BOWER GROUP RETIREMENT BENEFITS SCHEME

REPORT AND FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2016

REGISTRATION NUMBER 10068399

BOWER GROUP RETIREMENT BENEFITS SCHEME

TABLE OF CONTENTS

BOWER GROUP RETIREMENT BENEFITS SCHEME

ADVISORS

Scheme Actuary

Edwin Topper, FIA

Mercer Limited

Scheme Administrators

JLT Employee Benefits

Auditor

KPMG LLP

Bankers

National Westminster Bank plc

Additional Voluntary Contribution Providers

Clerical Medical Investment Group Limited

Friends Life

Investment Managers

Baillie Gifford & Co

Insight Investment Management (Global) Limited

Legal & General Investment Management Limited

Custodians

BNY Mellon

Citibank N.A.

HSBC Bank plc

Northern Trust

Annuity Providers

Friends Life

Phoenix Life

Investment Adviser

Mercer Limited

Legal Advisor

Sacker & Partners LLP

Principal Employer

Dudley Bower Group plc

Contact Address

JLT Employee Benefits

Post Handling Centre U

St James House

7 Charlotte Street

Manchester

M1 4DZ

Carillion_pensions@jltgroup.com

TRUSTEE REPORT

Introduction

The Trustee presents its Annual Report together with the audited financial statements of the Bower Group Retirement Benefits Scheme (the "Scheme") for the year ended 31 December 2016. The Scheme is a defined benefit scheme and is administered by JLT Employee Benefits in accordance with the establishing document and rules, solely for the benefit of its members and their dependants on the member's retirement and death.

The Trust Deed and Rules governing the Scheme are available for inspection on application to the administrator.

HMRC approval

The Scheme is a "registered pension scheme" for tax purposes.

The Principal Employer

The Principal Employer is Dudley Bower Group plc (formerly Bower Group Plc). The other participating Employer with eligible employees who are entitled to be members of the Scheme is PME Technical Services Ltd. The Employer's registered address is Carillion House, 84 Salop Street, Wolverhampton, WV3 0SR.

Appointment and removal of Trustee/management of the Scheme

The Scheme is managed by the Trustee, Carillion (DB) Pension Trustee Limited. This company's function is to act as Trustee to the Scheme and to five other Carillion Group schemes. The Articles of this company provide for the appointment and removal of Trustee directors. The board of the Trustee is made up of sixteen directors, six of whom are appointed by the Principal Employer, (one of whom is the independent chair) and ten are member representatives. All MNDs (including some who were originally co-opted) have been selected through nominations (and if appropriate elections).
The directors of Carillion (DB) Pension Trustee Limited are:

TRUSTEE REPORT (CONTINUED)

Ian Simmonds and Steven Brunswick were reappointed with effect from 1 April 2016 in the Carillion Staff and Bower Group and Mowlem Staff constituencies respectively and Quentin Leiper was reappointed as a MND with effect from November 2016 in the 'B' scheme constituency. Julian K Wilson was appointed as a Member Nominated Director in the AMPP constituency to replace Paul Kitto, who left Carillion at the end of 2015. Julian Wilson's appointment was effective from 1 April 2016, so in accordance with the agreed convention, Paul Kitto's share was transferred to Alan Bratt for the interim period. Julian Wilson resigned on the 31 December 2016.

Trustee Knowledge & Understanding

The Pensions Act 2004 requires trustees to have sufficient knowledge and understanding of pensions and trust law and to be conversant with the Plan documentation. The Pensions Regulator has published a Code of Practice on Trustee Knowledge and Understanding ("TKU") to assist trustees on this matter which became effective from 6 April 2006 and subsequent revisions were made in November 2009. The Trustee Directors recognise the need for, and participate in, on-going training, including seminars and the Pension Regulator's 'Trustee Toolkit' training program.

Changes to the Plan

A deed was executed on 22 March 2016 safeguarding members' rights with regard to independent advice about Transfer payments and also allowing a member, at the discretion of the Trustee, to receive the benefits from his or her AVCs as an "uncrystallised funds pension lump sum".

Pensions in payment

In accordance with the Scheme's Trust Deed and Rules, pensions in payment at 1 March 2016 were increased as follows:

1 For pension in respect of pensionable service from 6 April 1997 the increase was 1.2%. This is in line with the increase in the General Index of Retail Prices over the period to the previous 31 December (subject to a maximum of 5%).

2 No discretionary increases were granted to pensions in payment for service prior to 6 April 1997.

Increases on the Guaranteed Minimum Pension ("GMP") are given partly by the Scheme and partly by the State.

Deferred benefits

Deferred benefits held under the Scheme for members who have left service or ceased to contribute to the Scheme are increased over the period from the date of leaving service as follows:

1 The GMP part of members' deferred benefits is increased at a fixed rate dependent on the date of leaving for each complete tax year to State Pension Age.

2 The part of the deferred benefits in excess of the GMP is increased in line with statutory requirements over the period to Normal Retirement Date subject to a maximum of 5% per annum.

TRUSTEE REPORT (CONTINUED)

Transfer values

The rules of the Scheme permit transfers to other occupational pension schemes, personal pension plans or single premium insurance policies (known as Section 32 policies). Transfer values can also be paid to Stakeholder contracts. If a transfer is made the Trustee receives a statutory discharge from any further liability once the transfer has been affected.

The Trustee confirms that all transfer values are calculated and verified in accordance with the statutory cash equivalent requirements in accordance with the Pension Schemes Act 1993 (the "Act").

The current basis meets the legal requirement of the Act and makes no allowance for the payment of any discretionary benefits under the Scheme.

In October 2009, the Trustee reduced the external transfer values available to members to reflect the level of funding within the Scheme; this measure was taken to protect the remaining members. This ceased with effect from 1 January 2017.

TRUSTEE REPORT (CONTINUED)

Membership

Details of the membership of the Scheme as at 31 December 2016 are given below:

	Total 2016	Total 2015
PENSIONERS		
Pensioners at the start of the year	114	102
Members retiring during the year	8	11
Other Adjustments*	(10)	-
New beneficiaries	-	3
Deaths	-	(2)
PENSIONERS AT THE END OF THE YEAR	**112**	**114**
MEMBERS WITH PRESERVED BENEFITS		
Number at the start of the year	177	188
Deferred pensioners becoming pensioners	(8)	(11)
Full commutation	(1)	
Transfer Out	(1)	
MEMBERS WITH PRESERVED BENEFITS AT THE END OF THE YEAR	**167**	**177**
TOTAL MEMBERSHIP AT THE END OF THE YEAR	**279**	**291**

Pensioners include individuals receiving a pension upon the death of their spouse, and members receiving their pension from an annuity provider.

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

* Adjustment against pensioners receiving annuity payments who had been double counted in the previous year

TRUSTEE REPORT (CONTINUED)

Financial development of the Scheme

The Financial statements on pages 20 to 21 show that the value of the Scheme's assets increased by £2.0m to £15.8m as at 31 December 2016. The increase was comprised a net increase in the returns on investments of £2.0m.

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 20 to 32.

Contributions

Contributions received from participating Employers were in accordance with the Schedule of Contributions dated 11 February 2014 and 17 January 2017. The latest Schedule of Contributions is set out on pages 36 to 38.

The Schedule of Contributions in force from 11 February 2014 expected deficit contributions of £698,490 to be received in relation to 2016. A new Schedule of Contributions was signed on 17 January 2017, however there was no change to the expected deficit contributions in 2016. Details of the amount received during 2016 are shown on page 17.

Investments – policy

The Trustee's investment policy is detailed in their Statement of Investment Principles ("SIP"). The Trustee monitors compliance with the SIP periodically, or more frequently if necessary.

In line with the Occupational Pension (Investment) Regulations (2005), the Trustee is required to review the SIP at least every three years and without delay after any significant changes in investment policy.

The Trustee will review the SIP in response to any material changes to any aspects of the Scheme, its liabilities, finances and the attitude to risk of the Trustee and the Company which they judge to have a bearing on the stated Investment Policy.

This review will occur annually, in line with the Trustee's preferred practice. Any such review will again be based on written expert investment advice and the Company will be consulted.

TRUSTEE REPORT (CONTINUED)

Investment – management

In order to discharge its responsibilities with regard to investments, the Trustee employs specialist investment managers. Details of these managers are set out on page 2.

Each 'active' investment manager has been set a performance target in excess of a benchmark return, and is expected to achieve the target performance over a rolling three year period. A target maximum under performance by the investment manager in any one year is also set by the Trustee.

Baillie Gifford - fees are charged directly to the fund and calculated on a sliding fee scale, which is dependent on the value of assets invested in the fund. As such, fees are levied at a rate between 0.45% p.a. and 0.65% p.a. of the fund value. Please note that assets with Baillie Gifford are amalgamated across all of the Schemes within the Carillion Group for fee calculation purposes.

Insight – fees are charged directly to the fund at a rate of 0.12% p.a. of the fund value.

L&G – fees are paid by encashment of units from the fund at rates of 0.105% p.a. and 0.025% p.a. of the value of the fund, depending on the fund invested in.

Custody of assets

The Trustee uses the custodial arrangements of the investment managers it has appointed to manage the Scheme assets.

Investment performance

Details of investment performance can be found in the Investment Report on pages 11 to 16.

Further information

Members are entitled to inspect copies of documents giving information about the Scheme. Any member with a complaint or unresolved query can use the Internal Disputes Resolution Procedure ("IDRP") or, alternatively, they can obtain free advice through the Pensions Advisory Service ("PAS") who can be contacted at 11 Belgrave Road, London SW1V 1RB. If a member has a complaint which neither the IDRP nor the PAS is able to resolve, then they can ask for a ruling from the Pensions Ombudsman who can be reached at the same address.

In the event of a complaint a copy of the IDRP can be requested from the Secretary to the Trustee, Carillion plc, Carillion House, 84 Salop Street, Wolverhampton, WV3 0SR.

TRUSTEE REPORT (CONTINUED)

Any query about the Scheme, including requests from individuals for information about their benefits, should be addressed to:

The Trustee of Bower Group Retirement Benefits Scheme care of: JLT Employee Benefits, Post Handling Centre U, St James House, 7 Charlotte Street, Manchester, M1 4DZ

This report, including the Compliance Statement, was approved by the Trustee on 21 June 2017 and signed on its behalf by:

....

Trustee Director

....

Trustee Director / Secretary

STATEMENT OF TRUSTEE RESPONSIBILITIES

Statement of Trustee's responsibilities for the financial statements

The audited financial statements, which are to be prepared in accordance with UK Generally Accepted Accounting Practice ("UK GAAP"), including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland, 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 the 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 Occupational Pension Schemes (Requirement to obtain Audited Accounts and a Statement from the Auditor) Regulations 1996, including a statement whether the accounts have been prepared in accordance with the Statement of Recommended Practice, 'Financial Reports of Pension Schemes' (revised November 2014).

The Trustee has supervised the preparation of the financial statements and has agreed suitable accounting policies, to be applied consistently, making estimates and judgements on a reasonable and prudent basis. It is also responsible for making available each year, commonly in the form of a Trustee's annual report, information about the Scheme prescribed by pensions legislation, which it should ensure is consistent with the financial statements it accompanies.

The Trustee also has certain responsibilities in respect of contributions which are set out in the statement of Trustee's responsibilities accompanying the Trustee's summary of contributions.

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 appropriate internal controls.

INVESTMENT REPORT

Market Background

Investment Markets[1]

Over the 12 month period to 31 December 2016, both growth and bond asset classes generally posted positive returns as the ultra-accommodative monetary policy measures adopted by the world's major central banks continued to support financial markets. The strong returns posted by most asset classes came despite bouts of volatility following a sell-off in risk assets in January 2016, the surprise result of the UK's referendum in June 2016, where the electorate voted to leave the European Union and the unexpected victory for Donald Trump in the US Presidential Election in November 2016.

Sterling depreciated sharply against its major counterparts following the 'Brexit' vote and ended the year 16.2% weaker against the US Dollar compared to the prior year. This led to material gains for unhedged Sterling investors in foreign assets. Meanwhile, subdued growth expectations in the UK culminated in further loosening of monetary policy by the Bank of England in August 2016, and led to a downward shift in government bond yields – a move that was only partially offset in the fourth quarter. This augmented strong returns for defensive assets, notably index-linked bonds, where returns were further amplified by increased inflation expectations in the UK in light of the depreciation of Sterling.

Financial markets continue to be sensitive to the actions of the world's major central banks. In the US, the Federal Reserve Bank (the "Fed") matched investors' expectations by increasing its target rate by 0.25% at its December 2016 meeting. Elsewhere the European Central Bank ("ECB") firstly expanded its Quantitative Easing programme in March 2016 and then announced in December 2016 that the programme would be extended until December 2017 at the earliest, albeit at a slightly reduced pace of asset purchases. The Bank of Japan announced an explicit shift to yield curve targeting in September 2016.

While significant political and economic uncertainty remains following the referendum vote, economists now forecast UK Real GDP growth for 2017 to be 1.4% (a reduction from 2.1% from a forecast before the vote) whereas inflation, as measured by the change in the Consumer Price Index, is expected to increase to 2.5% (from 1.6% before the vote) reflecting the depreciation of Sterling[2].

Equity Markets

At a global level, developed markets as measured by the FTSE World Index, returned 29.6%. Meanwhile, a return of 35.4% was recorded by the FTSE All World Emerging Markets Index.

[1] *Statistics sourced fromTthomson Reuters Datastream unless otherwise specified.*

[2] *Sourced from Consensus Economics, 09 January 2017.*

At a regional level, European markets returned 19.7% as indicated by the FTSE World Europe ex UK Index. At a country level, UK stocks underperformed most major developed countries, returning 16.8% as measured by the FTSE All Share Index. The FTSE USA index returned 33.4% while the FTSE Japan Index returned 22.7%. Equity market total return figures are in Sterling terms over the 12 month period to 31 December 2016.

Bonds

Returns on UK government bonds as measured by the FTSE Gilts All Stocks Index were 10.1%, while long dated issues as measured by the corresponding Over 15 Year Index had a return of 18.5% over the year. The yield for the FTSE Gilts All Stocks Index fell over the year from 2.3% to 1.6%.

The FTSE All Stocks Index Linked Gilts Index returned 24.3% with the corresponding Over 15 Year Index exhibiting a return of 32.5%.

Corporate debt as measured by the Bank of America Merrill Lynch Sterling Non-Gilts Index returned 10.6%.

Bond market total return figures are in Sterling terms over the 12 month period to 31 December 2016.

Employer Related Investments

Under the Pensions Act 1995 particular types of investment are classed as "employer-related investments". Under laws governing employer related investments (ERI) not more than 5% of the current value of scheme assets may be invested in ERI (subject to certain specific exceptions). In addition, some ERI is absolutely prohibited, including an employer related loan or guarantee. In September 2010 the prohibition of Employer Related Investments was extended to cover pooled funds, excluding funds held in life wrappers.

The Trustee reviews its allocation to employer-related investments on an on-going basis and is satisfied that the proportion of the Scheme's assets in employer-related investments does not exceed 5% of the market value of the Scheme's assets as at 31 December 2016, and the Scheme therefore complies with legislative requirements. This will continue to be monitored going forward.

Investment Management

General

The overall investment policy of the Bower Group Retirement Benefits Scheme ("The Scheme") is determined by the Trustee, in consultation with Mercer Limited ("Mercer"). The day-to-day management of the assets is delegated to professional investment managers across a range of asset classes. These managers are regulated by the Financial Conduct Authority ("FCA").

All investments held by the Scheme have been managed during the year under review by the investment managers Baillie Gifford & Co ("Baillie Gifford"), Legal & General Investment Management ("LGIM") and Insight Investment Management Global Limited ("Insight").

INVESTMENT REPORT (CONTINUED)

Investment Principles

The Trustee has produced a Statement of Investment Principles ("SIP") in accordance with Section 35 of the Pensions Act 1995, the Occupational Pension Scheme's (Investment) Regulations 2005 and subsequent legislation. A copy of the SIP is available on request.

Strategic management of the assets is the responsibility of the Trustee acting on expert advice and reflects the investment objective of the Scheme. To guide it in its strategic management of the assets and control of the various risks to which the scheme is exposed, the Trustee has considered its objective and adopted the following:

- To make sure that the Trustee can meet its obligations to beneficiaries of the Scheme.
- To target a return on the Scheme's assets at least in line with the return assumptions of the recovery plan and to deliver the emerging benefits of a maturing pension Scheme based upon realistic expectations of investment returns.
- To maximise the return on investments, subject to adequate control of solvency risk.

The Trustee recognises that the Scheme is closed to future service accrual. As such, the Scheme is expected to mature over the coming years. To reflect this, it is an aspiration of the Trustee to gradually de-risk the investment strategy of the Scheme where appropriate over the coming years.

The Trustee recognises the Company's preference to avoid unplanned increases in employer contributions. However, the possibility of unplanned increases cannot be totally removed given the Recovery Plan requires a high level of investment return. Such a require return requires the holding of volatile assets.

Responsible Investment and Corporate Governance

The Trustee believes that good stewardship, ethical and environmental social governance ("ESG") issues may have a material impact on investment returns. The Trustee has given their investment managers full discretion when evaluating ESG issues and in exercising rights attached to the Scheme's investments.

The Scheme ensures that the votes attached to its holdings are exercised whenever practical. The Scheme's voting policy is exercised by its investment managers in accordance with their own corporate governance policies, and taking account of current best practice including the UK Corporate Governance Code and UK Stewardship Code.

Managers who are authorised in the UK are expected to report on their adherence to these Codes on an annual basis.

INVESTMENT REPORT (CONTINUED)

Code of Best Practice

The principles set out in the Code of Best Practice are high level principles which aid trustees in their investment and governance decision making. While they are voluntary, pension scheme trustees are expected to consider their applicability to their own scheme and report on a 'comply or explain' basis how they have used them.

The principles emphasise the importance of investment governance, notably the importance of effective decision making, clear investment objectives and focus on the nature of each scheme's liabilities. The principles require that trustees include a statement of the scheme's policy on responsible ownership in the SIP and report periodically to members on the discharge of these responsibilities.

The Trustees considers that its investment policies and their implementation are in keeping with these principles.

Deployment of Assets

As at 31 December 2016, the Scheme's assets were managed by Baillie Gifford, LGIM and Insight. As at 31 December 2016, the Scheme's assets were entirely invested in pooled fund products.

The investment strategy, as at 31 December 2016, is shown in the tables below:

Asset Class	Strategic Allocation (%)
Growth	**50.0**
Global Equity	25.0
Diversified Growth Fund	25.0
Bond	**50.0**
Index-Linked Gilts	25.0
Sterling Non-Gilts (Buy and Maintain)	25.0
Total	**100.0**

Figures may not sum to total due to rounding

Manager	Strategic Allocation (%)
LGIM	50.0
Baillie Gifford	25.0
Insight	25.0
Total	**100.0**

Figures may not sum to total due to rounding

INVESTMENT REPORT (CONTINUED)

The Scheme's Investments

As at 31 December 2016, the market value of the Scheme's investments (based on bid prices where applicable) amounted to c. £14.6m. The distribution of these assets across the whole portfolio is highlighted below:

Manager	Asset Class	31 December 2016		Target %
		£m	%	
	Global Equity	4.4	29.9	25.0
	Index-Linked Gilts	2.2	14.9	10.0
LGIM	2037 Index-Linked Gilt	0.7	4.7	5.0
	2047 Index-Linked Gilt	0.8	5.5	5.0
	2055 Index-Linked Gilt	0.9	6.1	5.0
Baillie Gifford	Diversified Growth	2.7	18.3	25.0
Insight	Sterling Non-Gilts (Buy and Maintain)	3.0	20.6	25.0
Total		**14.6**	**100.0**	**100.0**

Source: Investment managers and Mercer, figures may not sum to total due to rounding

All assets are marketable. LGIM and Insight Buy and Maintain assets are valued weekly. The assets at Baillie Gifford can be valued on a daily basis.

Scheme's Largest Investments

The largest investments for the Scheme as at 31 December 2016 were as follows:

1) LGIM Global Equity (60:40) (GBP Hedged) Fund
2) Insight Special Buy and Maintain Fund 1
3) Baillie Gifford Diversified Growth Pension Fund
4) LGIM Over 5 Years Index-Linked Gilts Fund
5) LGIM 2055 Index-Linked Gilt Fund
6) LGIM 2047 Index-Linked Gilt Fund
7) LGIM 2037 Index-Linked Gilt Fund

Investments Exceeding 5% of Total Assets

The following investments exceeded 5% of the total Scheme assets as at 31 December 2016:

1) LGIM Global Equity (60:40) (GBP Hedged) Fund
2) Insight Special Buy and Maintain Fund 1
3) Baillie Gifford Diversified Growth Pension Fund
4) LGIM Over 5 Years Index-Linked Gilts Fund
5) LGIM 2055 Index-Linked Gilt Fund
6) LGIM 2047 Index-Linked Gilt Fund

INVESTMENT REPORT (CONTINUED)

Review of Investment Performance

The Trustee monitors the performance of the Scheme's investments, which is monitored by Mercer on a quarterly basis to March, June, September and December month ends.

Performance over the one, three and five year periods to 31 December 2016 is shown in the table below. Performance takes into account the strategy changes over the year.

	Last Year (%)	Last 3 Years (% p.a.)	Last 5 Years (% p.a.)
Total Scheme	16.1	9.4	9.2
Benchmark	12.2	7.8	7.3

Figures shown are gross of fees and are based on performance provided by the Investment Managers, Mercer estimates and Thomson Reuters Datastream.

The Scheme has outperformed the benchmark over the one year, three year and five year periods to 31 December 2016.

Custodial Arrangements

All the assets are held in pooled fund units. It is the managers' responsibility to organise the custody of the underlying securities. The custodians for each manager are listed below:

Manager	Custodian
LGIM	HSBC Bank PLC
Baillie Gifford	BNY Mellon
Insight	Northern Trust

Source: Investment Managers.

The custodians are responsible for the safekeeping of share certificates and other documents relating to the ownership of listed investments. Investments are held in the name of each custodian's nominee company, in line with common practice for pension plan investments.

Bases of Investment Managers' Fees

The Scheme's investment managers are remunerated on a fee basis that is dependent on the size of assets under management ("base fee").

Remuneration for Professional Services

Mercer is remunerated on a retainer fee basis for ongoing monitoring and day-to-day consulting issues. Additional consulting projects are quoted and charged for separately.

Mercer
March 2017

BOWER GROUP RETIREMENT BENEFITS SCHEME

SUMMARY OF CONTRIBUTIONS

Statement of Trustee Responsibilities in respect of Contributions

The Scheme's Trustee is responsible under pension's legislation for ensuring that there is prepared, maintained and from time to time revised a Schedule of Contributions showing the rates of contributions payable towards the Scheme by or on behalf of the Employer of the Scheme and the dates on or before which such contributions are to be paid. The Scheme's Trustee is also responsible for keeping records of contributions received and for procuring that contributions are made to the Scheme in accordance with the schedule.

Trustee Summary of Contributions payable under the Schedule of Contributions in respect of the Scheme year ended 31 December 2016

This summary of contributions has been prepared by, or on behalf of, and is the responsibility of the Trustee. It sets out the Employer contributions payable to the Scheme under the Schedule of Contributions certified by the actuary on 11 February 2014 in respect of the Scheme year ended 31 December 2016. The Scheme auditor reports on contributions payable under the schedule in the Auditors' Statement about Contributions.

Summary of contributions payable during the Scheme year ended 31 December 2016

Contributions payable to the Scheme by the Employer under the Schedule of Contributions in respect of the year ended 31 December 2016 were as follows:

	Financial Statements £000	Schedule of Contributions £000
Deficit contributions paid by Employer	**698**	**698**

Signed on behalf of the Trustee:

Trustee Director

Trustee Director

Date: 21 June 2017

STATEMENT ABOUT CONTRIBUTIONS

Independent Auditor's Statement about Contributions, made under Regulation 4 of The Occupational Pension Schemes (Requirement to obtain Audited Accounts and a Statement from the Auditor) Regulations 1996, to the Trustee, of the Bower Group Retirement Benefit Scheme.

We have examined the summary of contributions payable under the Schedule of Contributions to the Scheme in respect of the Scheme year ended 31 December 2016 which is set out on page 17.

This statement is made solely to the Scheme's Trustee, in accordance with the Pensions Act 1995 and Regulations made thereunder. Our work has been undertaken so that we might state to the Scheme's Trustee those matters we are required to state to it in an auditor's statement about contributions and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Scheme's Trustee, for our work, for this statement, or for 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 17, 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 certain contributions payable towards the Scheme by or on behalf of the Employer and the active members of the Scheme. The 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 Employer in accordance with the Schedule of Contributions.

It is our responsibility to provide a statement about contributions paid under the Schedule of Contributions to the Scheme 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 summary of contributions have in all material respects been paid at least in accordance with the Schedule of Contributions. This includes an examination, on a test basis, of evidence relevant to the amounts of contributions payable to the Scheme and the timing of those payments under the Schedule of Contributions.

Statement about contributions payable under the Schedule of Contributions

In our opinion contributions for the Scheme year ended 31 December 2016 as reported in the summary of contributions and payable under the Schedule of Contributions have in all material respects been paid at least in accordance with the Schedule of Contributions certified by the actuary on 11 February 2014.

Nadia Dabbagh-Hobrow, for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
One Snowhill, Snow Hill Queensway, Birmingham B4 6GH

Date: 21 June 2017

INDEPENDENT AUDITORS REPORT TO THE TRUSTEE

We have audited the financial statements of Bower Group Retirement Benefits Scheme for the year ended 31 December 2016 set out on pages 20 to 32. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice) including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland.

This report is made solely to the Scheme Trustee in accordance with the Pensions Act 1995 and Regulations made thereunder. Our audit work has been undertaken so that we might state to the Scheme Trustee those matters we are required to state to it 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 Scheme Trustee, for our audit work, for this report, or for 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 10, the Scheme Trustee is responsible for the preparation of financial statements which give 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). These standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the financial statements:

- show a true and fair view of the financial transactions of the Scheme during the Scheme year ended 31 December 2016 and of the amount and disposition at that date of its assets and liabilities, other than liabilities to pay pensions and benefits after the end of the Scheme year;
- have been properly prepared in accordance with UK 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.

Nadia Dabbagh-Hobrow, for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
One Snowhill, Snow Hill Queensway
Birmingham, B4 6GH

Date: 21 June 2017

BOWER GROUP RETIREMENT BENEFITS SCHEME

FUND ACCOUNT

	Notes	31 December 2016 £000	31 December 2015 £000
CONTRIBUTIONS AND BENEFITS			
Employer contributions	3	698	699
		698	**699**
BENEFITS			
Benefits paid	4	(488)	(414)
Payments to and on account of leavers	5	(39)	-
Administrative expenses	6	(122)	(72)
		(649)	**(486)**
NET ADDITIONS FROM DEALINGS WITH MEMBERS		**49**	**213**
RETURNS ON INVESTMENTS			
Investment income	7	123	106
Investment management expenses	8	(10)	(2)
Change in market value of investments	9	1,847	11
NET INVESTMENT RETURNS		**1,960**	**115**
NET INCREASE IN THE FUND DURING THE YEAR		**2,009**	**328**
OPENING NET ASSETS AT 1 JANUARY		**13,800**	**13,472**
NET ASSETS AT 31 DECEMBER		**15,809**	**13,800**

The notes on pages 22 to 32 form an integral part of these financial statements.

BOWER GROUP RETIREMENT BENEFITS SCHEME

STATEMENT OF NET ASSETS
AVAILABLE FOR BENEFITS AT 31 DECEMBER 2016

	Notes	31 December 2016	31 December 2015
			Restated
		£000	£000
INVESTMENT ASSETS			
Pooled Investment Vehicles	9	14,598	12,435
Insurance policies – annuities	9	1,126	1,242
AVCs	9	59	10
TOTAL INVESTMENTS		**15,783**	**13,687**
CURRENT ASSETS	10	84	143
CURRENT LIABILITIES	11	(58)	(30)
NET ASSETS AT 31 DECEMBER		**15,809**	**13,800**

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 year. The actuarial position of the Scheme, which does not take account of such obligations, is dealt with in the actuarial liabilities report on pages 33 to 34 and in the actuarial certificate on page 41 and these financial statements should be read in conjunction with them.

These financial statements were approved by the Trustee at a meeting held on 21 June 2017 and were signed on their behalf by:

....

Trustee Director

....

Trustee Director/Secretary

The notes on pages 22 to 32 form an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

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 guidelines set out in the Statement of Recommended Practice, "Financial Reports of Pension Schemes" (revised November 2014).

2. ACCOUNTING POLICIES

The following principal 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 with the exception of individual transfers which are recognised when paid.

2.2 Contributions and benefits

Contributions and benefits are accounted for in the period in which they fall due.

2.3 Transfers to and from other schemes

Transfer values have been included in the financial statements when received and paid. They do not take account of members who have notified the Scheme of their intention to transfer.

Individual transfer values to and from other pension arrangements represents the amounts received and paid during the year for members who either joined or left the Scheme and are accounted for when a member exercises their option to transfer their benefit.

2.4 Investment income

Investment income on cash deposits is accounted for on an accruals basis.

The majority of income from pooled investment vehicles is not distributed but is reinvested and included within the closing value of the fund at the year end.

2.5 Valuation of investments

Investments are included at fair value as detailed below:

The market value of pooled investment vehicles at the accounting date is based on the bid price for funds with bid/offer spreads; or single price where there are no bid/offer spreads, as advised by the investment managers.

2.6 Annuity Policies

Annuities purchased in the name of the Trustee which fully provide the pension benefits of certain members are included in these Financial Statements at the amount of the related obligation, determined by using the most recent Scheme Funding valuation assumptions and methodology. Annuity valuations are provided by the Scheme Actuary. Annuities are issued by Friends Life and Phoenix Life.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

2.7 Additional Voluntary Contributions ("AVCs")
AVCs are valued at the single price provided by the AVC provider, and the resulting investments are included within the Net Asset Statement.

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

2.9 Taxation
The Scheme is registered with HMRC and is exempt from Income and Capital Gains tax.

3. CONTRIBUTIONS RECEIVED

	31 December 2016 £000	31 December 2015 £000
Employer deficit funding contributions	**698**	**699**

Deficit funding contributions are being paid by the Employer into the Scheme in accordance with a recovery plan in order to improve the Scheme's funding position. The contributions were paid in accordance with the Recovery Plan dated 11 February 2014.

4. BENEFITS PAID

	31 December 2016 £000	31 December 2015 £000
Pension payments	323	290
Lump sum payments and death benefits	165	124
	488	**414**

5. PAYMENTS TO AND ON ACCOUNT OF LEAVERS

	31 December 2016 £000	31 December 2015 £000
Transfers out to other schemes	**39**	**-**

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

6. ADMINISTRATIVE EXPENSES

	31 December 2016 £000	31 December 2015 £000
Legal Fees	8	8
Actuarial fees*	74	30
Administration fees	32	25
Audit fee	7	7
Regulatory fees	1	2
	122	**72**

* Actuarial fees are higher in the year due to the work on the triennial valuation.

7. INVESTMENT INCOME

	31 December 2016 £000	31 December 2015 £000
Income from pooled investment vehicles*	18	-
Interest from cash deposits	-	1
Annuity income	105	105
	123	**106**

* This was a one off payment of income by Bailie Gifford

8. INVESTMENT MANAGEMENT EXPENSES

	31 December 2016 £000	31 December 2015 £000
Investment advisory fees	**10**	**2**

The administration, management and custody fees are those explicitly charged to the Scheme.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

9. INVESTMENTS

	Value as at 1 January 2016 £000	Purchases at cost £000	Sales proceeds £000	Change in market value £000	Value as at 31 December 2016 £000
Pooled investment vehicles	12,435	4,966	(4,765)	1,962	14,598
Insurance policies – annuities	1,242	-	-	(116)	1,126
AVC investments	10	48	-	1	59
	13,687	5,014	(4,765)	1,847	15,783

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.

There is no direct overseas investment by the Scheme as all funds are invested with companies registered in the UK.

Costs are borne by the Scheme in relation to transactions in pooled investment vehicles. However, such costs are taken into account in calculating the bid/offer spread of these investments and are not, therefore, separately identifiable.

Pooled Investment Vehicles

	31 December 2016 £000	31 December 2015 £000
Diversified Growth	2,673	2,395
Equities	4,358	3,790
Bonds	4,562	3,547
Buy and Maintain Credit	3,005	2,703
	14,598	12,435

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

AVC Investments

The Trustee holds assets which are separately invested from the main fund. 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.

	31 December 2016 £000	31 December 2015 £000
Clerical Medical	11	10
Friends Life *	48	-
	59	**10**

*During the year monies which had been previously disinvested from London Life and held in the bank account, were invested with Friends Life.

Fair Value Hierarchy of Investments

In March 2016, an amendment was made to FRS 102 revising the fair value disclosure requirements for retirement benefit plans. This amendment applies for accounting periods beginning on or after 1 January 2017, however, early adoption is permitted for periods ending 31 December 2015 onwards. The Trustee has decided to adopt the amended disclosure early as set out below:

Level 1	The quoted price for an identical asset in an active market
Level 2	When quoted prices are unavailable, the price of a recent transaction for an identical asset or observable market date, adjusted if necessary
Level 3	Where a quoted price is not available and recent transactions of an identical asset on their own are not a good estimate of fair value, the fair value is determined by using a valuation technique which uses non-observable market data

For the purposes of this analysis daily priced funds have been included in Level 1, weekly priced funds and monthly net asset values for Absolute Return funds in Level 2 and monthly net asset values for Private Equity funds in Level 3.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

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

At 31 December 2016	Level 1 £000	Level 2 £000	Level 3 £000	Total £000
Pooled investment vehicles	-	14,598	-	14,598
Insurance policy – Annuities	-	-	1,126	1,126
AVC investments	-	59	-	59
	-	14,657	1,126	15,783

At 31 December 2015	Level 1 £000	Level 2 £000	Level 3 £000	Total £000
Pooled investment vehicles	-	12,435	-	12,435
Insurance policy – Annuities	-	-	1,242	1,242
AVC investments	-	10	-	10
	-	12,445	1,242	13,687

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

Investment Risks

FRS102 requires the disclosure of information in relation to certain investment risks to which the Scheme is exposed to at the end of the reporting period.

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 compromises 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 of future cash flows of a financial asset 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), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market.

The Trustee is responsible for determining the Scheme's investment strategy. The Trustee has set the investment strategy for the Scheme after taking appropriate advice. Subject to complying with the agreed strategy, which specifies the target proportions of the fund which should be invested in the principal market sectors, the day-to-day management of the asset portfolio of the Scheme, including the full discretion for stock selection, is the responsibility of the investment manager. A proportion of investments are allocated to investment managers to whom the Trustee delegates the decision regarding allocations across principal market sectors.

The Scheme has exposure to these risks because of the investments it makes in following the investment strategy set out below. The Trustee manages investment risks, including credit risk and market risk, within agreed risk limits which are set taking into account the Scheme's strategic investment objectives. The investment objectives and risk limits of the Scheme are detailed in the SIP.

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

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

Investment Strategy

The investment strategy aims to reflect the investment objectives of the Scheme, as stated in the Investment Principles section above. The current strategy is to hold:

- 50.0% in the growth portfolio, compromised of the global equity and diversified growth pooled investment vehicles.

- 50.0% in the bond portfolio, which shares some characteristics with the long-term liabilities of the Scheme. This is comprised of pooled investment vehicles and a qualified investor fund ("QIF") holding UK government bonds and UK and overseas corporate bonds.

There is no formal rebalancing policy, however the asset allocation between growth and bonds is considered when investing and disinvesting for cashflow purposes.

Credit risk

The Scheme is subject to credit risk as the Scheme directly invests in bonds and has cash balances. The Scheme also invests in pooled investment vehicles and is therefore directly exposed to credit risk in relation to the instruments it holds in the pooled investment vehicles and is indirectly exposed to credit risks arising on the financial Instruments held by the pooled investment vehicles.

Pooled Investment Arrangements

The Scheme's holdings in pooled investment vehicles are not rated by credit rating agencies. The Trustee manages and monitors the credit risk arising from its pooled investment arrangements by considering the nature of the arrangement, the legal structure and regulatory environment. The Trustee carries out due diligence checks on the appointment of new pooled investment managers and on an ongoing basis monitors any changes to the operating environment of the pooled manager.

Direct credit risk from pooled investment vehicles is mitigated by the underlying assets of the pooled arrangements being ring-fenced from the pooled manager, the regulatory environments in which the pooled managers operate and diversification of investments amongst a number of pooled arrangements.

Investments backing unit-linked insurance contracts are comingled with the insurer's own assets and direct credit risk is mitigated by capital requirements and the Prudential Regulatory Authority's regulatory oversight.

Indirect credit risk arises in relation to underlying investments held in the bond pooled investment vehicles including bonds held in the diversified growth fund. This fund holds non-investment grade credit rated instruments on a selective basis, with a view to generating additional returns. Indirect credit risk is mitigated through diversification of the underlying securities to minimise the impact of default by one issuer.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

Some of the Scheme's pooled arrangements invest in other pooled arrangements, for example the Scheme's investment in the diversified growth fund managed by Baillie Gifford. The Trustee has considered the impact of these arrangements in relation to the Scheme's exposure to failure by the sub-funds who may have different regulatory protections compared to the pooled investments made directly by the Scheme. The Trustee believes that the indirect credit risk arising from these sub-funds are appropriate due to potential reward.

Segregated Mandates and QIFs

The Insight Buy and Maintain Fund is a pooled qualified investor fund, in which the only investors are pension schemes of the Sponsoring employer, Carillion plc. Credit risk arising on corporate bonds held directly in the Insight Buy and Maintain QIF mandate is mitigated by investing in bonds deemed to have strong credit fundamentals and minimal risk of default. Bonds are sold if the outlook for the credit materially deteriorates and if this default risk is not captured in the market price or to maintain fund duration. The credit quality of the bonds held within the buy and maintain bonds (at 31 December 2016) is outlined in the table below.

Rating	% NAV
AAA	6.1
AA	9.9
A	53.4
BBB	27.2
BB	0.2
B	0.0
CCC	0.0
CC	0.0
C	0.0
Not Rated	3.1

Source: Insight Investment. Figures may not sum due to rounding.

Credit risk arising from non-investment grade bonds (rated BB or below), held as part of the buy and maintain credit mandate, is mitigated through credit analysis. In addition to this, these holdings are only a small part of the wider portfolio of investment grade credit which minimises the impact of default by any one issuer.

Credit risk arising on cash held directly in the Insight Buy and Maintain fund is mitigated through holding the majority of cash in the Insight Liquidity Fund ("ILF"), this fund is a rated AAA by S&P and Fitch. Cash for collateral and margining purposes will either be held within ILF or the client's custody account with Northern Trust where it is held separately from the bank's money.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

Derivative positions held in the Insight Buy and Maintain fund are both over the counter ("OTC") and exchange traded.

- OTC derivative contracts are not guaranteed by any regulated exchange and therefore the Scheme is subject to risk of failure of the counterparty. OTC credit risk is mitigated through Insight's derivative operations team who monitor trade positions and ensure that daily margins are posted and received as the value of the contract moves.

- Credit risk is mitigated on exchange traded positions through the monitoring and payment/receipt variation margin in addition to any initial margin paid at the outsets of contracts.

Positions are exposed to counterparty risk. This risk is mitigated through monitoring by Insight's Counterparty Credit Committee who select counterparties through a number of assessment factors including credit quality, capability, liquidity, pricing and operational effectiveness.

Currency Risk

The Scheme is subject to indirect currency risk arising from the Scheme's investment in sterling priced pooled investment vehicles as they hold underlying investments denominated in foreign currencies.

The Scheme's investment in the diversified growth fund consists of underlying investments across a range of asset class and regions. The fund uses currency exposure as part of its investment strategy to generate additional returns.

Interest Rate Risk

The Scheme is subject to interest rate risk on the investments comprising of bonds held either as segregated or through pooled investment vehicles and cash.

The Trustee has set a benchmark for total investment in bonds of 50.0% of the total investment portfolio. If interest rates fall, the value of the investments is expected to rise to help match the increase in actuarial liabilities arising from a fall in the discount rate. Similarly, if interest rates rise, the bond investments should fall in value, as will the actuarial liabilities because of an increase in the discount rate.

The Trustee has an exposure to growth fixed income assets within the growth portfolios in the form of the diversified growth fund. This interest rate exposure is taken by Baillie Gifford and is part of their investment strategy to add value.

As at 31 December 2016 bond assets represented 51.8% (2015: 50.3%) of the total investments portfolio, not including those bond assets held within the diversified growth mandate.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

Other Price Risk

Other price risk arises principally in relation to the Scheme's growth portfolio which includes the pooled investment vehicles in global equities as well as the diversified growth fund.

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

As at 31 December 2016 these growth assets represented 48.2% (2015: 49.7%) of the total investments portfolio.

10. CURRENT ASSETS

	31 December 2016 £000	31 December 2015 £000
Cash deposits held	84	143

11. CURRENT LIABILITIES

	31 December 2016 £000	31 December 2015 £000
Amounts due to HMRC	3	3
Administration and investment management fees due *	55	27
	58	30

* The amounts due for administration and investment management fees relate to the expected recharge of expenses from the Employer for the year. These amounts have been included in the expenses in notes 7 and 9.

12. RELATED PARTY TRANSACTIONS

Under Financial Reporting Standard No 8 the Trustee is deemed to be a "related party" of the Scheme. Additionally, certain Directors of the Trustee Company may have an interest either as a pensioner or deferred member of the Scheme due to their service as an employee with the Employer.

Carillion plc have re-charged the Scheme for administration and processing fees of £12k in 2016 (2015: £12k). The amounts are included within the administrative expenses shown in note 6.

BOWER GROUP RETIREMENT BENEFITS SCHEME

REPORT ON ACTUARIAL LIABILITIES

Actuarial valuation

The Scheme is subject to the Statutory Funding objective which is to have sufficient and appropriate assets to cover its 'technical provisions'. The 'technical provisions' are an estimate made on actuarial principles of the assets needed at any particular time to cover the Scheme liabilities. Liabilities include pensions in payment, benefits payable to the survivors of former members and those benefits accrued by other members which will be payable in the future.

Technical provisions are calculated using an accrued benefit funding method and assumptions chosen by the Trustee, after taking the actuary's advice and usually obtaining the Employer's agreement.

These assumptions will be subject to scrutiny by the Pensions Regulator if they fall outside reasonable boundaries as judged by the Regulator.

To check if the Scheme has sufficient assets to cover its liabilities the Trustee asks the actuary to perform a valuation.

In a valuation, the actuary measures the value of the Scheme's assets, estimates the value of its liabilities and then compares the two. This gives the funding level. If the Scheme has exactly the right amount of assets to meet its liabilities, it is described as having a 100% funding level. The aim is to suggest:

- how much money the Scheme needs to have set aside to cover the benefits members have already earned; and

- the contributions the Scheme should receive for benefits building up in the future, if any.

In a valuation, the actuary looks at the Scheme's finances under two main situations.

The discontinuance basis assumes that the Scheme was wound up on the valuation date. The actuary is required by law to look at this situation; it does not mean that the company is thinking of ending the Scheme. To do this, he looks at whether the Scheme had enough money to buy insurance policies to provide members' benefits. This is called the 'full solvency position'. Insurance companies have to invest in low risk assets which are likely to give low returns, while their policy prices will include administration charges and a profit margin.

The scheme specific funding basis was introduced following the Pensions Act 2004 and effectively is the basis used for striking the technical provisions. Usually, Trustees target full funding on the technical provisions using less prudent assumptions than the insurance companies would by allowing, in particular, for higher expected investment returns and no profit margins. For this Scheme, however, the Trustee has decided to strike the technical provisions by targeting the more conservative discontinuance, or "full solvency" position.

REPORT ON ACTUARIAL LIABILITIES (CONTINUED)

The results of the valuation on 31 December 2015

The most recent actuarial valuation of the Scheme was undertaken as at 31 December 2015. This was signed on 17 January 2017. The actuarial certificate required under section 227 relating to the 2015 valuation, as required by law, is set out on pages 37 to 41.

Discontinuance basis

If the Scheme was wound up on 31 December 2015, the actuary estimated the shortfall would have been £8.0m. This is equal to a funding level of 61%.

The scheme specific funding position (the technical provisions)

On 31 December 2015, the actuary found that if the Scheme was 100% funded the full amount needed to provide benefits was £20.5m. The market value of the Scheme's assets was £12.5m which gave a shortfall of £8.0m (i.e. the Scheme used the full discontinuance basis for striking its technical provisions also).

Under the Statutory Funding objective, where there is a shortfall at the effective date of the actuarial valuation, the Trustee must aim to achieve full funding in relation to the technical provisions. It achieves this by agreeing a Recovery Plan with the Employer to make good any shortfall over a reasonable period. This Recovery Plan is also subject to the Regulator's scrutiny.

The Trustee and Employer agreed on a Recovery Plan which aims to achieve 100% funding under the Statutory Funding objective by 31 May 2028, with the Employer paying contributions of £0.7m per annum by monthly instalments.

Movements over the last year since the valuation

Over 2016, there has been a significant reduction in the Scheme's funding level, despite positive investment returns and deficit contributions being paid by the Company, due to a large increase in liabilities resultant on an increase in (the Actuary's estimate of) insurers' buy-out prices. As at 31 December 2016, the Scheme's funding level was approximately 50% on the technical provisions basis.

The next full actuarial valuation of the Scheme will fall due as at 31 December 2018. However, the funding position will continue to be monitored regularly by the Trustee as part of its ongoing strategy for managing the Scheme.

Full details of the formal valuation as at 31 December 2015 are given in the Actuary's valuation report. A copy is available on request from the Administrator. During the year the Trustee sent out Summary Funding Statements to members, as required by law, to set out the financial position of the Scheme.

CERTIFICATE OF TECHNICAL PROVISIONS

CERTIFICATE OF TECHNICAL PROVISIONS

Name of the Scheme	Bower Group Retirement Benefits Scheme

Calculation of technical provisions

I certify that, in my opinion, the calculation of the Scheme's technical provisions as at 31 December 2015 is made in accordance with regulations under section 222 of the Pensions Act 2004. The calculation uses a method and assumptions determined by the Trustee of the Scheme and set out in the Statement of Funding Principles dated 17 January 2017

Signature	Edwin Topper
Name	Edwin Topper
Date of signing	17 January 2017
Name of employer	Mercer Limited
Address	Belvedere 12 Booth Street Manchester M2 4AW
Qualification	Fellow of the Institute and Faculty of Actuaries

BOWER GROUP RETIREMENT BENEFITS SCHEME

SCHEDULE OF CONTRIBUTIONS

SCHEDULE OF CONTRIBUTIONS

BOWER GROUP RETIREMENT BENEFITS SCHEME ("THE SCHEME")

ACTUARIAL VALUATION AS AT 31 DECEMBER 2015

Status of this document

This schedule has been prepared by the Trustee of the Bower Group Retirement Benefits Scheme ("the Trustee") to satisfy the requirements of section 227 of the Pensions Act 2004, after obtaining the advice of Edwin Topper, the actuary to the Scheme appointed by the Trustee.

This document supersedes all earlier versions of the Schedule of Contributions.

After discussions, a pattern of contributions was agreed by the Trustee and the Employer, Dudley Bower Group Plc, on 17 January 2017.

The Trustee and the Employer have signed this schedule to indicate that it represents an accurate record of the agreed pattern of contributions.

The schedule is effective from the date it is certified by the Scheme Actuary.

Contributions to be paid to the Scheme from 31 December 2015 to 31 May 2028

Members' contributions

Since the Scheme is now closed to future accrual no member contributions are payable.

Employer's contributions in respect of the shortfall in funding as per the recovery plan of 17 January 2017

The Employer shall pay annual shortfall-correction contributions of at least £698,490, no less frequently than monthly from 31 December 2015 to 31 May 2028 inclusive. These contributions shall normally fall due on the last day of each calendar month in respect of that month, and shall be paid by the 19th of the subsequent month. However, the Trustee and Employer can agree for payments to be made earlier than their due dates if appropriate and, if so, the date of payment will become the due date.

Employer's contributions in respect of benefit augmentations

In addition the Employer shall pay the cost, as determined by the Scheme Actuary, of any benefit augmentations requested by the Employer and approved by the Trustee.

SCHEDULE OF CONTRIBUTIONS (CONTINUED)

Employer's contributions in respect of administration and other costs

The contributions to be paid by the Employer include an implicit allowance for administration expenses as these are allowed for in the Technical Provisions by including a reserve in the liabilities. The contributions do not include an allowance for the Pension Protection Fund levy to be paid from the Scheme. The Employer will pay the Pension Protection Fund levy in addition.

Payment guarantee

Carillion plc has provided a guarantee to the Trustee in respect of the payment obligations which are due for payment under this schedule of contributions up to 30 June 2023 (or, if earlier, the date any recovery plan relating to the Scheme ceases) limited to £5.95 million less any contributions paid on and from 1 January 2015. Carillion plc has agreed that it will extend the guarantee period to 31 May 2028, and the schedule of contributions is prepared on the basis of that understanding. It is anticipated that this will be formally documented when Carillion next updates the parent company guarantee for the other schemes covered by the guarantee. This is expected to happen in connection with the next valuations of those schemes, which will have an effective date of 31 December 2016.

Dates of review of this schedule

This schedule of contributions will be reviewed by the Trustee and the Employer no later than 15 months after the effective date of each actuarial valuation, due every three years.

Employer and Trustee agreement

This schedule of contributions has been agreed by the Employer Dudley Bower Group Plc, the Trustee of the Bower Group Retirement Benefits Scheme and Carillion Plc on
17 January 2017

Signed on behalf of Carillion Plc

Name ZAFAR KHAN

Position Group Finance Director

Date of signing 17 January 2017

SCHEDULE OF CONTRIBUTIONS (CONTINUED)

Signed on behalf of Dudley Bower Group Plc	
Name	ZAFAR KHAN
Position	DIRECTOR
Date of signing	17 January 2017
Signed on behalf of the Trustee of the Bower Group Retirement Benefits Scheme	
Name	ROBIN ELLISON
Position	CHAIRMAN OF TRUSTEE
Date of signing	17 January 2017

BOWER GROUP RETIREMENT BENEFITS SCHEME

ACTUARIAL CERTIFICATE

CERTIFICATION OF SCHEDULE OF CONTRIBUTIONS

Name of Scheme: Bower Group Retirement Benefits 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 2015 to be met by the end of the period specified in the recovery plan dated 17 January 2017.

ADHERENCE TO STATEMENT OF FUNDING PRINCIPLES

2. I hereby certify that, in my opinion, this schedule of contributions is consistent with the statement of funding principles dated 17 January 2017

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

Signature: Edwin Topper

Scheme Actuary: Edwin Topper

Qualification: Fellow of the Institute and Faculty of Actuaries

Date of signing: 17 January 2017

Name of employer: Mercer Limited

Address: Belvedere
12 Booth Street
Manchester
M2 4AW