

ANNUAL REPORT

AMEY OS PENSION SCHEME

FOR THE PERIOD ENDED 31 MARCH 2015

Scheme Registration No 10225287

AMEY OS PENSION SCHEME

Contents

	Page
Scheme Advisers and Principal Employer	1
Trustee's Report	2
Statement of Trustee's Responsibilities	14
Independent Auditor's Report	15
Fund Account	16
Net Assets Statement	17
Notes to the Accounts	18
Actuarial Statements	25
Compliance Statement	27
Independent Auditor's Statement about Contributions	29
Summary of Contributions Payable	30

AMEY OS PENSION SCHEME

Scheme Advisers and Principal Employer Period ended 31 March 2015

Trustee:	Pitmans Trustees Limited
Scheme Actuary:	A Allsopp F.I.A. Quattro Pension Consulting Actuaries
Independent Auditor:	Grant Thornton UK LLP
Investment Managers:	Legal & General Investment Management Limited Baillie Gifford Life Limited Standard Life Investments Mercer Ltd (from 1 December 2014)
Investment Consultant:	Lane Clark & Peacock LLP Mercer Ltd (from 1 December 2014)
AVC Provider:	Prudential Assurance Company Limited
Legal Advisers:	CMS Cameron McKenna LLP DWF LLP (appointed 24 June 2014) Squire Patton Boggs (from 1 December 2014)
Scheme Administrator:	RPMI Limited
Banks:	Royal Bank of Scotland Lloyds Bank plc (from 1 December 2014)
Life Assurance Company:	Legal & General Assurance Society Limited
Principal Employer:	Amey plc.
Participating Employers:	Amey Services Limited Accord Limited (from 1 December 2014) Amey Metering Limited (from 1 December 2014) Enterprise (AOL) Limited (from 1 December 2014) Enterprise Managed Services Limited (from 1 December 2014)

Contact for further information and complaints about the Scheme

Matt Riley
Pitmans Trustees Limited
47 Castle Street
Reading
Berkshire
RG1 7SR
E-mail: mriley@ptluk.com
Tel: 0118 9570605

AMEY OS PENSION SCHEME

Trustee's Report Period ended 31 March 2015

Introduction

The Trustee of the Amey OS Pension Scheme (the "Scheme") is pleased to present its report together with the accounts for the period ended 31 March 2015. The Scheme is a Defined Benefit scheme.

Management of the Scheme

Under the Rules of the Scheme, which comply with the Occupational Pension Schemes (Member Nominated Trustees and Directors) Regulations 2006, there are normally five Trustees, two of whom are member nominated unless a Corporate Body is appointed as Trustee to the Scheme.

During the period under review, the Trustee of the Scheme was a corporate body – Pitmans Trustees Limited. Pitmans Trustees Limited acts through its Directors. The Directors who served during the period were:

David Archer

Christopher Avery

Steve Carrodus

Andrew Davies

David Hosford

Suzanne Brooker

Richard Butcher

Phillip Weaver (appointed 30 April 2014 and resigned 31 July 2015)

Sue O'Brien (resigned 30 April 2014 and reappointed 31 July 2015)

In accordance with the trust deed, the Principal Employer, Amey plc. has the power to appoint and remove the Trustees of the Scheme.

During the period the Trustees held eight meetings.

Trust Deed and Rules

A revised consolidated deed and rules was executed as at 12 March 2014.

Merger with The Accord Final Salary Scheme

With effect from 1 December 2014 the Accord Final Salary Scheme merged into the Amey OS Pension Scheme. All members and assets of the Accord Final Salary Scheme as at 30 November 2014 became members and assets of the Amey OS Pension Scheme. The Scheme will run as a segregated Scheme.

Change in Accounting Period

During the current Scheme period the Trustee chose to change the Scheme year end from 5 April to 31 March.

Communication with Members

A newsletter was issued to the members in December 2014.

AMEY OS PENSION SCHEME

Trustee's Report Period ended 31 March 2015

Trustee Knowledge and Understanding

The Pensions Act 2004 requires trustees to have sufficient knowledge and understanding of pensions and trust law and be conversant with the Scheme documentation. The Pensions Regulator has published a Code of Practice on Trustee Knowledge and Understanding to assist trustees on this matter which became effective in November 2009. The Trustee is a Professional Trustee who maintains a training log and has a training plan to enable them to meet the identified requirements.

Governance and Risk Management

The Trustee has in place a business plan which sets out their objectives in areas such as administration, investment, funding and communication. This, together with a list of the main priorities and timetable for completion, helps the Trustee run the Scheme efficiently and serves as a useful reference document.

The Trustee regularly review their risk register to ensure that controls are in place to monitor the key risks to which the Scheme is subject and that actions are identified to mitigate these risks.

Internal Dispute Resolution

The Trustee has a dispute resolution procedure which is available to any member or dependant. No complaints were raised during the period under this procedure.

Report to the Pensions Regulator

No report was made to the Pensions Regulator during the period.

Legal Adviser Review

As part of their regular review of the Scheme advisers and suppliers, the Trustee decided to appoint DWF LLP as Legal Adviser to the Scheme, in respect of the merger, with effect from 24 June 2014. Squire Patton Boggs have also been appointed following the merger.

Actuarial Position

It is the role of the actuary to review the long-term position of the Scheme. The latest actuarial valuation was carried out as at 5 April 2014.

Principal Employer

The registered address of the Principal Employer is Amey plc., The Sherard Building, Edmund Halley Road, Oxford, OX4 4DQ.

AMEY OS PENSION SCHEME

Trustee's report Period ended 31 March 2015

Bulk Transfers

During the period, bulk transfer terms for past service were agreed.

Financial Development

The accounts on pages 16 to 24 have been prepared and audited in accordance with the Regulations made under Sections 41(1) and (6) of the Pensions Act 1995. They show that the value of the Fund increased from £42,291,424 at 5 April 2014 to £138,240,776 at 31 March 2015. The increase is mainly due to the merger with the Accord Final Salary Scheme.

Actuarial Position of the Scheme

An actuarial valuation of the Scheme was carried out with an effective date of 5 April 2014.

The figures from the triennial valuation are set out below.

	£ millions
The Statutory Funding Objective (SFO) in relation to the liabilities:	39.0
Valuation of assets:	42.2
Surplus relative to the SFO:	3.2
Funding level	108%

If the Employer goes out of business or decides to stop contributing to the Scheme, the Scheme may be "wound-up" and the Employer could be required to pay additional money to buy all members' benefits from an insurance company. The comparison of the Scheme's assets to the cost of buying the benefits from an insurance company is known as the "buy-out position". A pension scheme's buy-out position will often show a larger shortfall than the standard actuarial valuation as insurers are obliged to take a very cautious view of the future, and they also need to make a profit.

The actuarial valuation at 5 April 2014 showed that the Scheme's assets would not have been enough to buy all members' benefits from an insurance company, as the "buy-out position" at that date was:

	£ millions
Estimated cost of buying benefits with an insurance company:	56.3
Value of the assets	42.2
Buy-out position shortfall	14.1

The Actuarial Certificate in relation to the Schedule of Contributions is shown on page 25 of the Annual Report and the Actuarial Certificate of Technical Provisions is shown on page 26 of the Annual Report.

AMEY OS PENSION SCHEME

Trustee's Report Period ended 31 March 2015

Membership

Details of the membership of the Scheme are given below:

	Amey OS Section 2015	Accord Section 2015	31 March 2015	5 April 2014
Active members				
Active members at the start of the period	64	-	64	77
Prior year adjustment	9	-	9	2
New entrants	10	-	10	-
Transfer in from Accord	-	114	114	-
Retirements	(6)	(4)	(10)	(5)
Deaths in service	-	-	-	(1)
Members leaving with preserved benefits	(12)	-	(12)	(9)
Opt outs	(1)	-	(1)	-
Active members at the end of the period	64	110	174	64
Pensioners				
Pensioners at the start of the period	265	-	265	251
Members retiring	19	16	35	17
Transfer in from Accord	-	651	651	-
Spouses and dependants	4	-	4	4
Pensioners who died	(8)	(3)	(11)	(7)
Pensioners at the end of the period	280	664	944	265
Members with preserved benefits				
Members with preserved benefits at the start of the period	194	-	194	199
Prior year adjustments	(9)	-	(9)	(2)
Leavers with preserved benefits	12	-	12	9
Transfer in from Accord	-	818	818	-
Deferred members becoming pensioners	(13)	(12)	(25)	(12)
Transfers out	(12)	-	(12)	-
Members with preserved benefits at the end of the period	172	806	978	194
Total membership at the end of the period	516	1,580	2,096	523

The Accord section does not include 26 (2014: 27) annuitant pensioners.

Pensioners include individuals receiving a pension upon the death of their spouse/parent.

Further Information

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

Please contact Matt Riley of Pitmans Trustees Limited whose contact details can be found on page 1 if you require such information

AMEY OS PENSION SCHEME

Trustee's report Period ended 31 March 2015

INVESTMENTS

AMEY OS SECTION

General

The investments for the Amey OS section, with the exception of the AVC assets, have been managed during the period under review by Legal & General Investment Management (Legal & General), Standard Life Investments (Standard Life) and Baillie Gifford Ltd (Baillie Gifford). There is a degree of delegation of responsibility for investment decisions. The investment strategy is agreed by the Trustees 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 Scheme's asset portfolio, which includes full discretion for stock selection, is the responsibility of the investment manager.

Investment Principles

The Trustees have produced a Statement of Investment Principles in accordance with Section 35 of the Pensions Act 1995 and subsequent legislation. During the year the Amey OS Pension Scheme merged with the Accord Final Salary Scheme. The Statement has yet to be updated to reflect this change. A copy of the existing Statement (signed in December 2013) is available on request. The main priority of the Trustees when considering the investment policy is to ensure that the promises made about members' pensions can be fulfilled.

Economic Background – commentary provided by Lane, Clark & Peacock LLP

Over the twelve month period to 31 March 2015 the global recovery continued. However, major economies saw divergent trends. Whilst the US and UK performed strongly over the period, Europe and Japan struggled. Investors began to anticipate interest rate rises although these expectations were later quashed as inflation tumbled following a decline in the oil price.

UK Inflation remained low, falling to zero in February 2015, well below the Bank of England's 2% target. This was primarily driven by the fall in the oil price, which dropped from \$107/barrel to below \$55/barrel at the end of the period (and reached a low of below \$45/barrel in January 2015).

The European Central Bank (ECB) lowered deposit rates throughout the year, and they became negative in June 2014, in an effort to stave off deflation and boost slowing output.

Overall, Eurozone growth performed moderately. The region remains weighed down by ongoing political and economic concerns, particularly the possibility of Greece defaulting or exiting from the single currency. However, quantitative easing implemented in early 2015 appears to have given the region the necessary stimulus to boost growth, at least temporarily.

Japan's recovery seemed to come to a halt following a controversial 3% VAT hike in April 2014, which caused a sharp contraction in output. As a result, the Bank of Japan announced an extension to its quantitative easing programme which it hoped would raise economic activity.

Emerging economies experienced mixed fortunes. China continued to grow, but the government's crackdown on shadow banking and speculative investment in the real estate market weighed on the economy. Meanwhile Brazil slipped into recession and the Russian economy was hit hard by the plunge in energy prices and western sanctions. However, a number of other emerging nations, most notably India and Taiwan, reported an upturn in activity. India was buoyed by falling energy prices which saw inflation move sharply lower and the current account deficit narrow significantly.

AMEY OS PENSION SCHEME

Trustee's Report Period ended 31 March 2015

Investment Markets

Equities

In aggregate, equities recorded significant gains over the year, though with divergence between regions.

The UK equity market struggled to make much headway (6.6%), weighed down by the mining and oil & gas sectors, both of which lost ground as commodity prices fell. Returns picked up in 2015 as the effect of Eurozone quantitative easing and a patient approach to interest rate rises in the US spilled over to UK markets. US equities performed strongly over the period (12.6%), benefitting from a strengthening US economy and continued low interest rates. The dollar also strengthened significantly over the year, which enhanced returns for Sterling investors (26.4%).

European shares returned 19.6% over the period with much of their performance being generated in the first quarter of 2015 off the back of the new quantitative easing programme. Japanese equities outperformed other major equity markets, returning 31.8% over the year, primarily a consequence of the government's quantitative easing programme. A weakening yen, however, detracted from returns for UK-based investors (27.1%).

Bonds

Over the year, UK bonds delivered strong returns, outperforming some equity indices, as yields fell significantly. Falling oil and other commodity prices pushed down inflation in the major economies, convincing many investors that growth had stalled and that interest rates would as a consequence remain lower for longer. Also, as geopolitical troubles multiplied (eg Ukraine, the Middle East, Ebola and to a lesser extent the Scottish referendum), investor demand for "safe haven" assets grew. Government bonds, both fixed (13.9%) and index-linked (18.6%, based on all stocks), were the prime beneficiaries. Corporate bonds have also gained ground returning 13.1%.

In aggregate, overseas bonds were moderate performers, rising 9.6% in Sterling terms as global volatility pushed investors into safer assets.

Alternative assets

Diversified growth funds performed well over the year, perhaps unsurprisingly given the positive performance of both equities and bonds over the twelve month period to 31 March 2015.

Property performed strongly over the year returning 18.3%. The office and industrial sectors were the main performance drivers, with the retail sector lagging somewhat. However, on the whole, property values across all sectors rose strongly over the year reflecting a highly competitive transaction market and improving rental growth.

Aggregate commodity returns were poor, with the S&P Goldman Sachs Commodities Index returning -40.3% over the year. In particular, the oil price fell significantly due to weak demand and surging US production. Added to this, Saudi Arabia was determined not to cut production to prop up prices.

AMEY OS PENSION SCHEME

Trustee's report Period ended 31 March 2015

Review of investment performance

The tables below show the performance of the Scheme's assets over periods to 31 March 2015. Performance is shown gross of fees unless stated otherwise.

Legal & General performance	One year to 31 March 2015 %	Three years to 31 March 2015 % p.a.	Five years to 31 March 2015 % p.a.
Equities			
Portfolio ^(a)	11.9	12.8	8.7
Benchmark	11.8	12.6	8.6
Bonds			
Corporate bonds (all stocks)	13.4	9.2	8.7
Benchmark	13.1	8.8	8.0
Index-linked gilts (over 15 year)	28.2	11.6	12.7
Benchmark	28.1	11.5	12.6

Source: Legal & General

^(a) The performance reflects the investments which have been held continuously over the periods.

The Scheme first invested with Baillie Gifford and Standard Life on 11 June 2013 and 12 June 2013 respectively. As such, performance in excess of one year is not available.

Diversified Growth performance	One year to 31 March 2015 %
Standard Life	
Fund (net of fees)	10.1
Target ^(b)	5.0
Baillie Gifford	
Fund (net of fees)	7.9
Target ^(c)	4.0

Source: Standard Life and Baillie Gifford

^(b) Target is to outperform 6 month LIBOR by 4.3% (after fees) over rolling three year periods.

^(c) Target is to outperform the UK Bank of England base rate by 3.5% pa (after fees) over rolling five year periods.

Performance figures below show total Scheme returns. Performance figures in excess of three years are not readily available.

Total Scheme performance	One year to 31 March 2015 %	Three years to 31 March 2015 % p.a.
Scheme	15.6	11.5
Benchmark	14.3	10.9

AMEY OS PENSION SCHEME

Trustee's Report Period ended 31 March 2015

Custodial arrangements

The assets managed by Legal & General Investment Management are held in the form of insurance policies issued by Legal & General Assurance (Pensions Management) Limited. There is a floating charge over the unitised funds managed by Legal & General. The purpose of the floating charge is to offer protection to investors in the event of a failure of Legal & General. The assets managed by Baillie Gifford are held in the form of insurance policies issued by Baillie Gifford Life Limited. The assets managed by Standard Life are held in a pooled fund. The custodian of this fund is Citibank NA London Branch.

The Trustees are responsible for ensuring the Scheme's assets continue to be securely held. They review the custodial arrangements from time to time and the scheme auditors are authorised to make whatever investigations they deem are necessary as part of the annual audit procedure.

ACCORD FINAL SALARY SECTION

Introduction

The Trustee has delegated day-to-day management of the Scheme's assets (excluding AVCs) to Mercer Ltd ("Mercer"), who in turn delegates responsibility for the investment of the Scheme's assets to a range of specialist investment managers. Mercer is responsible for the selection, appointment, monitoring and, where Mercer considers it appropriate, removal of the investment managers. The investment managers have full discretion to buy and sell investments on behalf of the Scheme subject to constraints Mercer have agreed with the managers.

The Trustee has put in place a de-risking strategy whereby the level of investment risk inherent in the Scheme's investment arrangements reduces as the Scheme's funding level improves. The Trustee, in consultation with Mercer, has agreed the way in which the investment risk should be reduced and has delegated the implementation of the de-risking strategy to Mercer. In doing so Mercer constructs portfolios of investments that are expected to maximise the return given the targeted level of risk for each stage of the de-risking strategy.

Investment Principles

The Trustee has produced a Statement of Investment Principles (the "SIP") in accordance with Section 35 of the Pensions Act 1995 and the Occupational Pension Schemes (Investment) Regulations 2005. The SIP is available on request.

The SIP dated 17 December 2013 only outlines the investment strategy for the Amey OS section of the Scheme. At the year end the investments of this section were held in line with the SIP. The SIP has not been updated to incorporate the Accord section of the Scheme and therefore at the year end the Accord section investments are not held in accordance with the SIP

The Trustee's primary objective is to invest the Scheme's assets in the best interest of the members and beneficiaries. Within this framework the Trustee has agreed a number of individual objectives to help guide it in the strategic management of the assets and control of the various risks to which the Scheme is exposed. These objectives are as follows:

- To ensure the Trustee can meet its obligations to the beneficiaries of the Scheme as they fall due.
- For the Scheme to become fully funded on a "self-sufficient" de-risked basis by 2029, where the de-risked basis assumes a gilts + 0.5% p.a. discount rate for the purpose of valuing the Scheme's liabilities.
- To monitor the progress in the Scheme's funding level against a number of triggers and to opportunistically de-risk the Scheme's investment arrangements as these triggers are achieved.

AMEY OS PENSION SCHEME

Trustee's report Period ended 31 March 2015

Market Background

Both growth and defensive assets delivered positive returns over the 12 month period to 31 March 2015 as many of the world's central banks continued to run highly accommodative monetary policies to encourage economic growth. The strong economic growth figures being reported at the start of the period slowed somewhat towards the period end however and this slowdown, combined with the sharp fall in commodity prices in the second half of 2014, led to increased market volatility and generally lower bond yields. As a result, a typical pension scheme saw a sharp increase in the value of its liabilities over the year making it a very challenging period for funding despite strong returns being achieved on most asset classes.

In the UK, economic growth remained strong, the recorded growth rate for 2014 of 2.8% being the fastest rate of calendar year growth since 2006. At the same time inflation remained subdued, the annual rate falling to 0% in February 2015.

Whilst economic growth in the UK was strong, growth was strongest in the US despite a weak final quarter. Whilst this led to sterling depreciating against the dollar, it continued to strengthen against the euro and the yen. Emerging market assets underperformed their developed counterparts as falling commodity prices and the rising dollar significantly affected a number of countries in this region.

Equities

At a global level, developed markets as measured by the FTSE World Index, returned 18.8% whilst a return of 16.3% was recorded by the FTSE AW Emerging Markets Index.

European markets returned 7.5% as measured by the FTSE World Europe ex UK Index.

UK stocks as measured by the FTSE All Share index returned 6.6%. The FTSE USA and FTSE Japan Indices returned 26.5% and 27.1% respectively.

Equity market total return figures are in sterling terms over the 12 month period to 31st March 2015.

Bonds

UK government bonds as measured by the FTSE Gilts All Stocks Index returned 13.9% whilst long dated issues as measured by the corresponding Over 15 Year Index recorded returned 27.0%. The yield for the FTSE Gilts All Stocks Index fell over the year from 3.0%p.a. to 2.0%p.a.

The FTSE All Stocks Index Linked Gilts Index returned 18.5% with the corresponding Over 15 Year Index returning 28.1%.

Corporate debt as measured by the BofA Merrill Lynch Sterling Non-Gilts Index returned 13.3%.

Bond market total return figures are in sterling terms over the 12 month period to 31st March 2015.

Property

UK property investors continued to benefit from improving property market conditions. Over the 12 month period to 31 March 2015, the IPD UK All Property Index returned 18.3% in sterling terms. The three main sectors of the UK property market each recorded strong positive returns over the period (retail: 13.4%; office: 22.9%; industrial: 22.7%).

Currencies

Over the 12 month period to 31st March 2015, Sterling fell 11.0% against the Dollar from \$1.667 to \$1.485. Sterling appreciated 3.7% against the Yen from ¥171.69 to ¥178.03 and also appreciated against the Euro by 14.3% from €1.21 to €1.38 over the same period.

AMEY OS PENSION SCHEME

Trustee's Report Period ended 31 March 2015

Investment Review

Investment Performance to 31 March 2015

The investment performance of the Scheme's assets managed by Mercer for the year, 3 years and period since inception to 31 March 2015 is shown in the following table. Unless otherwise specified the returns for the underlying portfolios are shown gross of underlying manager fees but net of all expenses including custody and administration costs. Total portfolio returns shown below are Scheme specific and are shown net of all fees and expenses.

Portfolio	Year		3 Years		Since Inception	
	Portfolio %	B'mark %	Portfolio % p.a.	B'mark % p.a.	Portfolio % p.a.	B'mark % p.a.
Growth Assets						
Passive Global Equity	19.3	19.1	15.0	15.0	13.3	13.3
Passive Global Equity (Hedged)	14.4	14.0	15.6	15.5	12.7	12.6
Passive Global Equity - Fundamental Indexation ^(a)	-	-	-	-	13.2	13.2
Passive Global Equity - Fundamental Indexation (Hedged) ^(a)	-	-	-	-	10.8	10.6
Global Low Volatility Equity	18.0	23.1	13.3	15.1	11.9	13.5
Global Low Volatility Equity (Hedged)	13.0	15.8	-	-	15.1	16.9
Global Small Cap Equity	19.1	16.2	19.3	16.2	15.0	12.4
Emerging Markets Equity	12.2	12.8	2.6	2.8	-0.5	0.5
Emerging Markets Debt	-0.7	-0.2	-1.4	-1.5	-0.2	0.0
Global High Yield ^(a)	-	-	-	-	3.2	3.7
Multi-Asset Credit	2.8	2.3	-	-	2.7	2.4
Liquid Alternative Strategies	9.9	10.6	6.1	2.6	5.1	2.0
HLV Property	8.6	27.0	6.4	10.0	6.4	8.4
Liability Matching Assets						
UK Credit	14.1	13.9	-	-	8.5	8.4
Inflation-Linked Bonds	21.0	21.1	-	-	21.2	21.1
Flexi. Enhanced Fixed	73.3	73.5	22.0	21.9	27.8	27.7
Long Flex. Enhanced Fixed ^(a)	-	-	-	-	35.4	35.4
Flex. Enhanced Real	47.8	48.0	17.7	17.8	24.3	24.4
Short Flex. Enhanced Real ^(a)	-	-	-	-	7.2	7.2
Medium Flex. Enhanced Real ^(a)	-	-	-	-	21.1	21.1
Long Flex. Enhanced Real ^(a)	-	-	-	-	33.9	33.9
Total (Net of Fees)^(b)	24.1	24.9	12.2	12.4	12.4	12.8

Performance provided by State Street, Mercer estimates and Thomson Reuters Datastream. Inception dates for performance measurement purposes taken as: 25 March 2011 for Emerging Markets Equity, Emerging Markets Debt, Liquid Alternative Strategies, Flexible Enhanced Matching Fixed, Flexible Enhanced Matching Real and Total Scheme; 23 May 2011 for Passive Global Equity (Hedged), Global Low Volatility Equity and Global Small Cap Equity; 20 June 2011 for Passive Global Equity; 31 October 2011 for HLV Property; 22 February 2013 for UK Credit; 2 July 2013 for Global Low Volatility Equity (Hedged); 28 February 2014 for Inflation-Linked Bonds and Multi-Asset Credit; 3 April 2014 for Passive Global Equity (Fundamental Indexation) and Passive Global Equity (Fundamental Indexation) (Hedged); 2 October 2014 for Long Flexible Enhanced Matching Fixed, Medium Flexible Enhanced Matching Real and Long Flexible Enhanced Matching Real; 15 January 2015 for Global High Yield; 10 March 2015 for Short Flexible Enhanced Matching Real.

^(a) Performance shown is cumulative, not annualised, as the period since inception is less than one year.

^(b) Total Scheme performance includes performance of terminated mandates.

AMEY OS PENSION SCHEME

Trustee's report Period ended 31 March 2015

Asset Allocation as at 31 March 2015

The Scheme's assets are invested in a range of "Growth" and "Matching" assets. The former category includes equities, property, emerging market and high yield debt, as well as alternative assets such as hedge funds. The latter consists of gilts and corporate bonds, including leveraged portfolios of gilts that provide a capital efficient means of controlling the interest rate and inflation risk inherent in the Scheme's liabilities.

The split of assets between the Growth and Matching portfolios is managed according to the de-risking strategy specified by the Trustee under which assets are automatically switched from the Growth to the Matching portfolio by Mercer on behalf of the Trustee as a range of pre-specified funding level triggers are achieved. The current target Growth:Matching split is 53%:47%. No changes were made to the target split over the year.

Portfolio	Asset Allocation				Target as at 31 March 2015 %
	Start of Year £m	End of Year £m	Start of Year %	End of Year %	
Total Growth	39.9	49.1	53.1	53.5	53.0
Total Matching	35.3	42.7	46.9	46.5	47.0
Total	75.1	91.8	100.0	100.0	100.0

Source: Mercer. Figures may not sum to total due to rounding.

Growth Portfolio

Portfolio	Asset Allocation			
	Start of Year £m	End of Year £m	Start of Year %	End of year %
Global Equity (Hedged)	4.6	-	11.6	-
Global Equity (LGIM)	0.5	-	1.3	-
Passive Global Equity	5.5	4.6	13.7	9.3
Passive Global Equity (Hedged)	3.6	2.7	9.1	5.6
Passive Global Equity (Fundamental Indexation)	-	4.5	-	9.2
Passive Global Equity (Fundamental Indexation) (Hedged)	-	2.7	-	5.6
Global Low Volatility Equity	1.4	1.6	3.4	3.2
Global Low Volatility Equity (Hedged)	1.4	1.6	3.4	3.2
Global Small Cap Equity	5.1	6.0	12.7	12.3
Emerging Markets Equity	5.5	5.5	13.9	11.2
Emerging Markets Debt	2.2	2.8	5.4	5.8
Global High Yield	0.5	1.0	1.2	2.1
Global High Yield (Hedged)	0.5	-	1.2	-

AMEY OS PENSION SCHEME

Trustee's Report Period ended 31 March 2015

Multi-Asset Credit ^(a)	1.9	4.4	4.8	8.9
Liquid Alternative Strategies ^(a)	4.0	8.5	10.0	17.2
Diversified Fund (LGIM)	0.2	-	0.5	-
HLV Property ^(a)	1.5	2.1	3.7	4.3
Property (LGIM)	0.1	-	0.3	-
Cash	1.5	1.0	3.8	2.1
Total Growth	39.9	49.1	100.0	100.0

Source: Mercer. Figures may not sum to total due to rounding.

(a) Please note that the asset values for the end of the year reflect a one month valuation lag.

Matching Portfolio

Portfolio	Actual Asset Allocation			
	Start of Year £m	End of Year £m	Start of Year %	End of Year %
Fixed Interest Gilts (LGIM)	0.1	-	0.2	-
Index-Linked Gilts (LGIM)	0.1	-	0.1	-
UK Credit	10.5	12.6	29.7	29.6
Sterling Non-Gilts (LGIM)	0.1	-	0.1	-
Inflation-Linked Bonds	3.5	2.5	9.9	6.0
Flexible Enhanced Matching Fixed	9.8	4.3	27.8	10.2
Long Flexible Enhanced Matching Fixed	-	6.1	-	14.4
Flexible Enhanced Matching Real	11.3	8.9	32.0	20.8
Short Flexible Enhanced Matching Real	-	1.7	-	3.9
Medium Flexible Enhanced Matching Real	-	1.7	-	4.1
Long Flexible Enhanced Matching Real	-	4.7	-	11.1
Total Matching	35.3	42.7	100.0	100.0

Source: Mercer. Figures may not sum to total due to rounding.

Custodial Arrangements

State Street Custodial Services (Ireland) Limited ("State Street") is the administrator and custodian of the Mercer pooled portfolios that the Scheme invests in.

State Street are responsible for the safe keeping, monitoring and reconciliation of documentation relating to the ownership of the pooled portfolio units and the underlying investments held by the pooled portfolios. Investments are held in the name of nominee companies, in line with common practice for pension scheme investments.

The Trustee is responsible for ensuring the Scheme's assets continue to be securely held. The Trustee reviews the custodian arrangements from time to time and the Scheme's auditor is authorised to make whatever investigations it deems are necessary as part of the annual audit procedure.

AMEY OS PENSION SCHEME

Statement of Trustee's Responsibilities Period ended 31 March 2015

The accounts which are prepared in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are the responsibility of the Trustee. Pension scheme regulations require the Trustee to make available to scheme members, beneficiaries and certain other parties, audited accounts for each scheme period which:

- Show a true and fair view of the financial transactions of the Scheme during the scheme period and of the amount and disposition, at the end of that period, of the assets and liabilities, other than liabilities to pay pensions and benefits after the end of the scheme period.
- 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 as to whether the accounts have been prepared in accordance with the Statement of Recommended Practice, "Financial Reports of Pension Schemes" (Revised May 2007).

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

The Trustee is also responsible for making available certain other information about the Scheme in the form of an Annual Report.

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 rates of 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 Acts 1995 and 2004 to consider making reports to the Pensions Regulator and the members.

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

Signed on behalf of the Trustee on 23/10/2015



----- Trustee Director

AMEY OS PENSION SCHEME

Independent Auditor's Report to the Trustees of the Amey OS Pension Scheme Period ended 31 March 2015

We have audited the financial statements of Amey OS Pension Scheme for the period ended 31 March 2015 which comprise the Fund Account, the Net Assets Statement and the related notes. 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).

This report is made solely to the Trustee, as a body, in accordance with the Pensions Act 1995 and Regulations made thereunder. Our audit work has been undertaken so that we might state to the Scheme's Trustee those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Scheme and the Scheme's Trustee as a body, 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 Trustee's Responsibilities Statement on page 14, 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 (APB'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 Trustee; and the overall presentation of the financial statements. In addition, we read all the financial and nonfinancial information in the rest of the annual report which comprises the Trustee's Report, the Investment Report, the Actuarial Statement and Certificate and the Compliance Statement 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

In our opinion, the financial statements:

- show a true and fair view of the financial transactions of the Scheme during the period ended 31 March 2015, 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 period;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- contain the information specified in Regulation 3 of, and the Schedule to, the Occupational Pension Schemes (Requirement to obtain Audited Accounts and a Statement from the Auditor) Regulations 1996 made under the Pensions Act 1995.



Grant Thornton UK LLP
Statutory Auditor, Chartered Accountants
Milton Keynes

Date: 29 October 2015

AMEY OS PENSION SCHEME

Fund Account Period ended 31 March 2015

	Notes	Amey OS Section 2015 £	Accord section 2015 £	Total Period ended 31 March 2015 £	Total Year ended 5 April 2014 £
Contributions and Benefits					
Additions					
Contributions	3	785,326	277,501	1,062,827	1,995,921
Transfers in	4	-	87,335,810	87,335,810	-
Other income	5	1,289	-	1,289	89,263
		786,615	87,613,311	88,399,926	2,085,184
Withdrawals					
Benefits	6	(864,589)	(712,707)	(1,577,296)	(872,964)
Payments to and on account of leavers	7	(2,586,459)	(31,337)	(2,617,796)	-
Other payments	8	(9,957)	-	(9,957)	(25,951)
Administration expenses	9	(216,709)	(23,299)	(240,008)	(335,599)
		(3,677,714)	(767,343)	(4,445,057)	(1,234,514)
Net (withdrawals)/additions from dealings with members		(2,891,099)	86,845,968	83,954,869	850,670
Returns on investments					
Investment income	10	1,093	-	1,093	257
Change in market value of investments	11	6,237,303	5,750,121	11,987,424	1,445,084
Investment management expenses	12	(78,919)	84,885	5,966	(142,144)
Net returns on investments		6,159,477	5,835,006	11,994,483	1,303,197
Net increase in fund during the period/year		3,268,378	92,680,974	95,949,352	2,153,867
Net assets of the Scheme:					
at 6 April		42,291,424	-	42,291,424	40,137,557
at 31 March		45,559,802	92,680,974	138,240,776	42,291,424

The notes on Pages 18 to 24 form part of these accounts

AMEY OS PENSION SCHEME

Net Assets Statement As at 31 March 2015

	Notes	31 March 2015 £	5 April 2014 £
Amey OS Section			
Investment Assets	11	45,553,090	40,934,896
Current Assets	13	130,248	1,446,394
Current Liabilities	14	<u>(123,536)</u>	<u>(89,866)</u>
Net Assets of the Scheme at the end of the period		<u>45,559,802</u>	<u>42,291,424</u>
	Notes	31 March 2015 £	5 April 2014 £
Accord Section			
Investment Assets	11	91,988,737	-
Current Assets	13	733,361	-
Current Liabilities	14	<u>(41,124)</u>	<u>-</u>
Net Assets of the Scheme at the end of the period		<u>92,680,974</u>	<u>-</u>

The accounts summarise the transactions of the Scheme and deal with the net assets at the disposal of the Trustees. 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 liabilities, is dealt with in the note on page 4 and the Actuarial Certificate and Statement on pages 25 and 26, these accounts should be read in conjunction with these reports in order to obtain a full understanding of the financial position of the Scheme.

The notes on Pages 18 to 24 form part of these accounts

The accounts on pages 16 to 24 were approved by the Trustee on

23/10/2015

Signed on behalf of the Trustee



----- Trustee Director

AMEY OS PENSION SCHEME

Notes to the Accounts Period ended 31 March 2015

1. BASIS OF PREPARATION

The accounts have been prepared in accordance with the Occupational Pension Schemes (Requirement to obtain Audited Accounts and a Statement from the Auditor) Regulations 1996, and with the guidelines set out in the Statement of Recommended Practice, "Financial Reports of Pension Schemes" (Revised May 2007)

2. ACCOUNTING POLICIES

The principal accounting policies are set out below.

2.1 Accruals concept

The financial statements have been prepared on an accruals basis.

2.2 Valuation of investments

The market value of pooled investment vehicles is taken as the bid price at the accounting date, as advised by the investment manager.

The AVC investments include policies of assurance underwritten by Prudential plc. The market value of these policies of assurance has been taken as the surrender values of the policies at the period end, as advised by the AVC provider.

2.3 Contributions and benefits

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

Employer deficit funding contributions are accounted for on the due dates in accordance with the Schedule of Contributions.

The Scheme has purchased annuity policies to cover certain pensions in payment. The cost of acquiring these policies is included in the fund account in the period of purchase and represents the cost of discharging the obligations of the Scheme to the relevant members at the time of purchase.

2.4 Transfer Values

Individual transfers are accounted for when the transfer has been agreed by both parties and the receiving scheme has accepted liability for the transfer.

Group transfers are accounted for on the accruals basis where the Trustees have agreed to accept the liability for members' benefits.

2.5 Other income

Interest on bank deposits is accounted for as it accrues.

2.6 Administrative and investment management expenses and other payments

Administrative and investment management expenses and other payments are accounted for on an accruals basis.

AMEY OS PENSION SCHEME

Notes to the Accounts Period ended 31 March 2015

3 CONTRIBUTIONS

	Amey OS Section 2015 £	Accord Section 2015 £	Period to 31 March 2015 £	Year to 5 April 2014 £
Contributions from employer:				
Normal	717,573	227,204	944,777	911,114
Deficit funding	-	-	-	1,000,000
Reimbursement of PPF Levy	11,971	-	11,971	13,061
	<u>729,544</u>	<u>227,204</u>	<u>956,748</u>	<u>1,924,175</u>
Contributions from member:				
Normal	55,782	49,751	105,533	71,746
Added years	-	340	340	-
Additional voluntary contributions	-	206	206	-
	<u>55,782</u>	<u>50,297</u>	<u>106,079</u>	<u>71,746</u>
	<u>785,326</u>	<u>277,501</u>	<u>1,062,827</u>	<u>1,995,921</u>

In accordance with the Schedule of Contributions, from April 2015 to March 2019 the employer will make 48 monthly payments of £83,334 into an Escrow account to which the Trustee is a party. These contributions will only be released to the Scheme in certain circumstances.

4 TRANSFERS IN

	Amey OS Section 2015 £	Accord Section 2015 £	Period to 31 March 2015 £	Year to 5 April 2014 £
Group transfer in from Accord Pension Scheme	-	87,335,810	87,335,810	6,210

5 OTHER INCOME

	Amey OS Section 2015 £	Accord Section 2015 £	Period to 31 March 2015 £	Year to 5 April 2014 £
Claims on term insurance policies	-	-	-	87,881
Interest on cash deposits held by the Trustees	1,289	-	1,289	1,382
	<u>1,289</u>	<u>-</u>	<u>1,289</u>	<u>89,263</u>

AMEY OS PENSION SCHEME

Notes to the accounts Period ended 31 March 2015

6 BENEFITS

	Amey OS Section 2015 £	Accord Section 2015 £	Period to 31 March 2015 £	Year to 5 April 2014 £
Pensions	(587,266)	(435,899)	(1,023,165)	(546,651)
Commutations and lump sums on retirement	(274,020)	(257,479)	(531,499)	(222,172)
Lump sums on death in service	-	-	-	(87,881)
Death benefits in retirement	(3,303)	(19,329)	(22,632)	(16,260)
	(864,589)	(712,707)	(1,577,296)	(872,964)

7 PAYMENTS TO AND ON ACCOUNT OF LEAVERS

	Amey OS Section 2015 £	Accord Section 2015 £	Period to 31 March 2015 £	Year to 5 April 2014 £
Refunds to members	(575)	-	(575)	-
Individual transfers to other schemes	(2,585,884)	(31,337)	(2,617,221)	-
	(2,586,459)	(31,337)	(2,617,796)	-

8 OTHER PAYMENTS

	Amey OS Section 2015 £	Accord Section 2015 £	Period to 31 March 2015 £	Year to 5 April 2014 £
Premium on term insurance policies	(9,957)	-	(9,957)	(25,951)

Term insurance policies underwritten by Legal & General ceased during the period.

9 ADMINISTRATIVE EXPENSES

	Amey OS Section 2015 £	Accord Section 2015 £	Period to 31 March 2015 £	Year to 5 April 2014 £
Actuarial	(32,054)	(861)	(32,915)	(157,716)
Administration	(65,312)	(22,083)	(87,395)	(58,726)
PPF and other levies	(14,210)	-	(14,210)	(13,061)
Legal and professional	(9,150)	-	(9,150)	(45,553)
Audit	(5,366)	-	(5,366)	(4,300)
Member communication	(15,269)	(355)	(15,624)	(12,414)
Trustee Secretarial	(75,348)	-	(75,348)	(43,829)
	(216,709)	(23,299)	(240,008)	(335,599)

The Company reimburses the Scheme for the Pension Protection Fund Levy. The reimbursement is shown in Note 3. From 1 January 2015 this reimbursement is no longer required under the Schedule of Contributions.

AMEY OS PENSION SCHEME

Notes to the accounts Period ended 31 March 2015

10 INVESTMENT INCOME

	Amey OS Section 2015 £	Accord Section 2015 £	Period to 31 March 2015 £	Year to 5 April 2014 £
Interest from Pooled Fund Investments	1,093	-	1,093	257

11 INVESTMENTS

The movements in total investments during the period were as follows:

Amey OS Section

	Value at 6 April 2014 £	Purchases at cost £	Sales proceeds £	Change in market value £	Value at 31 March 2015 £
Pooled investment vehicles	40,900,466	1,066,093	(2,685,202)	6,232,731	45,514,088
AVC investments	34,430	-	-	4,572	39,002
	40,934,896	1,066,093	(2,685,202)	6,237,303	45,553,090

	2015 £	2014 £
Pooled investment vehicles		
UK Equity Index	1,471,638	1,391,724
Active Corp Bond – All Stocks	19,209,709	17,706,736
Over 15 years Index-Linked Gilts	12,039,948	9,793,514
World Emerging Markets Equity Index	327,279	284,347
North American Equity	445,175	435,871
Europe (ex UK) Equity Index	621,204	580,787
Japan Equity Index	245,175	186,812
Asia Pac ex Jap Developed Equity Index	228,539	197,701
Baillie Gifford Diversified Growth Fund	5,408,941	5,164,675
Standard Life Global Absolute Return Strategies	5,516,480	5,158,299
AVC Investments	39,002	34,430
	45,553,090	40,934,896

The pooled investment vehicles are held under a managed fund policy in the name of the Scheme. Income generated by these vehicles is not distributed, but retained within the pooled investments and reflected in the market value of the pooled investment units.

Indirect transaction costs are incurred through the bid-offer spread on investments within pooled investment vehicles. The amount of indirect costs is not separately provided to the Scheme.

AMEY OS PENSION SCHEME

Notes to the Accounts Period ended 31 March 2015

Accord Section

	Value at 6 April 2014 £	Purchases at cost £	Sales proceeds £	Change in market value £	Value at 31 March 2015 £
Pooled investment vehicles	-	122,361,761	(38,563,197)	5,743,756	89,542,320
AVC investments	-	108,328	-	6,365	114,693
	-	122,470,089	(38,563,197)	5,750,121	89,657,013
Pending trade	-				2,331,724
	-				91,988,737

	2015 £	2014 £
Pooled investment vehicles		
UK Inflation linked Bond Fund	2,548,916	-
UK Cash Fund	1,046,348	-
High Income UK Property Fund	2,118,376	-
UK Credit Fund	12,634,158	-
Flexible LDI Hedge Fund	4,344,981	-
Flexible LDI RPI Hedge Fund	8,889,521	-
Multi Asset Credit Fund	4,364,055	-
Flexible LDI Real Matching Fund 1	1,657,307	-
Flexible LDI Real Matching Fund 2	1,740,030	-
Flexible LDI Real Matching Fund 3	4,717,155	-
Flexible LDI Fixed Matching Fund 3	6,132,766	-
Emerging Markets Equity Fund	5,508,241	-
Emerging Markets Debt Fund	2,845,909	-
Global Small Cap Equity Fund	6,037,305	-
Low Volatility Equity Fund	1,564,837	-
Low Volatility Equity Fund GBP	1,566,591	-
Liquid Alternative Strategies Fund	6,206,340	-
Global High Yield Bond Fund	1,048,911	-
Global Equity CCF Class	4,537,517	-
Global Equity CCF GBP	2,731,224	-
Passive Global Equity CCF Class	4,561,898	-
Passive Global Equity CCF Hedge	2,739,934	-
AVC Investments	114,693	-
Pending trades	2,331,724	-
	91,988,737	-

AVC Investments

The Trustees hold assets invested separately from the main fund in the form of individual insurance policies. 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 each receive an annual statement made up to 5 April each year, confirming the amounts held to their account and the movements during the year. The total amount of AVC investments at the period end is shown above.

AMEY OS PENSION SCHEME

Notes to the Accounts Period ended 31 March 2015

12 INVESTMENT MANAGEMENT EXPENSES

	Amey OS Section 2015 £	Accord Section 2015 £	Period to 31 March 2015 £	Year to 5 April 2014 £
Investment Consulting	(27,629)	-	(27,629)	(91,652)
Investment Fund Management	(51,290)	84,885	33,595	(50,492)
	(78,919)	84,885	5,966	(142,144)

The £84,885 in Accord is made up of Mercer rebates on charges which are taken directly from the asset price.

13 CURRENT ASSETS

	Amey OS Section 2015 £	Accord Section 2015 £	31 March 2015 £	5 April 2014 £
Contributions receivable				
- Employer	44,829	60,125	104,954	75,370
- Members	3,955	12,402	16,357	6,204
Cash in transit	35,000	-	35,000	-
Accrued insurance claims	-	-	-	87,881
Cash	46,464	660,834	707,298	1,276,939
	130,248	733,361	863,609	1,446,394

Contributions Receivable

The contributions due as at 31 March 2015 were received on 20 April 2015, one day later than required by the Schedule of Contributions.

14 CURRENT LIABILITIES

	Amey OS Section 2015 £	Accord Section 2015 £	31 March 2015 £	5 April 2014 £
Lump sums on retirement	(51,043)	(14,275)	(65,318)	-
Taxation	(87)	(4,335)	(4,422)	(6,569)
Administrative expenses	(54,353)	(22,514)	(76,867)	(67,664)
Investment management expenses	(18,053)	-	(18,053)	(15,633)
	(123,536)	(41,124)	(164,660)	(89,866)

15 RELATED PARTY TRANSACTIONS

The directors of the Independent Trustee are not members of the Scheme.

AMEY OS PENSION SCHEME

Notes to the Accounts Period ended 31 March 2015

16 CONTINGENT ASSETS

The Accord Final Salary Scheme Schedule of Contributions required that from November 2012 monthly amounts of £34,000 were to be paid into an Escrow account, the funds of which could only be released to the Scheme if certain triggers were met. Upon the merger of the Scheme into the Amey OS Pension Scheme this Escrow account has been assigned to the Amey OS Scheme. At the 31 March 2015 £2,147,782 was held in the account.

The Schedule of Contributions certified by the Scheme Actuary on 27 November 2014 requires that the sponsoring employer pays monthly contributions of £83,334 into an Escrow account from April 2015 to March 2019. These contributions will only be payable to the Scheme if certain triggers, such as the insolvency of the employer or a deterioration in the Scheme funding level, are met. Due to the time taken to set up new Escrow account it has been agreed that the payments for April 2015 and beyond will be paid into the existing Escrow account and transferred, including any interest earned, into the new account once it has been set up.

AMEY OS PENSION SCHEME

Actuarial Certification of Schedule of Contributions

This certificate is provided for the purpose of Section 227(5) of the Pensions Act 2004 and Regulation 10(6) of the Occupational Pension Schemes (Scheme Funding) Regulations 2005

Adequacy of rates of contributions

I certify that, in my opinion, the rates of contributions shown in this schedule of contributions are such that the statutory funding objective could have been expected on 5 April 2014 to continue to be met for the period for which the Schedule is to be in force.

Adherence to statement of funding principles

I hereby certify that, in my opinion, this schedule of contributions is consistent with the Statement of Funding Principles dated 20 November 2014.

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: <i>Andrew Allsopp</i>	Date: 27 November 2014
Name: Andrew Allsopp	Qualification: FIA
Address: Quattro Pensions Prospect House Fishing Line Road Redditch Worcestershire B97 6EW	Name of employer (if applicable): Quattro Pensions Consulting Limited

AMEY OS PENSION SCHEME

Actuarial Certificate of Technical Provisions

This certificate is provided for the purpose of Section 225(1) of the Pensions Act 2004 and Regulation 7(4)(a) of the Occupational Pension Schemes (Scheme Funding) Regulations 2005

Calculation of technical provisions

I confirm that, in my opinion, the calculation of the Scheme's technical provisions as at 5 April 2014 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 20 November 2014.

Andrew Allsopp

Andrew Allsopp
Fellow of the Institute and Faculty of Actuaries
Quattro Pensions

AMEY OS PENSION SCHEME

Compliance Statement Period ended 31 March 2015

Constitution

The Scheme was established on 28 October 1996 and is governed by a definitive trust deed dated 27 October 2011.

Taxation status

The Scheme is a registered pension scheme under Chapter 2 of part 4 of the Finance Act 2004.

Pension increases

Pensions in payment are increased annually on the anniversary of retirement as follows:

- Guaranteed Minimum Pension (GMP) accrued before 1988 is not subject to an increase,
- GMP accrued since 1998 received increases in payment of 3% p.a. fixed.
- Excess pension over GMP is increased in accordance with the Scheme rules for the relevant benefit category, i.e. by 5% p.a. for certain benefit categories or the lesser of the change in Retail Prices Index and 5% p.a. for certain benefit categories, and by RPI for the remaining benefit categories.

Calculation of transfer values

No allowance is made in the calculation of transfer values for discretionary pension increases.

Transfer values, when paid by the Scheme, are calculated and verified as required under section 97 of the Pension Schemes Act 1993. Cash equivalents paid during the period were not reduced below the actuarially calculated values.

Employer-related investment

There was no employer-related investment at any time during the period.

The Pensions Regulator

The statutory body that regulates occupational pension schemes is the Pensions Regulator and can be contacted at:

The Pensions Regulator
Napier House
Trafalgar Place
Brighton
BN1 4DW

Telephone number: 0870 6063636

E-mail: customersupport@thepensionsregulator.gov.uk

Website: www.thepensionsregulator.gov.uk

AMEY OS PENSION SCHEME

Compliance Statement Period ended 31 March 2015

Pension tracing

A pension tracing service is carried out by the Department for Work and Pensions. This service can be contacted as follows.

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

Telephone: 0845 6002537

Website: www.thepensionservice.gov.uk

The Pensions Advisory Service

Any concerns connected with the Scheme should be referred to RPMI Limited, who will try to resolve the problem as quickly as possible. Members and beneficiaries of pension scheme who have problems concerning their scheme which are not satisfied by the information or explanation given by the administrators or the trustees can consult with The Pensions Advisory Service. A local adviser can usually be contacted through a Citizen's Advice Bureau. Alternatively the Service can be contacted at:

The Pensions Advisory Service
11 Belgrave Road
London
SW1V 1RB

Telephone: 0845 6012923

E-mail: enquiries@pensionsadvisoryservice.org.uk

Website: www.pensionsadvisoryservice.org.uk

Pensions Ombudsman

In cases where a complaint or dispute cannot be resolved, normally after the intervention of The Pensions Advisory Service, an application can be made to the Pensions Ombudsman for him to investigate and determine any complaint or dispute of fact or law involving occupational pension schemes. The address is:

Pensions Ombudsman
11 Belgrave Road
London
SW1V 1RB

Telephone: 0207 6302200

E-mail: enquiries@pensions-ombudsman.org.uk

Website: www.pensions-ombudsman.org.uk

AMEY OS PENSION SCHEME

Independent Auditor's Statement about Contributions to the Trustees of the Amey OS Pension Scheme Period ended 31 March 2015

We have examined the Summary of Contributions to the Amey OS Pension Scheme in respect of the scheme period ended 31 March 2015 which is set out on page 30.

This statement is made solely to the Trustee, as a body, 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 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 and the Scheme's Trustee as a body, 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 Trustee's Responsibilities Statement on page 14, 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 the 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 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 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 Schedules of Contributions

In our opinion, contributions for the Scheme period ended 31 March 2015 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 Scheme Actuary on 4 July 2012 and 27 November 2014.



Grant Thornton UK LLP
Statutory Auditor, Chartered Accountants
Milton Keynes
Date: 29 October 2015

AMEY OS PENSION SCHEME

Summary of Contributions payable Period ended 31 March 2015

During the period ended 31 March 2015, the contributions payable to the Scheme were as follows:

	Amey OS Section 2015	Accord Section 2015	Period to 31 March 2015	Year to 5 April 2014
	£	£	£	£
Contributions payable under the Schedule of Contributions:				
Contributions from employer				
Normal	717,573	227,204	944,777	911,114
Deficit funding	-	-	-	1,000,000
Reimbursement of PPF levies	11,971	-	11,971	13,061
Contributions from members:				
Normal	55,782	49,751	105,533	71,746
Added years	-	340	340	-
Contributions payable under the Schedule (as reported on by the Scheme auditor)	785,326	277,295	1,062,621	1,995,921
Other contributions payable AVCs				-
Contributions reported in the accounts	785,326	277,295	1,062,621	1,995,921

Signed on behalf of the Trustees on

23/10/2015



----- Trustee Director