are separately invested from the main fund, in the form of individual accounts. These secure additional benefits, on a money purchase basis, for those members who have elected to pay additional voluntary contributions.

Members participating in this arrangement receive an annual statement made up to 31 December each year, confirming the amounts held to their account and movements during the year.

The total amount of AVC investments at the year end is shown below.

	For the year ended 31 December 2015	<i>For the year ended 31 December 2014</i>
	£	£
Equitable Life	26,771	<i>34,734</i>
Friends Provident Life	1,982,229	<i>2,175,617</i>
Royal London	165,262	<i>194,142</i>
	<u><u>2,174,262</u></u>	<u><u>2,404,493</u></u>

THE BRUSH GROUP (2013) PENSION SCHEME

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

17. CONCENTRATION OF INVESTMENTS

The following investments, excluding UK Government securities, account for more than 5% of the scheme's net assets as at 31 December 2015.

	31 December 2015		<i>31 December 2014</i>	
	Market value		<i>Market value</i>	
	£	%	<i>£</i>	<i>%</i>
Legal and General Over 15 yr Index-Linked Gilts	50,479,617	25	<i>65,884,176</i>	<i>33</i>
Legal and General Corporate Bonds Over 15 yr Index	-	-	<i>49,942,157</i>	<i>25</i>
Invesco Perpetual Income Fund	22,330,887	11	<i>20,985,052</i>	<i>11</i>
Morgan Stanley Global Brands Fund	21,980,605	11	<i>20,756,354</i>	<i>10</i>
Majedie UK Equity Fund	20,513,090	10	<i>20,570,192</i>	<i>10</i>
Legal and General Over 5 yr Index-Linked Gilts	-	-	<i>18,524,624</i>	<i>9</i>
VJ-2032 Index-Linked Gilt	12,052,084	6	<i>-</i>	<i>-</i>

THE BRUSH GROUP (2013) PENSION SCHEME

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

18. FAIR VALUE

The fair value of finance instruments has been estimated using the following fair value hierarchy:

Level 1: The unadjusted quoted price in an active market for an identical asset or liability 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.

At 31 December 2015

	Level 1 £	Level 2 £	Level 3 £	Total £
Pooled investment vehicles	64,824,582	131,623,667	-	196,448,249
AVC investments	-	-	2,174,262	2,174,262
	<u>64,824,582</u>	<u>131,623,667</u>	<u>2,174,262</u>	<u>198,622,511</u>

At 31 December 2014

	Level 1 £	Level 2 £	Level 3 £	Total £
Pooled investment vehicles	62,311,598	134,350,957	-	196,662,555
AVC investments	-	-	2,404,493	2,404,493
	<u>62,311,598</u>	<u>134,350,957</u>	<u>2,404,493</u>	<u>199,067,048</u>

19. INVESTMENT MANAGEMENT EXPENSES

	For the year ended 31 December 2015 £	For the year ended 31 December 2014 £
Administration, management & custody	272,970	292,760
Investment consultancy fees	82,215	92,874
Investment fee rebate	(230,150)	(196,676)
	<u>125,035</u>	<u>188,958</u>

THE BRUSH GROUP (2013) PENSION SCHEME

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

Investment consultancy fees are disclosed within investment expenses, in last year's financial statements they were disclosed within administrative expenses.

20. CURRENT ASSETS

	31 December 2015 £	31 December 2014 £
Employer contributions due	416,667	404,167
Prepayments	144,310	72,130
Cash balances	663,712	717,442
Sundry debtors	4,025	25,523
Cash in transit	-	4,178
	<hr/>	<hr/>
	1,228,714	1,223,440
	<hr/> <hr/>	<hr/> <hr/>

21. CURRENT LIABILITIES

	31 December 2015 £	31 December 2014 £
Unpaid benefits	127,012	101,073
Accrued expenses	369,154	435,254
	<hr/>	<hr/>
	496,166	536,327
	<hr/> <hr/>	<hr/> <hr/>

22. RELATED PARTY TRANSACTIONS

Two of the Trustee Directors on page 1 are members of the Scheme and like any other member they are thus eligible for benefits in accordance with the Scheme Rules.

The Employer pays administration costs and the Scheme reimburses costs paid during the year. In a current year the amount of reimbursement was £529,192.

Trustee Director fees payable are disclosed in the administrative expenses note.

THE BRUSH GROUP (2013) PENSION SCHEME

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

23. INVESTMENT RISK

FRS 102 requires the disclosure of information in relation to certain investment risks. These risks are set out by FRS 102 as follows:

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 is the risk that the fair value of future cash flows of financial instruments will fluctuate due to changes in market variables.

The maximum risk resulting from financial instruments, except for written options and securities sold short, equals their value.

Market risk comprises currency risk, interest rate risk and other price risk:

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 risk: This is the risk that the fair value or future cash flows of a financial asset primarily bonds, interest rate swaps and pooled investment vehicles held mainly in bonds will fluctuate because of changes in market interest 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 risk or currency risk – primarily equity prices), 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 Scheme has exposure to these risks because of the investments it makes in following the investment strategy described in this Report.

Risk management structure

The Trustee is responsible for identifying and managing risks, including risks arising from the investment activities.

The Trustee has appointed investment managers to manage the investments of the Scheme under agreed mandates. These mandates set out target allocations, benchmarks and risk tolerance levels consistent with the Statement of Investment principles.

The Trustee reviews the performance of each investment manager against the agreed performance objectives.

Risk measurement and reporting

The Trustee monitors the Scheme's risks periodically with appropriate reference to:

- The expected loss likely to arise in normal circumstances; and
- Unexpected losses that are an estimate of the ultimate actual loss based on statistical models.

The Trustee measure risks both qualitatively and quantitatively.

The Trustee monitors and measures the overall risk in relation to the aggregate risk exposure across all risk types and activities, including employer covenant and funding risks.

THE BRUSH GROUP (2013) PENSION SCHEME

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

Risk mitigation

The Scheme has investment guidelines that set out its overall investment strategy and its general approach to risk management, as set out in the Statement of Investment Principles.

The Trustee has appointed an investment advisor (Aon Hewitt Limited) to assist them in determining and implementing the investment strategy for the Scheme.

The Trustee acknowledges that its fund managers use derivatives and other instruments for trading purposes and in connection with its risk management activities. The Scheme has indirect exposure to derivatives through the pooled leveraged gilt and swap funds in its LDI portfolio.

Credit risk

The Scheme's LDI portfolio includes pooled funds managed by LGIM. So the Scheme is therefore indirectly exposed to credit risk through the underlying derivative contracts held within the pooled investment vehicles.

There is no direct link between the Scheme and the counterparties LGIM trades with on behalf of the Scheme. So the Scheme is not exposed to direct counterparty risk through the LDI portfolio.

However the Scheme is exposed to indirect collateral risk. I.e. the risk that LGIM require the Scheme to post additional collateral to retain their invested units, if LGIM's collateral pool falls below a certain level.

The Trustee mitigates these risks as follows:

- Monitoring that LGIM invest only in regulated markets.
- Monitoring that LGIM only hold investment grade bonds or government securities.
- Regularly reviewing LGIM's investment management performance.
- Direct credit risk in the units held in the pooled LDI portfolio is mitigated by the underlying assets being held in trust and separate from the assets of LGIM.

Financial assets subject to credit risk

Credit quality of financial assets

As at 31 December the Scheme's portfolio of financial assets subject to credit risk by credit quality was:

	31 December 2015 Market value (£)	31 December 2014 Market value (£)
Unrated		
Pooled investment vehicles	130,620,337	196,662,555
Total	130,620,337	196,662,555

LDI Collateral The Scheme utilises pooled LDI funds managed by LGIM, who has entered into collateral arrangements in order to manage the risk of counterparty default. These arrangements require collateral in the form of cash or bonds to be pledged or deposited.

In order to rebalance the leverage within the funds, LGIM will potentially require collateral to be paid by the Scheme. The Trustee has agreed that LGIM can draw any collateral required from the Scheme's corporate bond and gilt holdings, which are also managed by LGIM.

THE BRUSH GROUP (2013) PENSION SCHEME

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

Collateral deposited and pledged

	31 December 2015 Market value (£)	31 December 2014 Market value (£)
Collateral pledged – Bonds L&G investment grade corporate bonds fund	50,479,617	-
Total	50,479,617	-

Currency risk

The Scheme is subject to currency risk because some of the Scheme's investments are held in overseas markets, via a pooled global equity fund managed by Morgan Stanley Investment Funds.

The Scheme also holds investments in two pooled UK equity funds, each managed by Invesco Fund Management and Majedie Asset Management Limited respectively. While the mandate for each of these funds is to invest in UK equities, both funds also have limited discretion to invest in overseas markets.

The Scheme's total investments in pooled equity funds as at 31 December was:

Total investments in pooled equity funds

	31 December 2015 (£)	31 December 2014 (£)
Invesco – UK equities	22,330,887	20,985,052
Majedie – UK equities	20,513,090	20,570,192
Morgan Stanley – Overseas equities	21,980,605	20,756,354
Total	64,824,852	62,311,598

Interest rate risk

The Scheme is subject to interest rate risk on the LDI portfolio, comprising bond and leveraged gilt and swap funds held through pooled investment vehicles.

The principal purpose of the LDI portfolio is to match movements in the direction of interest rates to changes in the actuarial liabilities. Under this strategy, if interest rates fall, the value of these investments will rise in a similar manner to the increase in the pension liabilities.

The Scheme's exposure to interest rates as at 31 December was:

Exposure to interest rate risk

	31 December 2015 Market value (£)	31 December 2014 Market value (£)
Direct		
Corporate bonds and gilts	78,988,841	134,350,957
Indirect		
Pooled LDI funds	51,631,496	-
Total	130,620,337	134,350,957

THE BRUSH GROUP (2013) PENSION SCHEME

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

Other price risk

Other price risk arises principally in relation to the Scheme's return seeking portfolio, comprising of equities held in pooled vehicles.

The Scheme manages this exposure by constructing a diverse portfolio of investments across various markets.

The Scheme's exposure to other price risk as at 31 December was:

Exposure to other price risk

	31 December 2015 Market value (£)	31 December 2014 Market value (£)
Indirect		
Equity pooled	64,824,852	62,311,598
Investment vehicles		
Total	64,824,852	62,311,598

24. CONTINGENT LIABILITIES

In the opinion of the Trustee the Scheme had no contingent liabilities or contractual commitments as at 31 December 2015.

25. EMPLOYER RELATED INVESTMENTS

There were no employer related investment at any time during the year within the meaning of section 40(2) of the pensions act 1995.

THE BRUSH GROUP (2013) PENSION SCHEME

STATEMENT ABOUT CONTRIBUTIONS FOR THE YEAR ENDED 31 DECEMBER 2015

Independent Auditor's Statement about Contributions to the Trustee of The Brush Group (2013) Pension Scheme

We have examined the Summary of Contributions to The Brush Group (2013) Pension Scheme for the Scheme year ended 31 December 2015 which is set out on page 30.

This statement is made solely to the Trustee, as a body, in accordance with regulation 4 of the Occupational Pension Schemes (Requirement to obtain Audited Accounts and a Statement from the Auditor) Regulations 1996, made under the Pensions Act 1995. Our work has been undertaken so that we might state to the 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 Trustee as a body, for our work, for this statement, or the opinion we have formed.

Respective Responsibilities of Trustee and Auditor

As described more fully in the Statement of Trustee's Responsibilities, set out on page 13, the Scheme'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 contributions payable towards the Scheme by or on behalf of the Employers and the active members of the Scheme. The Scheme's Trustee is also responsible for keeping records in respect of contributions received in respect of active members of the Scheme and for monitoring whether contributions are made to the Scheme by the Employers 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.

Scope of Work on Statement About Contributions

Our examination involves obtaining evidence sufficient to give reasonable assurance that contributions reported in the attached Summary of Contributions have in all material respects been paid at least in accordance with the Schedules of Contributions. This includes examination, on a test basis, of evidence relevant to the amounts of contributions payable to the Scheme and the timing of those payments under the Schedules of Contributions.

Statement About Contributions

In our opinion contributions for the Scheme year ended 31 December 2015, as reported in the attached Summary of Contributions, have, in all material respects, been paid at least in accordance with the Schedules of Contributions certified by the Scheme Actuary on 29 August 2013 and 22 January 2015.

Ernst & Young LLP

Ernst & Young LLP
Statutory Auditor
Reading

Date: 7.7.16

THE BRUSH GROUP (2013) PENSION SCHEME

SUMMARY OF CONTRIBUTIONS FOR THE YEAR ENDED 31 DECEMBER 2015

Trustee's Summary of Contributions payable under the Schedule in respect of the Scheme year ended 31 December 2015

This Summary of Contributions has been prepared by, or on behalf of, and is the responsibility of the Trustee.

It sets out the Employer and member contributions payable to the Scheme under the Schedule of Contributions in respect of the Scheme year ended 31 December 2015. The Scheme auditor reports on contributions payable under the Schedule in the Auditor's Statement about Contributions.

Contributions payable under the Schedule in respect of the Scheme year

	£
Employers Contributions - deficit funding	5,000,0004
Contributions payable under the Schedule (as above)	5,000,0004
Contributions payable in addition to those due under the Schedule:	
Members additional voluntary contributions	814
Total contributions reported in the financial statements	<u><u>5,000,818</u></u>

Signed on behalf of the Trustee:

Trustee Director:

Trustee Director:

Date:

THE BRUSH GROUP (2013) PENSION SCHEME

ACTUARIAL STATEMENTS

THE BRUSH GROUP (2013) PENSION SCHEME ("THE SCHEME") SCHEDULE OF CONTRIBUTIONS FOR THE PERIOD 1 January 2015 to 31 December 2019

This schedule of contributions has been prepared by Brush Scheme Trustees Limited ("the Trustees") to satisfy the requirements of Section 227 of the Pensions Act 2004, after obtaining the advice of Alka Shah, the Scheme Actuary and after obtaining the agreement of Brush Electrical Machines Limited ("the Employer"). It covers contributions to the Scheme from all employers who participate in the Scheme from time to time.

1. Employer contributions (total for all employers)

In respect of the shortfall in funding, in accordance with recovery plan dated 22 January 2015, the Participating Employer will pay £5M per annum (payable monthly) for a period of 2 years and 8 months from 1 January 2015 to 31 August 2017, reducing to nil thereafter.

The above contributions are to be paid to the Scheme on or before of the calendar month following that to which the payment relates.

Contributions in respect of the expenses of administering the Scheme (including the Pension Protection Fund Levy) are met directly by the Employer, with the Scheme reimbursing the Employer.

The Trustees informally monitor the funding position on a quarterly basis. They have agreed with the Company that if the informal funding update at any 31 December shows that the Scheme is in surplus, and continues to be in surplus at the date of the review, then the Company will cease contributions, subject to putting in place the revised documents required. If, at subsequent funding reviews at 31 December, the funding position shows that the Scheme is in deficit, and remains in deficit at the date of the review, then Company contributions will re-commence at the above level.

The Scheme is closed to future accrual and has no active members.

2. Augmentation payments

In respect of augmentations granted, the relevant employer will pay additional amounts to cover the costs of benefit augmentations within one month of the later of the date of granting the augmentation and the date on which the Trustees notify the relevant employer of the costs determined by the Scheme Actuary.

Signed on behalf of Brush Electrical Machines Limited

Signature: GARRY BARNES

Capacity: Director

Date: 22/01/2015

Signed on behalf of Brush Scheme Trustees Limited

Signature: M.C. DUNCOMBE

Capacity: Chairman of Trustees

Date: 22/01/2015

THE BRUSH GROUP (2013) PENSION SCHEME

ACTUARIAL STATEMENTS

ACTUARIAL CERTIFICATION OF THE SCHEDULE OF CONTRIBUTIONS

Name of scheme: Brush Group (2013) Pension Scheme

Adequacy of rates of contributions

1. I certify that, in my opinion the rates of contributions shown in this schedule of contributions are such that the statutory funding objective could have been expected on 31 December 2013 to be met by the end of the period specified in the recovery plan dated 22 January 2015.

Adherence to statement of funding principles

2. I hereby certify that, in my opinion, this schedule of contributions is consistent with the Statement of Funding Principles effective from 22 January 2015.

The certification of the adequacy of the rates of contributions for the purpose of securing that the statutory funding objective can be expected to be met is not a certification of their adequacy for the purpose of securing the scheme's liabilities by the purchase of annuities, if the scheme were wound up.

Signature: Alka Shah

Date: 22 January 2015

Name: Alka Shah

Qualification: Fellow of the Institute and Faculty of Actuaries

Address: Colmore Gate
2 Colmore Row
Birmingham
B3 2QD

Name of employer: Aon Hewitt Limited

THE BRUSH GROUP (2013) PENSION SCHEME

ACTUARIAL STATEMENTS

Actuarial certificate given for the purposes of Regulation 7(4)(a) of the Occupational Pension Schemes (Scheme Funding) Regulations 2005

Brush Group (2013) Pension Scheme

Calculation of technical provisions

I certify that, in my opinion, the calculation of the Scheme's technical provisions as at 31 December 2013 is made in accordance with regulations under section 222 of the Pensions Act 2004. The calculation uses a method and assumptions determined by the Trustees of the Scheme and set out in the statement of funding principles dated 22 January 2015.

Signature: Alka Shah

Date: 22 January 2015

Name: Alka Shah

Qualification: Fellow of the Institute and Faculty of Actuaries

Address: Colmore Gate
2 Colmore Row
Birmingham
B3 2QD

Name of employer: Aon Hewitt Limited

THE BRUSH GROUP (2013) PENSION SCHEME

ACTUARIAL STATEMENTS

Summary Funding Statement 2015

As Trustee Directors, we look after the Scheme on behalf of its members. In particular, we are responsible for managing the Scheme's funding position. This involves comparing the value of the Scheme's assets with an estimate of the assets the Scheme needs to provide all pension and other benefits, based on agreed financial and other assumptions.

This funding statement, which is a legal requirement, is provided to help members understand the level of financial security of the Scheme. The funding statement will be updated and sent to members each year.

Understanding the level of financial security, and how this is measured, is important for members as it may affect the benefits you will receive. Scheme members have earned benefits, especially the right to receive a pension on retirement. The value required to provide all these earned benefits is known as the Scheme's liabilities.

Brush Electrical Machines Limited ('the Company') pays contributions so that the Scheme can build up a fund to pay the pensions and other benefits to members. The Scheme's assets consist of the cash, shares, bonds and other investments it owns.

To measure the Scheme's financial security the Trustee compares the value of the Scheme's liabilities and assets. If the value of assets is lower than the liabilities, the Scheme has a 'shortfall'. If the value of assets is more than the liabilities, the Scheme has a 'surplus'.

It is important that individual members are clear that they do not have their own individual pension funds within the Scheme. Instead, the Scheme, like all defined benefit schemes, is set up as one common fund. The Scheme's accumulated assets are invested by the Trustee and used to pay pensions and other benefits.

What figures are included in the summary funding statement?

Every three years, the Scheme Actuary assesses the progress of the Scheme's funding arrangements in a process called an 'actuarial valuation'. The Trustee is also provided with regular valuation reports from the Actuary that give an estimate of the amount of assets that is needed today to meet the expected benefit payments. This estimate allows for future investment returns. Using this information, the amount of contributions needed to keep the Scheme assets on track (to meet the objective to pay pensions and other benefits) can be determined and monitored.

The funding statement includes the results of the first actuarial valuation of the Scheme, which was based on information about the Scheme at 31 December 2013. It also includes the results of the approximate actuarial update carried out as at 31 December 2014.

The next formal actuarial valuation of the Scheme will be carried out no later than 31 December 2016.

THE BRUSH GROUP (2013) PENSION SCHEME

ACTUARIAL STATEMENTS

Behind the numbers

An actuarial valuation looks at the funding position on an 'ongoing basis' and a 'discontinuance basis'. Figures based on both of these measures are included in the funding statement.

The **ongoing basis** looks at the Scheme's funding assuming that the Scheme continues into the future. The Scheme Actuary helps the Trustee to agree a funding target (called the 'technical provisions') for the Scheme. This target is the estimated amount that the Scheme will need to pay for members' benefits earned up to the valuation date.

The plan to meet the funding target, through contributions from the Company and investment returns, assumes the Company will continue in business and be able to make the necessary contributions to the Scheme.

The **discontinuance basis** (also known as the solvency basis) looks at whether there would have been enough assets to buy insurance policies to provide members' benefits if the Scheme came to an end at the valuation date. (This basis is shown because it is required by law. It does not mean that the Company is actually thinking of discontinuing the Scheme.)

The cost of providing all the benefits through buying insurance policies is higher than the cost of paying them gradually over future years, as insurance companies use tougher financial assumptions, especially regarding the investment returns the assets will make. Even if a scheme is fully funded on the ongoing basis, the discontinuance figure will almost certainly be less than 100%.

Figures based on the 31 December 2013 valuation

Ongoing basis

Scheme assets	£167.0 million
Scheme liabilities (estimated amount required to meet the funding target)	£190.0 million
Shortfall	£23.0 million
Funding level (Scheme assets divided by liabilities)	88%

Discontinuance basis

Scheme assets	£167.0 million
Scheme liabilities (amount required to pay benefits through buying insurance policies)	£296.9 million
Shortfall	£129.9 million
Funding level (Scheme assets divided by liabilities)	56%

Figures based on the 31 December 2014 approximate funding update

Ongoing basis

Scheme assets	£197.4 million
Scheme liabilities (estimated amount required to meet the funding target)	£232.2 million
Shortfall	£34.8 million
Funding level (Scheme assets divided by liabilities)	85%

THE BRUSH GROUP (2013) PENSION SCHEME

ACTUARIAL STATEMENTS

The FKI Group Pension Scheme was restructured with effect from 1 July 2013 to align with the individual businesses and the Brush Group (2013) Pension Scheme was created. The estimated share of the deficit in respect of the Scheme members in the FKI Group Pension Scheme was £56.0 million at 31 December 2011, the date of the last actuarial valuation of the FKI Group Pension Scheme. This has become a deficit of £23.0 million as at the 31 December 2013 valuation.

The Scheme's funding level on the ongoing valuation basis worsened slightly over the year to 31 December 2014 falling to 85%, primarily because of a significant fall in gilt yields which has increased the value placed on the liabilities. This has been partially offset by an increase in the value of the assets due to payment of Company contributions and positive investment returns.

How much money is paid into the Scheme each year?

The Scheme was created following a de-merger of the FKI Group Pension Scheme in 2013. Around 24% of assets and liabilities on a technical provisions basis were transferred from the FKI Group Pension Scheme into the Scheme.

As this is the first actuarial valuation of the Scheme there was no Recovery Plan in place. However, the interim Schedule of Contributions put in place in August 2013 states that the Company will pay deficit contributions of £4.85 million per annum from 1 September 2013 until 30 June 2021, together with £0.808 million in August 2013.

Following the 31 December 2013 valuation the Trustee and the Company have agreed a recovery plan that is designed to restore the funding level to 100% by 31 August 2017. The Company continues to make contributions to the Scheme in order to reduce the £23.0 million shortfall as of 31 December 2013. The Company contributions will be £5 million per annum from 1 January 2015 until 31 August 2017.

The Trustee closely monitors the performance of the Company and receives updates on its performance at each quarterly Trustee meeting. The Trustee received advice on the covenant of the FKI group of companies – that is, the Company's ability and commitment to providing the ongoing financial support to the Scheme - as part of the de-merger and concluded that it was satisfied that Brush Electrical Machines is at least as strong as it was at the previous valuation and the Trustee continues to be satisfied with the strength of the Company's covenant.

Is my pension guaranteed?

The Trustee's aims for the Scheme are to have enough money in the Scheme to pay pensions now and in the future. However, this plan relies on the employer carrying on in business and continuing to support the Scheme because:

- the funding level can fluctuate, and when there is a funding shortfall, the employer will usually need to put in more money; and
- the target funding level may turn out not to be enough so that the employer will need to put in more money.

What would happen if the Scheme started to wind up?

If the Scheme winds up because the employer becomes insolvent you may not receive the full amount of pension you have earned, even if the Scheme is fully funded against its target funding level. However, whilst the Scheme remains ongoing, even though funding may fall below target, pensions will continue to be paid in full.

THE BRUSH GROUP (2013) PENSION SCHEME

ACTUARIAL STATEMENTS

Why does the Trustee's funding plan not call for full solvency at all times?

The full solvency position assumes that members' benefits will be secured by buying insurance policies. When estimating the cost to provide benefits, insurers are required to take a very cautious view of the future, include a profit margin and make an allowance for their expenses. By contrast, the funding plan assumes that the Company will continue to financially support the Scheme and it includes less cautious assumptions about the future than those typically used by insurers.

Pension Protection Fund (PPF)

In the event of a wind up, it may be that the Company is unable to pay the full amount required by an insurance company to secure the liabilities. If the Company became insolvent, the Pension Protection Fund (PPF) may be able to take over the Scheme and pay compensation to members. The PPF has been set up by the Government to help protect members' pensions where a company becomes insolvent. It does not, however, guarantee to pay full benefits. Further information and guidance is available on the PPF website at: www.pensionprotectionfund.org.uk. Alternatively, you can write to the PPF at Knollys House, 17 Addiscombe Road, Croydon, Surrey, CR0 6SR.

Have there been any payments to Brush Electrical Machines Limited?

The Trustee is legally required to include details of any payments made to the Company in the funding statement.

The Scheme's assets are kept separate from the Company and are managed by the Trustee. There have been no payments to the Company from the Scheme in the last twelve months, except to reimburse the Company for Scheme expenses it has paid directly. The Trustee would not expect to make any other payments to the Company and there are rules restricting the circumstances in which this can happen.

