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Capita

William Hill Pension Scheme

Scheme Registration Number: 10142428

Trustee's Annual Report and Financial Statements
For the Year Ended 30 September 2022

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Trusteeship and Advisers

Trusteeship

The Trustee of the Scheme is William Hill Trustee Limited (Trustee). The Directors of the Trustee Company who served during the year and up to the date of this report are:

Dalriada Trustees Limited (represented by H D Nolan until January 2023 and J Fish from February 2023) (Chair)

P Searle*

C W South (resigned 31 December 2021)

A Kerr (resigned 31 January 2022)

R A King*

Secretary to The Trustee:

S J Callander (resigned 1 July 2022)

J-A Havita (appointed 21 June 2022, resigned 4 November 2022)

E Bisby (appointed 4 November 2022)

*Member-Nominated Directors (MNDs)

Advisers

The Trustee has retained or appointed the following professional advisers and organisations during the year:

Investment Consultants	Mercer Limited
	Isio Group Limited
Administrators	Capita Pension Solutions Limited
Scheme Actuary	Andrew R Cook FIA of Mercer Limited (resigned 31 December 2021)
	Gary Peterson FIA of Mercer Limited (appointed 7 January 2022)
Investment Managers	Legal & General Investment Management Limited
	Aberdeen Standard Investment Management Limited
AVC Provider	Legal & General Investment Management Limited
	Standard Life
	Utmost Life and Pensions
Annuity Policy Providers	Just Retirement Limited
	Rothesay Life PLC

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Trusteeship and Advisers (continued)

Advisers (continued)

Auditor	Grant Thornton UK LLP
Solicitors	Eversheds LLP
Bankers	National Westminster Bank PLC
Insurers (lump sum death benefits)	Legal & General Assurance Society Limited

The Retirement Plan (defined benefit) also uses the following AVC providers:

Legal & General Investment Management Limited

Aberdeen Standard Investment Management Limited

Utmost Life and Pensions Limited

Address for Enquiries

If you are a current employee, please contact your Local HR Manager, who will refer you to the Group Pensions Department if appropriate. The Group Pensions Manager can be contacted at:

William Hill
1 Bedford Avenue
London
WC1B 3AU

pensions@williamhill.co.uk

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Chair's Report

I am pleased to present the William Hill Pension Scheme (the Scheme) Report and Accounts for the year ended 30 September 2022.

2022 was a difficult year, with extremely high inflation triggered by high oil prices following Russia's invasion of Ukraine back in February 2022. High inflation has led to a squeeze on household finances and dramatic rises in the Bank of England base rate which at the time of writing had reached 5.25%. The expectation is that inflation may have peaked and is due to fall back down towards the end of the year.

Over the year to September 2022, we have also seen falls in most asset prices and towards the end of September saw the mini budget and the spike in the yields on UK government bonds and subsequent volatility in bond prices over October. Markets have now stabilised and we have seen some rebound in growth markets. More recently we have seen some instability in the banking sector which seems to be confined to a few institutions and has not had a material impact on the Scheme's assets.

As noted last year, following the sale of William Hill to Caesars Entertainment Inc, the sale of the non-US business to 888 Holdings completed on 1 July 2022. 888 Holdings have continued to support the Scheme. The Trustee continues to liaise with the Employer on a regular basis.

The Retirement Plan ("the Plan") – the Defined Benefit Section

The Defined Benefit section of the Scheme has been closed to new members since 2002. As noted last year, all benefits under the Plan are covered by one of two insurance policies with Rothesay Life PLC ("Rothesay") and JUST Retirement Limited ("JUST"). By securing benefits with insurance policies, this provides additional security to members' benefits and reduces the Plan's exposure to inflation, interest rate, longevity or investment risks. It also reduces the exposure the Plan has on the employer covenant which we felt was important with the changes in ownership. However, we are still relying on the Employer to continue paying for the expenses of running the Plan and for any final costs associated with securing the benefits with the insurers.

Our plan continues to be to eventually completely transfer the Plan benefits to Rothesay and JUST so that your benefits are fully secured and managed by one of these reputable insurers. This means your benefits would no longer be linked to the Employer or the Scheme and its Trustee, and instead your benefits would be secured with an individual policy held with Rothesay or JUST.

The Trustee continues to work on this with Rothesay and JUST and our advisers and this project is progressing well. Further updates and communications will be provided as the project nears completion.

Defined Contribution Section (Pensions Savings Plan 2001 and the Employee Savings Plan)

In addition to the Defined Benefit section, the Scheme also has two Defined Contribution (DC) sections – the Pension Savings Plan 2001 (PSP) and the Employee Pension Plan (EPP). These are money purchase arrangements where contributions paid in by members and the Employer are invested to build up a pot of money to be used to fund the member's retirement.

Under the DC arrangements the Scheme offers a choice of investment funds provided by Legal and General into which members can invest their and the Employer's pension contributions. The investment performance of these funds can be found in the Investment Section of this Report.

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Chair's Report (continued)

Defined Contribution Section (Pensions Savings Plan 2001 and the Employee Savings Plan) continued

We have reviewed the choice of investment funds you can invest in and in particular have reviewed the default fund offered under the PSP and EPP. As a result of this review, the default investment strategy for PSP members was changed from a lifestyle strategy that targets members buying a pension at retirement, to one that assumes that members will target drawdown at retirement. This change has been implemented for members who are more than 8 years away from retirement and communicated to members in November 2021. The default strategy was not changed for people within 8 years of retirement at the point of this change.

The Trustee made this change to reflect the changing behaviour of members following the introduction of new flexibilities on how members can access their defined contribution pension savings. A key change was to give members the flexibility to use drawdown to access their pension savings. Under drawdown members can take income flexibly from their funds whilst leaving the funds invested. Whilst the Trustee believes that drawdown will be attractive to many members, this is not an option that is available through the Scheme. Therefore members that want to benefit from this option will need to transfer to an arrangement that offers this flexibility.

Capita Cyber Incident and Pension Scams

As some of you may be aware, our administrator, Capita, was subject to a cyber incident in March 2023. We have been working closely with Capita to understand the impact on our members some of whom will have been impacted. Impacted members will have been written to and provided with the opportunity to sign up to Experian, a credit rating agency. As a result of this cyber incident, these accounts have been subject to delays as Capita have directed their staff and resources to respond to the cyber attack.

Unfortunately, financial scams are becoming more sophisticated. You can find more resources at https://www.fca.org.uk/scamsmart to help you to protect yourself.

Pension scams still pose a threat to members in the pension transfer market. The government issued new regulations in November 2021, to protect members by enhancing checks if you are trying to transfer your pension benefits to another scheme. A statutory right to transfer does not now apply if a 'red flag' risk of a scam is identified, or where an 'amber flag' risk is identified and the member has not taken one-to-one guidance from Money Helper. The Trustees and Scheme administrators will continue to do everything we can to protect member's benefits. However, as part of these checks, transfers may be taking slightly longer and you may be asked additional questions which we are required to ask before we can pay a transfer.

This is the first year I have been signing this report taking over from Hugh Nolan in February 2023. I am sorry to have to report that Hugh died on 30 April 2023. Hugh represented Dalriada as chair of the Scheme since November 2016 and I would like to thank him for his hard work and dedication. As ever, I would also like to thank my fellow Trustee Directors and the Group Pensions Department for their ongoing support and help in the management and running of the Scheme.

Judith Fish
for Dalriada Trustees Limited
Chair of William Hill Trustee Limited
Trustee of the William Hill Pension Scheme
Date: 26/9/2023

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Trustee's Report

The Trustee confirms that the financial statements for the year ended 30 September 2022 have been prepared and audited in accordance with regulations made under sections 41 (1) and (6) of the Pensions Act 1995.

Scheme Management

The Principal Employer under the Scheme has the power to appoint and remove the Trustee of the Scheme. The Principal Employer is William Hill Organization Limited. William Hill PLC, WHG (International) Limited, WHG Services Limited, Willstan Racing Limited and BS Retail (NI) Limited are additional participating employers. The Directors of the Trustee Company can be appointed and/or removed by the existing Directors or the Principal Employer in accordance with the arrangements approved by the Scheme membership pursuant to section 19 of the Pensions Act 2004. The Trustee Directors are comprised of one Company-appointed Director and two Member-nominated Directors.

The Trustee is responsible for the management of the Scheme and has duties and obligations, which are set out in the Definitive Trust Deed and Rules, including maintaining an up-to-date Schedule of Contributions. In order to discharge their various duties and liabilities, the Directors of the Trustee Company met on 5 occasions during the year to 30 September 2022 and, in addition, have appointed professional advisers and administrators to assist them and to undertake many of the day-to-day duties involved in the running of the Scheme.

Copies of the Pensions Regulator's booklet on the duties and responsibilities of trustees have been given to all Directors of the Trustee Company.

Cash Equivalents

The cash equivalents paid during the year were calculated and verified in the manner prescribed by regulations under section 97 of the Pension Schemes Act 1993 and none were less than the amount for which section 94 (1) of that Act provides. Transfer values do not take into account any future discretionary increases to pensions in payment. Following advice from the Scheme Actuary, the Trustee, after careful consideration, agreed that cash equivalent transfer values should continue to be paid in full. This will be kept under review.

Tax Status

The Scheme is registered for tax purposes with HMRC in accordance with the Finance Act 2004. Accordingly, no provision for taxation has been included.

Investment Principles

The Trustee has produced a Statement of Investment Principles as required by the relevant section of the Pensions Act 1995 as amended by the Pensions Act 2004, and this is revised and updated as necessary. A copy of this statement may be obtained on request from the Group Pensions Manager, William Hill Organization Limited, 1 Bedford Avenue, London, WC1B 3AU or can be found at https://www.williamhillpensions.co.uk/library

See Appendix III on page 116 for the Statement of Investment Principles - DC Section.

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Trustee's Report

Scheme Management (continued)

Further Information

The following documents are also available on request from the Group Pensions Department at 1 Bedford Avenue, London WC1B 3AU.

1. The Schedules of Contributions
2. The Statement of Funding Principles
3. Recovery Plan
4. The Formal Actuarial Valuation Report as at 30 September 2019

The following documents are also available from the website: **https://www.williamhillpensions.co.uk/library**

5. The member guides for the Pension Savings Plan and the Employee Pension Plan.
6. Implementation Statement
7. DC Chair's statement
8. The Trustee Report and Accounts

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Trustee's Report (continued)

Scheme Management (continued)

Membership

A summary of the Membership of the Scheme is shown below:

Retirement Plan (defined benefit)	
Employed members as at 30 September 2022	**-**
Deferred Pensioners as at 30 September 2022	**765**
Pensioners as at 30 September 2022	**1,520**
Dependants as at 30 September 2022	**223**
Total membership as at 30 September 2022	**2,508**
Pension Savings Plan 2001 (defined contribution)	
Employed members as at 30 September 2022	**1,171**
Deferred members as at 30 September 2022	**1,925**
Leavers (Refund/Transfer Option)	**31**
Total membership as at 30 September 2022	**3,127**
Employee Pension Plan (defined contribution)	
Employed members as at 30 September 2022	**4,701**
Deferred members as at 30 September 2022	**12,121**
Leavers (Refund/Transfer Option)	**732**
Total membership as at 30 September 2022	**17,554**

Details of the membership movements for the Scheme during the year to 30 September 2022 can be found in Appendix II on pages 109 to 115.

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Trustee's Report (continued)

Scheme Management (continued)

Scheme Background

Retirement Plan (Defined Benefit)

Until 5 April 1997, the Plan was "contracted out" of the State Earnings Related Pension Scheme (SERPS) on a Guaranteed Minimum Pension basis. This meant that members had the benefit of having a lower rate of National Insurance contribution deducted from their pay, and the Employer also paid a lower rate of National Insurance. In return for this concession, the Plan had to promise to provide benefits at least as good as those a member would have received from SERPS – a "Guaranteed Minimum Pension" (GMP).

From 6 April 1997, the Plan contracted out of SERPS on a "Protected Rights" basis. Both the Employer and the members continued to pay reduced rate National Insurance contributions. These savings plus an age-related addition paid into the Plan by the Department of Work and Pensions, form a notional Fund and must be used to secure benefits subject to special conditions. The Protected Rights Fund forms part of the members' Plan benefits. From 6 April 2002, the State Second Pension (S2P) replaced SERPS.

Following a review of pension provision, the Employer decided that the Retirement Plan section would be closed to new entrants after the 1 January 2002 entries (existing employees who qualified by promotion were allowed in up to 1 April 2002). This did not affect any existing members of the Retirement Plan.

Following consultation with affected employees, the Employer made the decision to close the Retirement Plan section of the Scheme and restrict future benefits accrual with effect from 31 March 2011. As a result of negotiations with the Trustee, the Employer granted a number of concessions including maintaining the link for benefits accrued up to 31 March 2011 with future salary increases (up to a maximum of 5% per annum). It was also agreed that the Employer would make additional payments to affected employees of £10,000 (reduced pro rata for part time employees) over a five year period from April 2011 to March 2016.

Following further consultation with affected employees, the Employer made the decision to break the link between benefits in the Retirement Plan section of the Scheme and a member's future salary progression with effect from 31 October 2021. In addition, the ability to use part of a member's AVCs or DC funds to fund the pension commencement lump sum in relation to the pension accrued under the Retirement Plan section of the Scheme was also removed. In compensation for both of these changes, members received top up payments which in most instances was paid into their DC pots.

All members in active employment as at 1 April 2011 were automatically enrolled in the Pension Savings Plan 2001.

Pension Savings Plan 2001 (Defined Contribution)

The Pension Savings Plan was set up in April 1997. Members are not contracted-out of the State scheme. It was redesigned to comply with Stakeholder legislation with effect from 1 July 2001 and re-named the Pension Savings Plan 2001. It was further amended with effect from 1 January 2007 to comply with age discrimination legislation.

From 1 January 2013, the Pension Savings Plan was closed to new entrants other than for discretionary entrants permitted by the Employer. Contributions are a flat rate of 5% of employee pensionable earnings and 5% by the employer, with higher employer contributions for senior members.

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Trustee's Report (continued)

Scheme Management (continued)

Employee Pension Plan (Defined Contribution)

The Employee Pension Plan was set up from 1 March 2013 specifically in response to the Government's automatic enrolment pension legislation. Contributions are a flat rate of 4% of pensionable earnings by the employee and 4% by the employer.

Pensioners

Retirement Plan (Defined Benefit)

The Rules of the Plan include a provision for pensions in payment to be increased on 1 April each year. The increase is 5% (or, if lower, the increase in the Retail Price Index (RPI) over the year to the preceding December) on that part of the pension which exceeds the (Guaranteed Minimum Pension) GMP in payment. This provision meets the requirements for pension increases under the terms of the Pension Schemes Act 1995.

The percentage increase awarded on 1 April 2022 was 5% (2021: 1.2%) which was in line with the change in the RPI to December of the previous year capped at 5%.RPI was 7.5%.

In addition, the GMP payable after GMP Age (or immediately for some widows/widowers) is to be increased in line with the change in the CPI to September of the previous year which was 3.1%. How this is done depends on when the member built up GMP entitlements:

- for GMPs earned up to 5 April 1988, no increase is made by the Plan;
- for GMPs earned after 5 April 1988, an increase is made in line with the annual increase in the RPI, subject to an annual limit of 3%.

No discretionary increases were awarded during the year.

Employee Pension Plan and Pensions Savings Plan 2001 (Defined Contribution)

At retirement the member may choose what benefits to buy with their Pension Account (and AVC Account). Normally an annuity is chosen that provides an income for life either at a flat rate or one that will increase in line with price inflation, to a maximum of 5% in any year. Following changes to pension legislation members now have greater freedom to choose what to do with their pension savings at retirement from taking it all as cash, buying an annuity or leaving it invested and drawing an income from their investment during retirement.

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Trustee's Report (continued)

Scheme Management (continued)

Deferred Pensioners

Retirement Plan (Defined Benefit)

Deferred pensions are increased on 1 April each year.

In deferment, the amount by which a deferred pension exceeds the GMP, and the whole deferred pension built up from 6 April 1997, is increased in line with Statutory Revaluation The increase on the GMP portion is at the prescribed percentage for each complete tax year between ceasing to be in pensionable service and reaching State Pension Age.

The prescribed percentage is specified in statutory regulations:

- for leavers after 5 April 1988 but before 6 April 1993, it is 7.5% per annum;
- for leavers after 5 April 1993 but before 6 April 1997, it is 7.0% per annum;
- for leavers after 5 April 1997 but before 6 April 2002, it is 6.25% per annum;
- for leavers after 5 April 2002 but before 6 April 2007, it is 4.5% per annum;
- For leavers after 5 April 2007, it is 4.0% per annum.

Once in payment, the pension is increased in the same way as for any other pensioner. No discretionary increases were awarded during the year.

Employee Pension Plan and Pension Savings Plan 2001 (Defined Contribution)

The amount standing to the account of a deferred pensioner will continue to reflect investment returns (net of any charges).

Transfers out of the Scheme

Members who have retained a deferred pension within the Scheme may apply to the Trustee for a transfer of their pension rights to be paid to another approved pension arrangement.

Retirement Plan (Defined Benefit)

The transfer value is calculated and paid in accordance with recommendations of the Actuary using methods consistent with the Pensions Schemes Act 1993.

Employee Pension Plan and the Pension Savings Plan 2001 (Defined Contribution)

The transfer value is the value standing to their Pension Account (and AVC Account) at the time such a transfer is made.

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Trustee's Report (continued)

Scheme Management (continued)

GMP Equalisation

On 26 October 2018, the High Court handed down a judgment involving the Lloyds Banking Group's defined benefit pension scheme. The judgment concluded that schemes should be amended to equalise pension benefits for men and women in relation to guaranteed minimum pension (GMP) benefits. The issues determined by the judgment arise in relation to many other defined benefit pension schemes. The Trustee is aware that the issue will have an effect on the Scheme and will be considering this at future meetings and decisions will be made as to next steps. Under the ruling, schemes are required to backdate benefit adjustments in relation to GMP equalisation and provide interest on the backdated amounts. The High Court has since determined that trustees owed a duty to a transferring member to make a transfer payment which reflected the member's right to equalised benefits. Where the initial transfer payment was inadequate on this basis the Trustee is under an obligation to make a top-up payment to the receiving scheme on behalf of the transferred member. Based on an initial assessment of the likely backdated amounts and related interest, the Trustee does not expect these to be material to the financial statements and therefore has not included a liability in respect of these matters in these financial statements. They will be accounted for in the year they are determined.

Employer-related investments

Employer-related investments in respect of invested assets are disclosed in the Investment Matters report on page 14.

General Data Protection Regulation

The General Data Protection Regulation ("GDPR") is a regulation by the European Parliament intended to strengthen and unify data protection for all individuals within the EU. It also addresses the export of personal data outside of the EU. GDPR came into force from 25 May 2018 and the Trustee worked with its advisers to formulate its GDPR policy so that it was compliant.

From 1 January 2021, the UK GDPR came into effect which will run alongside the DPA 2018, and the EU GDPR to which all EU nations remain subject and this includes where the scheme operates in the EU. This ensures that we have adequate provision for the safe processing of data in the UK and in the EU/EEA.

Our obligations under the UK GDPR are fundamentally the same as our obligations under the EU GDPR and we continue to remain subject to UK Data Protection laws.

Change in Scheme Actuary

Andrew Cook resigned as Actuary to the Scheme on 31 December 2021, and Gary Peterson was appointed from 7 January 2022 as the new Scheme Actuary. Andrew Cook's resignation statement confirmed there are no circumstances connected to his resignation that significantly affect the interest of current and prospective members and beneficiaries of the Scheme.

Economic climate and the UK "Mini Budget"

For the DB section, the impact of the Mini-Budget has been minimal as the liabilities have been secured through the various buy-in policies. The Trustee continues to receive advice regarding the investment of DC assets and long term member outcomes in response to short term market volatility, such as the Mini-Budget. Any members invested in the Annuity Lifestyle retiring around the time of the Mini-Budget would have seen a fall in the value of their pension pot but on retirement would have experienced a lower cost in purchasing an annuity.

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Trustee's Report (continued)

Scheme Management (continued)

Capita Cyber Incident

The Trustee has been working with Capita to complete the Scheme accounts within the statutory seven month deadline. Due to a cyber attack impacting Capita's systems on 31 March 2023, Capita's resourcing and work prioritisation have been impacted as Capita have needed to direct considerable resource in order to respond to the cyber attack. This has led to prolonged delays in providing audit deliverables and as a result, it has not been possible to complete the Scheme audit within the seven month statutory deadline this year. The Trustee has notified the Scheme Actuary of this breach and is liaising with The Pensions Regulator, Information Commissioners Office, Capita and Scheme legal advisers in relation to the impact upon the Scheme and response to the cyber attack. The Trustee continues to monitor and work closely with Capita to ensure that sufficient processes are in place moving forwards and ensure that they are able to meet the statutory deadline for the 2023 Scheme accounts.

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Trustee's Report (continued)

Investment Matters

1. Introduction and Governance

Summary of Scheme Investment structure for DB, DC, AVC and Transfers In section

The Scheme is divided into four sections: the Defined Benefit Section, Defined Contribution Section, Additional Voluntary Contribution Section and Transfers In.

The overall investment policy of the Scheme is determined by the Trustee having taken advice from their advisers, Mercer Limited. The Trustee is responsible for determining the investment strategy and manager appointments after taking appropriate advice. The Trustee has delegated the day-to-day management of investment to professional investment managers. These managers undertake, within restrictions in the contractual documentation, the day-to-day management of the un-insured asset portfolio, including full discretion for stock selection.

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. The SIP is available online for public viewing and can be found here - www.williamhillpensions.co.uk/library.

2. Employer-Related Investments

The Trustee 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 30 September 2022.

3. Market Background

Investment Markets[1]

Following the strong rebound and optimism during the first half of 2021, challenges began to surface during the second half of that year, especially during the fourth quarter. Persistently high inflation in both developed and emerging countries prompted central banks to become more hawkish. Tightening in emerging markets that had already started reacting earlier in 2021 continued. The Federal Reserve began to taper asset purchases, setting the stage for interest rate rises in 2022. The Bank of England increased rates by 15bps to 0.25% in December. Only the European Central Bank and Bank of Japan remained on the fence. There was a further Covid-19 variant scare from late November onwards but with a more limited impact this time. International travel restrictions were somewhat tightened but only a few countries in continental Europe re-imposed meaningful domestic restrictions. The US and UK opted instead for a more pragmatic approach of keeping their economies open and focusing on making booster vaccinations more widely available. Some optimism returned late in the year as existing vaccines proved to still be sufficiently effective against severe symptoms, whilst the new variant also appeared to be less severe than feared, although more contagious.

[1] Statistics sourced from Refinitiv unless otherwise specified.

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Trustee's Report (continued)

Investment Matters (continued)

3. Market Background

2022 therefore started on a positive note at first. The continued absence of far-reaching Covid restrictions in developed countries supported demand. Although inflation came in at elevated levels, a combination of improving supply chains and moderate monetary tightening was expected to bring it under control. The invasion of Ukraine and subsequent spike in commodity markets completely changed this narrative, however. Central banks were forced to accelerate the pace of tightening even as growth expectations were dialled down. The recovery in supply chains was nipped in the bud due to the conflict, sanctions on Russia and to a lesser degree China locking down large swathes of its economy again.

The second quarter of 2022 saw a continuation of the broad macro trends seen since the beginning of 2022. Surging commodity prices, to a large degree the result of the ongoing conflict in Ukraine and associated sanctions against Russia, and the aftermath of the enormous monetary and fiscal stimulus of the last two years led to new multi-decade inflation records. Central banks in the major regions doubled down on monetary tightening as a consequence, resulting in elevated market volatility and a sell-off in pretty much all asset classes except commodities. Growth expectations were dialled down over the quarter, with a growing number of investors seeing a recession as an increasingly plausible scenario. On the brighter side, there was increasing evidence of supply chains gradually beginning to improve.

Inflation and central bank policy continued to drive markets in the third quarter of 2022. Inflation readings in most major regions remained high and rising. Central banks therefore continued to tighten monetary policy and maintained a hawkish outlook, resulting in elevated market volatility. Risk assets rose in July on the back of hopes of inflation peaking and the hiking cycle ending, but these hopes were quashed later in the quarter. Furthermore, markets priced in the increasing risk of a recession resulting from the monetary tightening. Therefore most major asset classes ended the quarter with negative returns. Significant continued weakening in sterling mitigated the drawdown for unhedged UK investors. The conflict in Ukraine added to negative sentiment as Russia stepped up its anti-west rhetoric and further restricted natural gas supplies to Europe which exacerbated the energy crisis.

The market turmoil following the mini-budget in September 2022 led to a sharp fall in the value of UK government bonds and resulted in liquidity issues for some pension schemes that had liability driven investments (LDI). The Scheme's liquidity was maintained at adequate levels and its funding level was not significantly impacted.

Overall, the 12-month period to September 2022 saw initial headwinds towards the end of 2021 which quickly turned into a stagflationary environment during 2022 with spiralling inflation, tightening financial conditions, conflict and soaring commodity prices.

Investment Markets[2]

Equity Markets

At a global level, developed markets as measured by the FTSE World index, returned -3.0%. Meanwhile, a return of -8.5% was recorded by the FTSE All World Emerging Markets index.

[1] Statistics sourced from Thomson Reuters Datastream unless otherwise specified.

[2] Statistics sourced from MSCI Investment Property Database.

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Trustee's Report (continued)

Investment Matters (continued)

Equity Markets (continued)

At a regional level, European markets returned -12.8% as indicated by the FTSE World Europe ex UK index. At a country level, UK stocks as measured by the FTSE All Share index returned -4.0%. The FTSE USA index returned 0.1% while the FTSE Japan index returned -13.6%. The considerable outperformance of UK equities is attributed to the index's large exposure to oil, gas and basic materials.

Equity market total return figures are unhedged in Sterling terms over the 12-month period to 30 September 2022.

Bonds

UK Government Bonds as measured by the FTSE Gilts All Stocks Index, returned -23.3%, while long dated issues as measured by the corresponding Over 15 Year Index had a return of -35.5% over the year. Yields at the longer end of the nominal yield curve rose less than the shorter end but this was offset by the duration impact on the longer-dated gilt returns. The yield for the FTSE Gilts All Stocks index rose over the year from 1.2% to 3.9% while the Over 15 Year index yield rose from 1.3% to 3.7%.

The FTSE All Stocks Index-Linked Gilts index returned -25.9% with the corresponding over 15-year index exhibiting a return of -35.4%. The combination of falling inflation expectations and increasing nominal yields led to a sharp rise in real yields and underperformance of index-linked gilts relative to nominal gilts.

Corporate debt as measured by the ICE Bank of America Merrill Lynch Sterling Non-Gilts index returned -22.2%.

Bond market total return figures are in Sterling terms over the 12-month period to 30 September 2022.

Property

Over 12-month period to 30 September 2022, the MSCI UK All Property Index returned 13.5% in Sterling terms. All three main sectors of the UK Property market recorded positive returns over the period (retail: 14.7%; office: 2.7%; and; industrial 33.7%).

Currencies

Over the 12-month period to 30 September 2022, Sterling depreciated by 17.2% against the US Dollar from $1.35 to $1.12. Sterling appreciated by 7.4% against the Yen from ¥150.44 to ¥161.58. Sterling depreciated against the Euro by 2.1% from €1.16 to €1.14 over the same period.

4. Defined Benefit Section ("DB Section")

Investment Policies and Objectives

The Trustee's investment policy is guided by the following objective: The purpose of the Scheme is to enable benefits to be paid as and when they fall due, and to do this the Trustee takes steps where appropriate to ensure that:

- dependency on the covenant of the Employer will be significantly reduced;
- other material risks (e.g. longevity) will be reduced;
- member benefits are 100% secured through insurance policies with JUST Retirement and Rothesay Life, with regular funding received to enable benefits to be paid as an when they fall due.

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Trustee's Report (continued)

Investment Matters (continued)

Defined Benefit Section ("DB Section") (continued)

The advice received and arrangements implemented are, in the Trustee's opinion, consistent with the requirements of Section 36 of the Pensions Act 1995 (as amended). The Trustee selected JUST and Rothesay as the Scheme's annuity providers having obtained and considered the written advice of KPMG and Mercer respectively whom the Trustee considered to be suitably qualified to provide such advice at the time of entering into the contracts.

When designing the investment arrangements, the Trustee considers the requirements of legislation, the funding objectives for the Scheme and their views on the covenant of the Sponsor.

The objective set out above and the risks and other factors referenced in the SIP are those that the Trustee determines to be financially material considerations in relation to the DB section of the Scheme.

Investment Strategy and Implementation

The Trustee has adopted the following investment strategy for the DB section assets and has been effective since 28 June 2021:

Portfolio	Benchmark Weight	Description
Bulk Annuities	100.0%	Buy-in contracts under which the insurers are obligated to make payments to the Trustee to meet the Scheme's liabilities.

The Trustee holds buy-in contracts with JUST and Rothesay which were purchased in May 2018 and June 2021 respectively. Together the contracts cover all liabilities in the DB section. The longevity and investment risk associated with the liabilities has therefore been transferred to the insurers.

In addition to the above, there is a residual cash balance held in the Trustee Bank Account in order to meet expenses and other liquidity needs.

Asset Allocation

The assets of the DB Section are held in buy-in contracts written by JUST and Rothesay.

Capita has been appointed by the Trustee as administrator of the Trustee bank account of the Scheme and are responsible for the safekeeping of these holdings.

5. Defined Contribution Section ("DC Section")

Investment Policies and Objectives

The main priority of the Trustee when considering the investment policy for the DC Section is to make available investment funds, which serve to meet the varying investment needs and risk tolerances of the members.

The Trustee recognises that members have differing investment needs and that these may change during the course of members' working lives. The Trustee also recognises that members have different attitudes to risk. The Trustee believes that members should make their own investment decisions based on their individual circumstances. The Trustee regards its duty as making available a range of investment options and lifestyle strategies sufficient to enable members to tailor their investment strategy to their own needs.

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Trustee's Report (continued)

Investment Matters (continued)

Defined Contribution Section ("DC Section")

The Trustee also recognises that members may not believe themselves qualified to take investment decisions. As such the Trustee makes available two Default Investment Strategies – one for PSP members and one for EPP members. The Default Investment Strategies place the emphasis on aiming to deliver a good level of real return over members' working lifetimes (whilst mitigating risk through diversification) and also encompasses de-risking, in the years approaching a member's selected target retirement age, into asset classes designed to be appropriate for how a member expects to withdraw their benefits in retirement.

These are set out in more detail in section 2.5 of the SIP.

Financially and Non-Financially Material Matters in the Selection, Retention and Realisation of Investments, the Exercising of Rights Attached to Investments and Engagement Activities

In establishing the investment arrangements i.e. the selection, retention and realisation of investments, the Trustee considers what they believe to be financially material matters.

Non-financially material considerations (for example, member views on ethical considerations), are not currently taken into account in the selection, retention and realisation of investments.

The Pension Regulator's Code of Practice No 13

In 2013, the Pensions Regulator introduced the Code of Practice No 13: Governance and Administration of Occupational Defined Contribution Trust based Pension Schemes ('the DC Code') to give practical guidance to trustees of DC pension schemes on how they can meet best practice standards that the Pensions Regulator considers essential to good member outcomes.

In 2016, the Pensions Regulator revised the DC Code, which became effective from July 2016. The Pensions Regulator has also published six guides to support trustees in meeting the standards set out in the revised DC Code; while the revised DC Code sets out standards of conduct and practice that the Pensions Regulator expects trustees to meet in complying with legislative duties, the guides provide practical information (though non-prescriptive) on how to meet those standards.

The Pensions Regulator monitors the extent to which trustees adhere to the DC Code and has introduced a 'comply or explain' framework for trustees in order to help it supervise activity. The Trustee continues to assess itself against the DC code to ensure it meets the regulator's expectations.

Investment Manager Appointment, Engagement and Monitoring

Aligning manager appointments with investment strategy

Investment managers are appointed based on their capabilities and, therefore, their perceived likelihood of achieving the expected return and risk characteristics required for the asset class or classes they are selected to manage.

The Trustee looks to its investment consultant for their forward-looking assessment of a manager's ability to outperform over a full market cycle. This view will be based on the consultant's assessment of the manager's idea generation, portfolio construction, implementation and business management, in relation to the particular investment fund that the Scheme invests in. The consultant's manager research ratings assist with due diligence and questioning managers during presentations to the Trustee and are used in decisions around selection, retention and realisation of manager appointments.

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Trustee's Report (continued)

Investment Matters (continued)

Defined Contribution Section ("DC Section") (continued)

If the investment objective for a particular manager's fund changes, the Trustee will review the fund appointment to ensure it remains appropriate and consistent with the Trustee's wider investment objectives.

When selecting and appointing investment managers, the Trustee will take into account how ESG factors, including climate change and stewardship, are integrated within the managers' investment processes. This will be balanced against other manager selection criteria such as (but not limited to) idea generation, portfolio construction, implementation, business management and fees and charges.

As the Scheme invests in pooled investment vehicles, the Trustee accepts that it has no direct ability to specify the risk profile and return targets of the manager, but appropriate mandates can be selected to align with the overall investment strategy.

The Trustee believes the annual fee paid to the investment manager incentivises them to follow the fund's objective, which is aligned to the Trustee's policies.

Monitoring manager appointments

The Trustee receives investment manager performance reports on a quarterly basis, which present performance information over a variety of periods. The Trustee reviews the absolute performance, relative performance against a suitable index used as the benchmark, and/or against the manager's stated target performance (over the relevant time period).

The Trustee will also consider the investment consultant's assessment of how each manager embeds ESG into its investment process and how the manager's responsible investment philosophy aligns with the Trustee's views. This includes the investment manager's policy on voting and engagement. The Trustee meets with each investment manager on a regular basis and challenges their decisions in these areas.

The Trustee's focus is on long term performance but, as noted above, may review a manager's appointment if:

- There are sustained periods of underperformance;
- There is a change in the portfolio manager or portfolio management team;
- There is a change in the underlying objectives of the investment manager;
- There is a significant change to the investment consultant's rating of the manager.

The Trustee believes that ESG and stewardship policies can improve fund performance over the longer term. The investment managers are remunerated by way of a fee calculated as a percentage of assets under management. The Trustee believes that the remuneration policy of the investment manager is aligned to the Trustee's policy. The investment manager's remuneration is considered as part of the manager selection process and is also monitored regularly by the Trustee with the help of its investment consultant to ensure it is in line with the Trustee's policies.

The Trustee considers that the method of remunerating the investment manager is consistent with incentivising them to make decisions based on assessments of medium to long-term financial and non-financial performance of an issuer of debt or equity securities held within their fund. By encouraging a long-term view, they will in turn encourage the investment manager to engage with the issuers of debt or equity in order to improve their performance in the medium to long term.

If a manager is not meeting performance objectives, or investment objectives for mandates have changed, the Trustee may ask managers to review the Annual Management Charge.

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Trustee's Report (continued)

Investment Matters

Defined Contribution Section ("DC Section") (continued)

The Trustee undertakes an annual review of the DC investment options, including Legal & General Investment Management ("LGIM") as investment manager, and the default strategy to assess their performance and ensure they continue to meet the Trustee's objectives. As part of the annual Value for Members ("VfM") assessment, the Trustee also reviews the investment manager fees.

Portfolio turnover costs

The Trustee does not analyse portfolio turnover costs in detail. However, in future the Trustee may ask managers to report on portfolio turnover costs. The Trustee may assess this by comparing portfolio turnover across the same asset class, on a year-on-year basis for the same manager fund, or relative to the manager's specific portfolio turnover range in the investment guidelines or prospectus.

The Trustee considers portfolio turnover costs indirectly through consideration of transaction cost data as part of the annual VfM assessment. Though the Trustee does not currently define target portfolio turnover ranges for funds, they will engage with managers if the portfolio turnover is higher than expected as a result of the monitoring undertaken.

Manager turnover

The Trustee is a long term investor and is not looking to change the investment arrangements on a frequent basis. The Scheme is invested in open-ended funds, for which there is no set duration for the manager appointments. The Trustee will therefore retain an investment manager unless:

- There is a strategic change to the overall strategy that no longer requires exposure to that asset class or manager;
- The manager appointed has been reviewed and the Trustee has decided to terminate the mandate.

Within the Defined Contribution section, all the funds are open-ended with no set end date for the arrangement. The self-select fund range and default investment options are reviewed on at least a triennial basis. A manager's appointment may be terminated if it is no longer considered to be optimal.

Employee Pension Plan and Pensions Savings Plan 2001

The most recent review of the suitability of the default investment arrangements was completed by the Trustee in September 2021. The review took into account recent industry retirement trends and member demographics including age and pot size. The Trustee decided to change the default investment for PSP members from the lifestyle strategy targeting annuity purchase to targeting drawdown at retirement from 1 July 2022. This has impacted members invested in the Annuity Lifestyle Strategy as follows:

- New members and members more than 8 years from their target retirement age on 1 July 2022 will not experience any immediate change to their investments but the investments will differ as they approach retirement as their investments gradually de-risk to target drawdown in retirement.
- Members less than 8 years from their target retirement age on 1 July 2022 will not experience any change to their investments and will continue to target annuity purchase at retirement.

The current investment options include three lifestyle options (targeting cash, annuity and drawdown at retirement respectively) and a range of self-select funds, as set out in member communications.

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Trustee's Report (continued)

Investment Matters

Defined Contribution Section ("DC Section") (continued)

The assets of the DC Section are held in a series of insurance policies with Legal & General Assurance (Pensions Management) Limited ("Legal & General"). Some members also have AVC assets in funds managed by Legal & General, Standard Life and Utmost Life and Pensions. There are four pools of DC assets: the Pension Savings Plan 2001, the Employee Pension Plan, the Transfers In and the AVCs. These are described in further detail below.

The two main pools of the DC Section are the Employee Pension Plan and the Pension Savings Plan 2001. The Pension Savings Plan 2001 was closed to new entrants other than by Company invitation whilst the Employee Pension Plan was set up to satisfy the Company's obligation under pensions auto-enrolment legislation.

The two other pools of invested assets are Transfers In where members have transferred funds from other pension provider arrangements and Additional Voluntary Contributions paid by members.

LGIM

Review of investment performance

The following table shows the performance of the LGIM funds to 30 September 2022:

Manager/Asset Class/Fund	Last Year		Last 3 years		Last 5 years	
	Fund (%)	B'mark (%)	Fund (% p.a.)	B'mark (% p.a.)	Fund (% p.a.)	B'mark (% p.a.)
LGIM UK Equity (5% capped) Passive Fund	-4.7	-4.0	1.1	1.4	2.3	2.6
LGIM World Emerging Markets Equity Index Fund	-9.1	-8.7	2.3	2.8	2.9	3.4
LGIM AAA-AA-A Corporate Bond All Stocks Index Fund	-20.5	-20.3	-7.1	-6.9	-2.4	-2.3
LGIM Future World Annuity Aware Fund	-30.4	-32.1	-11.3	-12.0	-4.2	-4.8
LGIM Managed Property Fund	13.9	13.3	7.3	7.6	6.0	6.8
LGIM Future World Inflation Linked Annuity Aware Fund	-30.2	-30.3	-11.0	-11.2	-3.5	-3.6
LGIM Sterling Liquidity Fund	0.6	0.7	0.3	0.3	0.4	0.4
LGIM Diversified Fund*	-9.0	-9.8	0.7	6.8	3.0	7.6
LGIM Global Equity Market Weights 30:70 Index Fund - 75% GBP Currency Hedged	-10.5	-10.3	4.2	4.4	5.1	5.2
LGIM Overseas Equity Consensus Index Fund	-4.1	-3.8	7.7	8.0	8.9	9.2

Source: LGIM, Mercer estimates and Refinitiv. Performance is shown net of fees.

**Diversified Fund: Primary benchmark shows FTSE Developed World Index (50% GBP Hedged) Index and Secondary Benchmark shows UK*

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Trustee's Report (continued)

Investment Matters

Defined Contribution Section ("DC Section") (continued)

Valuation of investments - PSP 2001 and Employee Pension Plan

The distribution of the Plan's assets at the beginning and at the end of the year is set out below:

Manager/Fund	Actual Asset Allocation			
	Start of Year (£m)	End of Year (£m)	Start of Year (%)	End of Year (%)
LGIM UK Equity (5% capped) Passive Fund	9.0	8.6	3.9	4.0
LGIM World Emerging Markets Equity Index Fund	1.7	1.6	0.8	0.7
LGIM AAA-AA-A Corporate Bond All Stocks Index Fund	0.2	0.2	0.1	0.1
LGIM Future World Annuity Aware Fund	12.3	10.3	5.4	4.8
LGIM Managed Property Fund	0.8	1.1	0.4	0.5
LGIM Future World Inflation Linked Annuity Aware Fund	1.3	0.7	0.6	0.3
LGIM Sterling Liquidity Fund	3.1	3.4	1.3	1.6
LGIM Diversified Fund	95.4	92.5	41.7	43.2
LGIM Global Equity Market Weights 30:70 Index Fund - 75% GBP Currency Hedged	97.7	88.8	42.7	41.4
LGIM Overseas Equity Consensus Index Fund	7.4	7.2	3.2	3.3
Total	**228.9**	**214.3**	**100.0**	**100.0**

Source: LGIM, Capita and Mercer.
Figures may not sum to total due to rounding.

Valuation of investments – Retirement Plan AVCs

The distribution of the AVC assets at the beginning and at the end of the Plan year is set out below:

Manager/Asset Class/Fund	Actual Asset Allocation			
	Start of Year (£m)	End of Year (£m)	Start of Year (%)	End of Year (%)
LGIM UK Equity (5% capped) Passive Fund	0.1	0.1	45.5	48.1
LGIM Future World Annuity Aware Fund	0.0	0.0	1.7	1.3
LGIM Future World Inflation Linked Annuity Aware Fund	0.1	0.0	20.0	15.5
LGIM Sterling Liquidity Fund	0.0	0.0	2.2	2.4
LGIM Overseas Equity Consensus Index Fund	0.1	0.1	30.6	32.7
Total	**0.3**	**0.3**	**100.0**	**100.0**

Source: LGIM, Capita and Mercer.
Figures may not sum to total due to rounding.

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Trustee's Report (continued)

Investment Matters

Defined Contribution Section ("DC Section") (continued)

Valuation of investments – Transfers In

The distribution of the Transfers In assets at the beginning and at the end of the Plan year is set out below:

Manager/Fund	Actual Asset Allocation			
	Start of Year (£m)	End of Year (£m)	Start of Year (%)	End of Year (%)
LGIM UK Equity (5% capped) Passive Fund	0.3	0.3	54.6	51.8
LGIM World Emerging Markets Equity Index Fund	0.0	0.0	3.8	3.4
LGIM Sterling Liquidity Fund	0.0	0.0	5.2	5.2
LGIM Overseas Equity Consensus Index Fund	0.2	0.2	36.4	39.5
Total	**0.5**	**0.5**	**100.0**	**100.0**

Source: LGIM, Capita and Mercer.
Figures are based on mid prices and may not sum to total due to rounding.

Standard Life

Review of investment performance

The following table shows performance of the unit-linked AVC assets held with Standard Life to 30 September 2022:

Manager / Fund	Last Year		Last 3 years		Last 5 years	
	Fund (%)	B'mark (%)	Fund (% p.a.)	B'mark (% p.a.)	Fund (% p.a.)	B'mark (% p.a.)
Standard Life Managed Fund	-8.2	-9.9	1.4	1.2	2.9	2.6

Source: Standard Life and Mercer estimates

Valuation of investments – Standard Life

The distribution of Standard Life assets (both unit-linked and with profits), at the beginning and at the end of the Plan year, is set out below:

Manager/Fund	Actual Asset Allocation			
	Start of Year (£'000)	End of Year (£'000)	Start of Year (%)	End of Year (%)
Standard Life Managed Fund	55.7	52.3	35.7	33.9
Pension Millennium (with profits) Fund	35.2	35.0	22.6	22.7
Pension (with profits) Fund	64.9	67.1	41.7	43.4
Total	**155.8**	**154.4**	**100.0**	**100.0**

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

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Trustee's Report (continued)

Investment Matters

Defined Contribution Section ("DC Section") (continued)

Utmost Life and Pensions

Review of investment performance

The following table shows performance of AVC assets held with Utmost Life and Pensions to 30 September 2022:

Manager/ Fund	Last Year		Last 3 years		Last 5 years	
	Fund (%)	B'mark (%)	Fund (% p.a.)	B'mark (% p.a.)	Fund (% p.a.)	B'mark (% p.a.)
Utmost Money Market	0.1	-	-0.09	-	0.02	-

Source: Utmost Life and Pensions.

Valuation of investments – Utmost Life and Pensions

The distribution of Utmost Life and Pensions assets at the beginning and at the end of the Plan year is set out below:

Manager/Fund	Actual Asset Allocation			
	Start of Year (£'000)	End of Year (£'000)	Start of Year (%)	End of Year (%)
Utmost Money Market	2.7	2.7	100.0	100.0
Total	**2.7**	**2.7**	**100.0**	**100.0**

Source: Utmost Life and Pensions.

Liquidity

The Trustee regards all the investments of the DC Section as readily marketable, further noting that all funds offered in the DC Section are pooled investment vehicles which are traded daily.

Custodial Arrangements

The custodian is responsible for the safekeeping, monitoring and reconciliation of documentation relating to the ownership of listed investments. Investments are held in the name of the custodian's nominee company, in line with common practice for pension scheme investments.

For the Scheme's DC Section investments, the Trustee has no direct ownership of the underlying pooled funds or the underlying assets of the pooled funds.The safekeeping of the assets within the pooled funds is performed by custodian banks specifically appointed to undertake this function and whose appointment is reviewed at regular intervals by the manager. The current custodians are shown in the table below.

Manager	Custodian
LGIM	Citibank N.A.

Source: LGIM.
No direct custody arrangements in place, the custodians shown are appointed by the investments managers.

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Trustee's Report (continued)

Annual Implementation Statement

– Covering 1 October 2021 to 30 September 2022 (The "Scheme Year")

William Hill Pension Scheme (the "Scheme"): Defined Benefit Section

Introduction

In accordance with the Occupational Pension Schemes (Investment and Disclosure) (Amendment) Regulations 2019, the Trustee of the Scheme is required to produce an annual statement to set out:

- How, and the extent to which, in the opinion of the Trustee, the Statement of Investment Principles ('SIP') produced by the Trustee has been followed during the Scheme Year.
- Details of any review of the SIP during the Scheme Year.
- Subsequent changes made with the reasons for the change.
- The date of the last review of the SIP.

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

This Implementation Statement covers the Scheme's defined benefit ("DB") section. A separate statement covers the Scheme's defined contribution section. The statement flows directly from and should be read in conjunction with the SIP for the DB section of the Scheme (in place at the Scheme Year end and dated September 2020) which is available here - www.williamhillpensions.co.uk/library.

Investment Objectives of the Scheme

The purpose of the DB Section is to enable benefits to be paid as and when they fall due, and to do this the Trustee takes steps where appropriate to ensure that:

- dependency on the covenant of the Employer will be significantly reduced;
- other material risks (e.g. longevity) will be reduced;
- the Trustee is able to secure the DB Section liabilities with an insurance provider.

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Trustee's Report (continued)

Annual Implementation Statement

– Covering 1 October 2021 to 30 September 2022 (The "Scheme Year")

William Hill Pension Scheme (the "Scheme"): Defined Benefit Section

Review of the SIP

The Scheme's latest SIP was reviewed with the Trustee's investment adviser on 13 September 2022 by the Trustee.

The purpose of the review was to reflect the changes made to the DC section as part of the investment strategy review that took place on 13 September 2021. The Trustee considered performance in line with the Trustee's aims and objectives as outlined in the SIP, recent industry retirement trends and member demographics including age and pot size. Following this review, the Trustee agreed to make the following changes to the PSP from 1 July 2022:

- New PSP members and PSP members in the growth phase of the default investment strategy (more than 8 years from their target retirement age) will be switched to the Drawdown Lifestyle Strategy.
- PSP members less than eight years from their target retirement age will continue to target annuity purchase at retirement, remaining in the Annuity Lifestyle Strategy.

Furthermore, some DB members have chosen to contribute into AVCs which are also managed under the DC Section of the Scheme. Members made their own investment decisions on these AVCs assets. Whilst the Trustee monitors the suitability and the performance of these assets regularly, members are responsible for the selection of investment options from the range available. However, the Trustee will monitor their performance and suitability regularly.

EPP members will not be affected by any of these changes.

Assessment of how the policies in the SIP have been followed for the Scheme Year

The information provided in this section highlights the work undertaken by the Trustee during the Scheme Year, and longer term where relevant, and sets out how this work followed the Trustee's policies in the SIP, relating to the Scheme as a whole and to the default investment strategies. The SIP is attached as an Appendix and sets out the policies referenced below.

Trustee's Report (continued)

Annual Implementation Statement – covering 1 October 2021 to 30 September 2022 (the "Scheme Year")

William Hill Pension Scheme (the "Scheme"): Defined Benefit Section

	Matter	**Summary of Trustee's policy / key extracts from policy**	**Summary description and evaluation of work undertaken during the Scheme Year**
1	Securing compliance with the legal requirement to obtain and consider proper advice on the question of whether an investment is satisfactory.	The Trustee has consulted a suitably qualified person in obtaining appropriate written advice from its investment adviser, Mercer. Mercer has provided advice to the Trustee in relation to the appropriateness of the asset allocation, manager structure and investment products. SIP Introduction	Mercer provided the Trustee with formal Section 36 advice before the Trustee entered into the buy-in contract with Rothesay Life in June 2021.
2	The kinds of investments to be held.	The Trustee has adopted investment arrangements to enable benefits to be paid as and when they fall due. The Trustee takes steps to ensure where appropriate that dependency on the Employer covenant will be reduced, and other material risks (e.g. longevity) will be reduced. SIP section 1.1	Following the buy-in transaction with Rothesay Life in June 2021 the Scheme's investments consist of two buy-in contracts, which together insure all liabilities in the DB section. The longevity and investment risk associated with the liabilities has therefore been transferred to the insurers.
3	The balance between different kinds of investments.	The Trustee holds buy-in contracts with JUST and Rothesay Life which were purchased in May 2018 and June 2021 respectively. SIP section 1.2	In June 2021, the Scheme entered into a buy-in contract with Rothesay Life. Together with the JUST buy-in, the contracts cover all DB liabilities in the DB section. The Scheme holds residual cash in the Trustee Bank Account.

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Trustee's Report (continued)

Annual Implementation Statement – covering 1 October 2021 to 30 September 2022 (the "Scheme Year")

William Hill Pension Scheme (the "Scheme"): Defined Benefit Section

	Matter	Summary of Trustee's policy / key extracts from policy	Summary description and evaluation of work undertaken during the Scheme Year
4	Risks, including the ways in which risks are to be measured and managed.	The Trustee is aware of, and pays close attention to, a range of risks inherent in investing the assets of the Scheme. SIP section 1.3	Upon purchase of the buy-in contract with Rothesay Life, the interest rate and inflation risks associated with the remaining uninsured liabilities were transferred to Rothesay Life. The Trustee does not expect to be able to obtain cash from the buy-in contracts, other than to meet promised benefits as agreed with the insurer. Therefore, the Plan is exposed to illiquidity risk and has set aside cash, held in the Trustee Bank Account, in order to meet expenses and other potential liquidity needs. The Scheme is exposed to the risk of the insurers defaulting on their obligations under the buy-in contracts. To mitigate this risk, before entering into the buy-in contracts the Trustee took appropriate advice and paid close attention to the financial strength, security and operational soundness of the chosen insurers at the point of purchase. The insurers are regulated by the PRA and therefore this risk is further mitigated by protection from the Financial Services Compensation Scheme ("FSCS").
5	Expected return on investments.	*n/a*	
6	Realisation of investments.	The Trustee does not expect to be able to obtain cash from the buy-in policy other than to meet promised benefits as agreed with the provider. The Trustee has considered this and has set aside cash, held in the Trustee Bank Account, in order to meet expenses and other potential liquidity needs. SIP section 1.3	The Trustee does not expect to be able to realise the buy-in polices. The Trustee set aside cash, held in the Trustee Bank Account, in order to meet expenses and other potential liquidity needs.
7	Financially material considerations over the appropriate time horizon of the investments, including how those considerations are taken into account in the selection, retention and realisation of investments.	The SIP sets out the risks the Trustee believe may be financially material over the future lifetime of the DB section (i.e. before completing buy-out and wind-up). SIP section 1.3	In selecting the buy-in providers the Trustee paid close attention to the financial strength, security and operational soundness of the chosen insurers at the point of purchase in order to mitigate the risk of the insurer defaulting on their obligations under the buy-in contracts.

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Trustee's Report (continued)

Annual Implementation Statement – covering 1 October 2021 to 30 September 2022 (the "Scheme Year")

William Hill Pension Scheme (the "Scheme"): Defined Benefit Section

	Matter	**Summary of Trustee's policy / key extracts from policy**	**Summary description and evaluation of work undertaken during the Scheme Year**
8	The extent (if at all) to which non-financial matters are taken into account in the selection, retention and realisation of investments.	The Trustee does not take account of non-financially material considerations.	Not applicable.
9	The exercise of the rights (including voting rights) attaching to the investments.	The Trustee has given appointed investment managers full discretion in evaluating ESG factors, including climate change considerations, and exercising voting rights and stewardship obligations attached to the investments, in accordance with their own corporate governance policies and current best practice, including the UK Corporate Governance Code and UK Stewardship Code. SIP section 6	Given the nature of the Scheme's investments in buy-in contracts and cash, no votes were cast by, or on behalf of, the Trustee. It follows that the Trustee did not use the direct services of a proxy voter or take part in a stock lending programme.
10	Undertaking engagement activities in respect of the investments (including the methods by which, and the circumstances under which, the Trustee would monitor and engage with relevant persons about relevant matters).	The Trustee considers how ESG, climate change and stewardship is integrated within investment processes in appointing new investment managers and monitoring existing investment managers. This includes the investment managers' policy on voting and engagement. SIP section 6	Not applicable for the DB Section.
11	How the arrangement with the asset manager incentivises the asset manager to align its investment strategy and decisions with the Trustee's policies required under sub-paragraph (b) of Regulation 2(3) of the Occupational Pension Schemes (Investment) Regulations 2005 [concerning the matters described in rows 2-8 of this Statement]	Investment managers are appointed based on their capabilities and, therefore, their perceived likelihood of achieving the expected return and risk characteristics required for the asset class or classes they are selected to manage. SIP section 7.1	Not applicable for the DB Section.

Trustee's Report (continued)

Annual Implementation Statement – covering 1 October 2021 to 30 September 2022 (the "Scheme Year")

William Hill Pension Scheme (the "Scheme"): Defined Benefit Section

	Matter	Summary of Trustee's policy / key extracts from policy	Summary description and evaluation of work undertaken during the Scheme Year
12	How the arrangement incentivises the asset manager to make decisions based on assessments about medium to long-term financial and non-financial performance of an issuer of debt or equity and to engage with issuers of debt or equity in order to improve their performance in the medium to long-term.	*The Trustee's focus is on long term performance but, as noted above, may review a manager's appointment if:* • *There are sustained periods of underperformance;* • *There is a change in the portfolio manager or portfolio management team;* • *There is a change in the underlying objectives of the investment manager;* • *There is a significant change to the investment consultant's rating of the manager.* *SIP section 7.2*	Not applicable for the DB Section.
13	How the method (and time horizon) of the evaluation of the asset manager's performance and the remuneration for asset management services are in line with the Trustee's policies required under sub-paragraph (b) of Regulation 2(3) of the Occupational Pension Schemes (Investment) Regulations 2005 [concerning the matters described in rows 2-8 of this Statement].	*The Trustee is a long-term investor and is not looking to change the investment arrangements on a frequent basis.* *SIP section 7.4* *The Trustee receives investment manager performance reports on a quarterly basis, which present performance over a variety of periods.* *SIP section 7.2*	Not applicable for the DB Section.

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Trustee's Report (continued)

Annual Implementation Statement – covering 1 October 2021 to 30 September 2022 (the "Scheme Year")

William Hill Pension Scheme (the "Scheme"): Defined Benefit Section

	Matter	**Summary of Trustee's policy / key extracts from policy**	**Summary description and evaluation of work undertaken during the Scheme Year**
14	How the Trustee monitors portfolio turnover costs incurred by the asset manager, and how they define and monitor targeted portfolio turnover or turnover range.	The Trustee does not analyse portfolio turnover costs in detail. SIP section 7.3	Not applicable for the DB Section.
15	The duration of the arrangement with the asset manager.	The Scheme is invested in open-ended funds, for which there is no set duration for the manager appointments. SIP section 7.4	Not applicable for the DB Section.

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Trustee's Report (continued)

Annual Implementation Statement

– Covering 1 October 2021 to 30 September 2022 (The "Scheme Year")

William Hill Pension Scheme (the "Scheme"): Defined Contribution Section

In accordance with the Occupational Pension Schemes (Investment and Disclosure) (Amendment) Regulations 2019, the Trustee of the Scheme is required to produce an annual statement to set out:

- How, and the extent to which, in the opinion of the Trustee, the Statement of Investment Principles ('SIP') produced by the Trustee has been followed during the Scheme Year.
- Details of any review of the SIP during the Scheme Year.
- Subsequent changes made with the reasons for the change.
- The date of the last review of the SIP.

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

This Implementation Statement covers the Scheme's defined contribution ("DC") section. A separate statement covers the Scheme's defined benefit ("DB") section. The statement flows directly from and should be read in conjunction with the SIP for the DC section of the Scheme (in place at the Scheme Year end and dated September 2022) which is available here - www.williamhillpensions.co.uk/library. The table later in this Statement sets out how, and the extent to which, the policies in the DC Section of the SIP have been followed.

Investment Objectives of the Scheme

The Trustee believes it is important to consider the policies in place in the context of the investment objectives they have set. The objectives of the DC Section included in the SIP are as follows:

> *The Trustee recognises that members have differing investment needs and that these may change during the course of members' working lives. The Trustee also recognises that members have different attitudes to risk. The Trustee believes that members should make their own investment decisions based on their individual circumstances. The Trustee regards its duty as making available a range of investment options and default investment strategies sufficient to enable members to tailor their investment strategy to their own needs.*

The Trustee also recognises that members may not believe themselves qualified to take investment decisions, as such, the Trustee makes available default investment strategies for each of the two sections – the Pension Savings Plan ("PSP") and the Employee Pension Plan ("EPP").

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Trustee's Report (continued)

Annual Implementation Statement

– Covering 1 October 2021 to 30 September 2022 (The "Scheme Year")

William Hill Pension Scheme (the "Scheme"): Defined Contribution Section

Review of the SIP

The Scheme's latest SIP was reviewed with the Trustee's investment adviser on 13 September 2022 by the Trustee.

The purpose of the review was to reflect the changes made to the DC section as part of the investment strategy review that took place on 13 September 2021. The Trustee considered performance in line with the Trustee's aims and objectives as outlined in the SIP, recent industry retirement trends and member demographics including age and pot size. Following this review, the Trustee agreed to make the following changes to the PSP from 1 July 2022:

- New PSP members and PSP members in the growth phase of the default investment strategy (more than 8 years from their target retirement age) will be switched to the Drawdown Lifestyle Strategy.
- PSP members less than eight years from their target retirement age will continue to target annuity purchase at retirement, remaining in the Annuity Lifestyle Strategy.

Furthermore, some DB members have chosen to contribute into AVCs which are also managed under the DC Section of the Scheme. Members made their own investment decisions on these AVCs assets. Whilst the Trustee monitors the suitability and the performance of these assets regularly, members are responsible for the selection of investment options from the range available. However, the Trustee will monitor their performance and suitability regularly.

EPP members will not be affected by any of these changes.

Assessment of how the policies in the SIP have been followed for the Scheme Year

The information provided in this section highlights the work undertaken by the Trustee during the Scheme Year, and longer term where relevant, and sets out how this work followed the Trustee's policies in the SIP, relating to the Scheme as a whole and to the default investment strategies. The SIP is attached as an Appendix and sets out the policies referenced below.

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Trustee's Report (continued)

Annual Implementation Statement

– Covering 1 October 2021 to 30 September 2022 (The "Scheme Year")

William Hill Pension Scheme (the "Scheme"): Defined Contribution Section

	Requirement	Summary of Trustee's policy / key extracts from policy	Summary description and evaluation of work undertaken during the Scheme Year
1	Securing compliance with the legal requirements about choosing investments	In considering appropriate investments for the Scheme, the Trustee has obtained and considered the written advice of a suitably qualified investment advisor. The advice received and the arrangements implemented are, in the Trustee's opinion consistent with the requirements of Section 36 of the Pensions act 1995 (as amended). ***SIP Introduction***	The Trustee reviewed and updated the SIP on 13 September 2022 to reflect the changes agreed during the triennial investment strategy review that took place on 13 September 2021. Following this review, the Trustee agreed to make some changes to the Pension Savings Plan ("PSP") from 1 July 2022. New PSP members and PSP members in the growth phase of the default investment strategy (more than 8 years from their target retirement age) will be switched to the Drawdown Lifestyle Strategy (previously Annuity Lifestyle Strategy). PSP members less than eight years from their target retirement age will continue to target annuity purchase at retirement, remaining in the Annuity Lifestyle Strategy. There were no changes made to the Employee Pension Plan ("EPP").
2	Kinds of investments to be held	The Trustee recognises that members have differing investment needs and that these may change during the course of members' working lives. The Trustee also recognises that members have different attitudes to risk. The Trustee believes that members should make their own investment decisions based on their individual circumstances. The Trustee regards their duty as making available a range of investment options and lifestyle strategies sufficient to enable members to tailor their investment strategy to their own needs.	The Trustee reviewed the Scheme's default investment strategies on 13 September 2021 as part of the triennial investment strategy review with the Trustee's adviser. The discussion took into account performance in line with the aims and objectives of the Trustee, as outlined in the SIP, recent industry retirement trends and member demographics including age and asset size. As a result of the review, the Trustee decided that, from 1 July 2022, new PSP members and PSP members in the growth phase of the default investment strategy (more than 8 years from their target retirement age) will be switched to the Drawdown Lifestyle Strategy (previously Annuity Lifestyle Strategy). PSP members less than eight years from their target retirement age will continue to target annuity purchase at retirement, remaining in the Annuity Lifestyle Strategy.

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Trustee's Report (continued)

Annual Implementation Statement

– Covering 1 October 2021 to 30 September 2022 (The "Scheme Year")

William Hill Pension Scheme (the "Scheme"): Defined Contribution Section

	Requirement	Summary of Trustee's policy / key extracts from policy	Summary description and evaluation of work undertaken during the Scheme Year
		The Trustee has made available a range of pooled investment funds (asset classes to include equities, bond and alternatives) and lifestyle strategies which serve to meet the varying investment needs and risk tolerances of Scheme members. ***SIP section 2.2***	The Trustee also reviewed the self-select fund range offered to members on 13 September 2021 and decided not to make any changes. The Trustee receives quarterly investment performance reports which monitor the return of the funds underlying the default investment strategies and the self-select funds within the Scheme. The Trustee was satisfied with the performance of the majority of funds over the Scheme Year, which had performed in line with their underlying aims and objectives. The Trustee will review the investment approach from time to time, and make changes as and when it is considered appropriate. The investment strategy is reviewed on at least a triennial basis, and the next review is due to take place in 2024. The Trustee also reviewed the self-select fund range offered to members on 13 September 2021 and decided not to make any changes.
3	The balance between different kinds of investments	In determining an appropriate balance between providing flexibility and choice, as well as simplicity and cost control, the Trustee aims to make available a range of options which satisfy the needs of the majority of members.	The strategic asset allocation of the default investment strategies and the self-select fund range is reviewed regularly (at least triennially). The date of the last review was 13 September 2021 and the agreed changes were implemented and effective from 1 July 2022. The next review of the default investment strategies and self-select fund range is due to take place in 2024.

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Trustee's Report (continued)

Annual Implementation Statement

– Covering 1 October 2021 to 30 September 2022 (The "Scheme Year")

William Hill Pension Scheme (the "Scheme"): Defined Contribution Section

	Requirement	Summary of Trustee's policy / key extracts from policy	Summary description and evaluation of work undertaken during the Scheme Year
		Members determine the balance between the different kinds of investments they hold. This balance will determine the expected return on member's assets and should be related to the member's own risk appetite and tolerances. Within the default investment strategies, the strategic asset allocation is set to achieve the expected return required to meet the objectives. ***SIP section 2.2***	The Trustee receives quarterly investment performance reports which monitor the return of the funds underlying the default investment strategies and the self-select funds within the Scheme. The Trustee was satisfied with the performance of the majority of funds over the Scheme Year, which had performed in line with their underlying aims and objectives. The Trustee regards their duty as making available a range of investment options and default investment strategies sufficient to enable members to tailor their investment strategy to their own needs
4	Risks, including the ways in which risks are to be measured and managed	The Trustee has considered risk from a number of perspectives in the DC section. The Trustee believes that the appropriate time horizon within which to assess these considerations should be viewed at the member level. This will be dependent on the member's age and when they expect to retire. ***SIP section 2.3***	As detailed in the risk table in the SIP, the Trustee considers both quantitative and qualitative measures for these risks when deciding investment policies, strategic asset allocation, the choice of fund managers / funds / asset classes. The risk table details the different risks that members are exposed to, and how this risk is monitored and managed. The Scheme maintains a risk register of the key risks, including the investment risks. This rates the impact and likelihood of the risks and summarises existing mitigations and additional actions. The latest risk register was updated in March 2022, this is reviewed and updated on a regular basis. Additionally, ESG risk is also considered relevant by the Trustee, and it follows the same monitoring as other investment risks. The risk table is reviewed at least every three years, or as regulatory requirements arise (whichever is sooner), as part of the SIP review. The Trustee also reviews quarterly performance reports that consider some of the investment risks faced by members.

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Trustee's Report (continued)

Annual Implementation Statement

– Covering 1 October 2021 to 30 September 2022 (The "Scheme Year")

William Hill Pension Scheme (the "Scheme"): Defined Contribution Section

	Requirement	Summary of Trustee's policy / key extracts from policy	Summary description and evaluation of work undertaken during the Scheme Year
5	Expected return on investments	Members determine the balance between the different kinds of investments they hold. This balance will determine the expected return on member's assets and should be related to the member's own risk appetite and tolerances. In designing the Default Investment Strategies, the Trustee has explicitly considered the trade-off between risk and expected returns. Risk is not considered in isolation, but in conjunction with expected investment returns and outcomes for members. The balance between different kinds of investments is decided accordingly. Any investment in derivative instruments contributes to risk reduction, or efficient portfolio management. ***SIP section 2.2 and 2.5***	The investment performance report is reviewed by the Trustee on a quarterly basis – this includes the risk and return characteristics of the default investment strategies and return information for additional investment fund choices. The investment performance report includes how each investment manager is delivering against their specific mandates. The Trustee conducts an annual VfM assessment. For the year to 30 September 2022, the assessment concluded that the Scheme provides good value for members: • The majority of the charges lie within the upper quartile range. Fund charges are compliant with the charge cap of 0.75% however, most funds are more expensive compared to the peer group. • Most funds have met their long-term objectives, with the majority of funds also remaining highly rated. Two funds are underperforming against their benchmarks over the 3 and 5 year periods. • The Scheme offers a broad range of online tools and support, timely communications and administration response times largely within agreed SLAs. Three funds were identified as having performance issues; LGIM Property Fund, LGIM World Emerging Market Index Fund and Standard Life Managed Fund had underperformed over the 3 year period to 30 September 2022. No actions were taken by the Trustee over the prior year in respect of manager appointments. The LGIM Property Fund and LGIM Diversified Fund have been put on close monitor due to underperformance. As part of the regular reporting, the default investment strategies are monitored against its aims and objectives. The investment performance report includes how each investment manager is delivering against their specific mandates.

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Trustee's Report (continued)

Annual Implementation Statement

– Covering 1 October 2021 to 30 September 2022 (The "Scheme Year")

William Hill Pension Scheme (the "Scheme"): Defined Contribution Section

	Requirement	Summary of Trustee's policy / key extracts from policy	Summary description and evaluation of work undertaken during the Scheme Year
6	Realisation of investments	The Trustee's administrators will realise assets following member requests on retirement or earlier where required. The funds are pooled investment funds which are daily-dealt, with assets mainly invested in regulated markets and therefore should be realisable at short notice, based on either Trustee or member demand. ***SIP section 2.2***	The Trustee receives an administration report from Capita Employee Benefits Limited ("Capita") on a quarterly basis to confirm that core financial transactions are processed within SLAs and regulatory timelines. As confirmed in the Chair's Statement that has been prepared for the year ended 30 September 2022, the Trustee was satisfied that service level performance by Capita averaged over the year was within tolerance for all core financial transactions and that in general they were completed promptly and accurately. The overall performance attained during the reporting period was 99.6% of events being processed within the agreed target dates. All funds, including those in the default investment strategies, are daily-dealt pooled investment vehicles, accessed by an insurance contract. Where pooled investment arrangements do not invest assets in regulated markets these are not expected to account for a material proportion of assets. Therefore, assets should be realisable at short notice, based on member and Trustee demand.
7	Financially material considerations over the appropriate time horizon of the investments, including how those considerations are taken into account in the selection, retention and realisation of investments	The SIP sets out the risks the Trustee believe may be financially material to the Scheme. The objectives set out above and the risks and other factors referenced in this Statement are those that the Trustee considers to be financially material considerations in relation to the DC section. ***SIP section 2.3***	The investment performance report is reviewed by the Trustee on a quarterly basis – this includes ratings (both general and specific ESG) from the investment advisers. The Trustee continues to monitor managers that may not be highly rated from an ESG perspective. When implementing a new manager, the Trustee considers the ESG rating of the manager. The Scheme's SIP includes the Trustee's policy on Environmental, Social and Governance ('ESG') factors, stewardship and Climate Change. This policy sets out the Trustee's beliefs on ESG and climate change and the processes followed by the Trustee in relation to voting rights and stewardship.

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Trustee's Report (continued)
Annual Implementation Statement
– Covering 1 October 2021 to 30 September 2022 (The "Scheme Year")
William Hill Pension Scheme (the "Scheme"): Defined Contribution Section

	Requirement	Summary of Trustee's policy / key extracts from policy	Summary description and evaluation of work undertaken during the Scheme Year
		The Trustee has given appointed investment managers full discretion in evaluating ESG factors, including climate change considerations, and exercising voting rights and stewardship obligations attached to the investments, in accordance with their own corporate governance policies and current best practice, including the UK Corporate Governance Code and UK Stewardship Code. The Trustee will periodically review the investment managers' policies and engagement activities (where applicable). ***SIP section 6***	The Trustee acknowledges that the Scheme's fixed income managers do not have a high ESG rating assigned by the investment consultant due to the nature of the asset class where it is harder to engage with the issuers of debt. The investment performance report includes how each investment manager is delivering against their specific mandates.
8	The extent (if at all) to which non-financial matters are taken into account in the selection, retention and realisation of investments	The Trustee believes that environmental, social and governance (ESG) factors may have a material impact on investment risk and return outcomes, and that good stewardship can create and preserve value for companies and markets as a whole. The Trustee also recognises that long-term sustainability issues, particularly climate change, present risks and opportunities that increasingly may require explicit consideration. The Trustee has taken into account the expected time horizon of the Scheme when considering how to integrate these issues into the investment decision making process.	The Trustee considers how ESG, climate change and stewardship is integrated within investment processes in appointing new investment managers and monitoring existing investment managers. This includes the investment managers' policy on voting and engagement. Monitoring is undertaken on a regular basis and is documented at least annually. When selecting and appointing investment managers, the Trustee will take into account how ESG factors, including climate change and stewardship, are integrated within the managers' investment processes. This will be balanced against other manager selection criteria such as (but not limited to) idea generation, portfolio construction, implementation, business management and fees and charges. The Trustee will also consider the investment consultant's assessment of how each manager embeds ESG into its investment process and how the manager's responsible investment philosophy aligns with the Trustee's views. This includes investment managers' policy on voting and engagement. The Trustee meets with each investment manager on an annual basis and challenges their decisions in these areas.

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Trustee's Report (continued)
Annual Implementation Statement
– Covering 1 October 2021 to 30 September 2022 (The "Scheme Year")
William Hill Pension Scheme (the "Scheme"): Defined Contribution Section

	Requirement	Summary of Trustee's policy / key extracts from policy	Summary description and evaluation of work undertaken during the Scheme Year
9	The exercise of the rights (including voting rights) attaching to the investments and undertaking engagement activities in respect of the investments (including the methods by which, and the circumstances under which, the Trustee would monitor and engage with relevant persons about relevant matters)	The Trustee has given appointed investment managers full discretion in evaluating ESG factors, including climate change considerations, and exercising voting rights and stewardship obligations attached to the investments, in accordance with their own corporate governance policies and current best practice, including the UK Corporate Governance Code and UK Stewardship Code. The Trustee will periodically review the investment managers' policies and engagement activities (where applicable). The Trustee considers how ESG, climate change and stewardship is integrated within investment processes in appointing new investment managers and monitoring existing investment managers. This includes the investment managers' policy on voting and engagement. Monitoring is undertaken on a regular basis and is documented at least annually.	The Trustee does not use the direct services of a proxy voter. Investment managers retain the services of a proxy voting service for the physical exercise of voting rights and for supporting voting research. The Trustee believes that ESG (including climate change) factors may have a material impact on investment risk and return outcomes, and that good stewardship can create and preserve value for companies and markets as a whole. The Trustee keeps the topic of corporate governance and responsible investment under periodic review. This policy is regularly assessed to ensure that it is applicable, appropriate and with the aim of keeping it in line with expectations of the majority of the membership. . The Trustee has given its appointed investment managers full discretion in evaluating ESG factors, including climate change considerations, and exercising voting rights and stewardship obligations attached to the investments, in accordance with their own corporate governance policies and current best practice, including the UK Corporate Governance Code and UK Stewardship Code. Investment managers are expected to provide voting summary reporting on a regular basis, at least annually. The reports are reviewed by the Trustee to ensure they align with the Trustee's policy. Currently, when the investment managers present to the Trustee at a quarterly board meeting, the Trustee asks the investment managers to highlight key voting activity and the impact on the portfolio. The Trustee has a particular focus on votes related to climate change. Over the last 12 months, the Trustee has not actively challenged the manager on its voting activity, as the Trustee had no concerns over LGIM or Aberdeen's voting activities.

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Trustee's Report (continued)
Annual Implementation Statement
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William Hill Pension Scheme (the "Scheme"): Defined Contribution Section

	Requirement	Summary of Trustee's policy / key extracts from policy	Summary description and evaluation of work undertaken during the Scheme Year
		SIP section 6	The Trustee has given its appointed investment managers full discretion in evaluating ESG factors, including climate change considerations, and exercising voting rights and stewardship obligations attached to the investments, in accordance with their own corporate governance policies and current best practice, including the UK Corporate Governance Code and UK Stewardship Code. Investment managers are expected to provide voting summary reporting on a regular basis, at least annually. The reports are reviewed by the Trustee to ensure they align with the Trustee's policy. Currently, when the investment managers present to the Trustee at a quarterly board meeting, the Trustee asks the investment managers to highlight key voting activity and the impact on the portfolio. The Trustee has a particular focus on votes related to climate change. Over the last 12 months, the Trustee has not actively challenged the manager on its voting activity, as the Trustee had no concerns over LGIM or Aberdeen's voting activities. The Trustee has equity exposure through the following funds: • Legal & General – Diversified • Legal & General – Global Equity Market Weights (30:70) – 75% GBP hedged • Legal & General – Overseas Equity Consensus Index • Legal & General – UK Equity (5% Capped) Passive • Legal & General – World Emerging Markets Equity Index • Aberdeen Standard Life – Managed Voting activity information for funds where the Scheme has equity exposure (where provided) is summarised in the appendix.

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Trustee's Report (continued)
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William Hill Pension Scheme (the "Scheme"): Defined Contribution Section

	Requirement	Summary of Trustee's policy / key extracts from policy	Summary description and evaluation of work undertaken during the Scheme Year
10	Undertaking engagement activities in respect of the investments (including the methods by which, and the circumstances under which, trustees would monitor and engage with relevant persons about relevant matters)	The Trustee considers how ESG, climate change and stewardship is integrated within investment processes in appointing new investment managers and monitoring existing investment managers. This includes the investment managers' policy on voting and engagement *SIP section 6*	Investment managers are expected to provide reporting on a regular basis (at least annually), including stewardship monitoring report which the Trustee will review on a regular basis. As the Scheme invests solely in pooled funds, the Trustee requires their investment managers to engage with the investee companies on their behalf. At present, when the investment managers present to the Trustee, the Trustee asks the investment managers to highlight key engagement activity and the impact the actions have had on the portfolio. The investment adviser will be in attendance at such presentations and the Trustee will look to their adviser to ensure the appropriate questions are asked.
11	How the arrangement with the asset manager incentivises the asset manager to align its investment strategy and decisions with the trustees policies mentioned in sub-paragraph (b) of the legislation [2-8 of this Statement]	Investment managers are appointed based on their capabilities and, therefore, their perceived likelihood of achieving the expected return and risk characteristics required for the asset class or classes they are selected to manage. As the Scheme invests in pooled investment vehicles, the Trustee accepts that it has no direct ability to specify the risk profile and return targets of the manager, but appropriate mandates can be selected to align with the overall investment strategy. *SIP section 7.1*	The manager arrangements were formally assessed as part of the investment strategy review in 2021. These are also assessed on an ongoing basis when concerns are identified. The Trustee believes passive investment is an effective philosophy to implement in the DC default investment strategies as this allows the Scheme's assets to largely align with the returns available from the broad market. The Trustee believes in the history, scale and expertise of LGIM and Aberdeen Standard Life to effectively implement the Trustee's investment strategy. In the year to 30 September 2022, the Trustee discussed the continued appointment of its appointed managers and agreed that the contractual arrangements in place continue to incentivise the managers to make decisions based on medium to long term financial and non-financial performance. This is reviewed as part of the annual VfM assessment which the Trustee reviewed and discussed the pricing arrangement and the medium to long term performance of the investment funds and the managers. Over the period, the Trustee believed that the appointments with its investment managers were consistent with its long-term objectives and no changes were made.

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Trustee's Report (continued)

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William Hill Pension Scheme (the "Scheme"): Defined Contribution Section

	Requirement	Summary of Trustee's policy / key extracts from policy	Summary description and evaluation of work undertaken during the Scheme Year
12	How the arrangement incentivises the asset manager to make decisions based on assessments about medium to long-term financial and non-financial performance of an issuer of debt or equity and to engage with issuers of debt or equity in order to improve their performance in the medium to long-term.	The Trustee's focus is on long term performance but, as noted above, may review a manager's appointment if: • There are sustained periods of underperformance; • There is a change in the portfolio manager or portfolio management team; • There is a change in the underlying objectives of the investment manager; • There is a significant change to the investment consultant's rating of the manager. ***SIP section 7.2***	The manager arrangements are assessed on an ongoing basis; concerns are identified via the quarterly investment performance reports provided by the investment adviser. Additionally, this is reviewed as part of the annual VfM assessment, part of which the Trustee reviewed and discussed the pricing arrangements and the medium to long term performance of the Scheme's investment funds and managers. Most funds have met their long-term objectives, and any manager performance issues are given due attention by the Trustee. The Trustee's focus is on longer term performance, but shorter-term performance is monitored to ensure any concerns can be identified in a timely manner. The Trustee reviews both absolute and relative performance of the investment managers' products (or funds) on a quarterly basis, including assessments of both shorter and longer time horizons. The Trustee is a long-term investor; all funds are open-ended and therefore there is no set duration for manager appointments. The Trustee appoints investment managers based on their capabilities and perceived likelihood of achieving the expected return and risk characteristics required for the asset class for which they were selected. Value for Member is also a key consideration and, as part of the annual VfM assessment, the Trustee reviews investment manager fees and turnover costs .

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William Hill Pension Scheme (the "Scheme"): Defined Contribution Section

	Requirement	Summary of Trustee's policy / key extracts from policy	Summary description and evaluation of work undertaken during the Scheme Year
13	How the method (and time horizon) of the evaluation of the asset manager's performance and the remuneration for asset management services are in line with the Trustee's policies mentioned in sub-paragraph (b) of the legislation [2-8 of this Statement]	The Trustee is a long-term investor and is not looking to change the investment arrangements on a frequent basis. The Scheme is invested in open-ended funds, for which there is no set duration for the manager appointments. ***SIP section 7.4*** The Trustee receives investment manager performance reports on a quarterly basis, which present performance information over a variety of periods. The Trustee reviews the absolute performance, relative performance against a suitable index used as the benchmark, and/or against the managers' stated target performance (over the relevant time period). ***SIP section 7.2***	The Trustee considers a 3 year performance metric as part of its review of the quarterly performance reports for each of the pooled funds in which the Scheme invests. In cases where the pooled funds have not been held for 3 years, performance since inception is provided. The investment managers are remunerated by way of a fee calculated as a percentage of assets under management, and do not have short term performance targets. During the Scheme Year, the Trustee reviewed both short and longer term investment performance at each Trustee meeting via the quarterly performance reports provided by the investment adviser and the annual VfM assessment. The extent to which the aims and objectives of the default investment strategies were being met was also assessed as part of the ongoing investment review. The Trustee is satisfied with the performances of the majority of the funds offered to members. The Trustee, with the help of their investment adviser, takes a long-term view when assessing whether to replace the underlying investment managers, and such decisions would not be made based solely on short-term performance concerns. Instead, changes would be driven by a significant downgrade of the investment manager rating by Mercer's Manager Research Team. This in turn would be due to a significant reduction in Mercer's confidence that the investment manager will be able to perform in line with their fund's mandate over the long term.

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Trustee's Report (continued)
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William Hill Pension Scheme (the "Scheme"): Defined Contribution Section

	Requirement	Summary of Trustee's policy / key extracts from policy	Summary description and evaluation of work undertaken during the Scheme Year
14	How the Trustee monitors portfolio turnover costs incurred by the asset manager, and how they define and monitor targeted portfolio turnover or turnover range.	The Trustee does not analyse portfolio turnover costs in detail. However, in future the Trustee may ask managers to report on portfolio turnover costs. *SIP section 7.3*	Over the year covered by this Statement, the Trustee considered the levels of transaction costs as part of their annual Chair's Statement and VfM assessment. The Trustee found that the transaction costs reported were not unreasonable, but note the challenges in assessing these costs due to the lack of industry-wide benchmarks: • No industry-wide benchmarks for transaction costs exist • The methodology leads to some curious results, most notably "negative" transaction costs • Explicit elements of the overall transaction costs are already taken into account when investment returns are reported, so any assessment must also be mindful of the return side of the costs. Given that the Scheme invests in a range of pooled funds, many of which invest across a wide range of asset classes, the Trustee does not have an overall portfolio turnover target for the Scheme. However, the Trustee will engage with managers if the portfolio turnover is higher than expected as a result of the monitoring undertaken. Explicit elements of the overall transaction costs are already taken into account when investment returns are reported, so any assessment must also be mindful of the return side of the costs.

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Annual Implementation Statement
– Covering 1 October 2021 to 30 September 2022 (The "Scheme Year")
William Hill Pension Scheme (the "Scheme"): Defined Contribution Section

	Requirement	Summary of Trustee's policy / key extracts from policy	Summary description and evaluation of work undertaken during the Scheme Year
15	The duration of the arrangement with the asset manager	The Scheme is invested in open-ended funds, for which there is no set duration for the manager appointments. The Trustee will therefore retain an investment manager unless: • There is a strategic change to the overall strategy that no longer requires exposure to that asset class or manager; • The manager appointed has been reviewed and the Trustee has decided to terminate the mandate. *SIP section 7.4*	As the Trustee is a long-term investor, it aims to minimise change in investment arrangements unless there is a strategic change in the overall strategy or after review, the arrangement is no longer considered optimal. By reviewing the quarterly investment performance reports and the annual VfM assessment with the Scheme's investment adviser, the Trustee believes the current arrangements with the investment managers continue to be appropriate for the Scheme. Therefore, no changes have been made to the list of the Scheme's appointed asset managers.

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Trustee's Report (continued)

Annual Implementation Statement – covering 1 October 2021 to 30 September 2022 (the "Scheme Year")

William Hill Pension Scheme (the "Scheme"): Defined Contribution Section

Appendix

Voting Activity

Voting activity information from each of the underlying investment managers (where provided) over the prior 12 months to 30 September 2022 is summarised in the table below. Where investment managers have not been included, this is due to them not being able to supply voting information at the time of finalising this Statement.

The Trustee expects that Voting activity information from each of the underlying investment managers (where provided) over the prior 12 months to 30 September 2022 is summarised in the table below. Where investment managers have not been included, this is due to them not being able to supply voting information at the time of finalising this Statement.

The Trustee expects that voting rights are exercised by the appointed investment managers in accordance with their own corporate governance policies and taking account of current best practice including the UK Corporate Governance Code and the UK Stewardship Code. The undertaking of engagement activities in respect of investments is also delegated to investment managers. New guidance in this area from the Department of Work and Pensions (DWP) came into effect for schemes with year ends post 1 October 2022, noting that "to the extent this Guidance is non-statutory, trustees are encouraged to consider this Guidance from the date of publication". This guidance requires specific details around why trustees consider votes to be significant, size of the holding, next steps etc. However, where available we have included information on what each fund manager deems a "significant" vote to be.

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Trustee's Report (continued)

Annual Implementation Statement – covering 1 October 2021 to 30 September 2022 (the "Scheme Year")

William Hill Pension Scheme (the "Scheme"): Defined Contribution Section

Appendix (continued)

Voting Activity (continued)

Fund	How many resolutions were you eligible to vote on?	What % of resolutions did you vote on for which you were eligible?	Of the resolutions on which you voted, what % did you vote with management?	Of the resolutions on which you voted, what % did you vote against management?	Of the resolutions on which you voted, what % did you abstain from voting?
L&G Diversified	99,646	99.75%	77.40%	21.86%	0.74%
L&G Global Equity Market Weight (30:70) Index – 75% GBP Hedged	75,194	99.87%	80.4%	18.43%	1.17%
L&G Overseas Equity Consensus Index	64,380	99.86%	78.09%	20.54%	1.37%
L&G UK Equity (5% Capped) Passive	10,741	99.94%	94.04%	5.96%	0.00%
L&G World Emerging Markets Equity Index	35,288	99.97%	78.74%	18.94%	2.32%
Standard Life Managed	1,838	91.73%	89.90%	5.81%	4.39%
Standard Life With Profits and Millennium With Profits	12,968	97.49%	82.13%	17.54%	0.32%

Source: LGIM, Standard Life as at 30 September 2022

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Trustee's Report (continued)

Annual Implementation Statement – covering 1 October 2021 to 30 September 2022 (the "Scheme Year")

William Hill Pension Scheme (the "Scheme"): Defined Contribution Section

Appendix (continued)

Examples of Significant Votes

Fund	Company	Date of vote	How you voted	Vote outcome	Rationale for the voting decision
L&G Global Equity MW(30:70)-75% GBP Hgd	Microsoft Corporation	30/11/2021	Voted against electing Satya Nadella as Director.	Passed	LGIM expects companies to separate the roles of Chair and CEO due to risk management and oversight. LGIM expects a Board to be regularly refreshed in order to maintain an appropriate mix of independence, relevant skills, experience, tenure, and background. LGIM has a longstanding policy advocating for the separation of the roles of CEO and board chair. These two roles are substantially different, requiring distinct skills and experiences. Since 2015 LGIM have supported shareholder proposals seeking the appointment of independent Board Chairs, and since 2020 LGIM are voting against all combined Board Chair/CEO roles. Furthermore, LGIM has published a guide for Boards on the separation of the roles of Chair and CEO (available on LGIM's website), and LGIM has reinforced their position on leadership structures across their stewardship activities – e.g. via individual corporate engagements and director conferences. LGIM considers this vote to be significant as it is linked to an LGIM engagement campaign, in line with the Investment Stewardship team's five-year ESG priority engagement themes.
L&G Diversified Fund	Prologis, Inc,	04/05/2022	Voted against electing Hamid R. Moghadam as Director.	Passed	LGIM expects companies to separate the roles of Chair and CEO due to risk management and oversight. LGIM expects a Board to be regularly refreshed in order to maintain an appropriate mix of independence, relevant skills, experience, tenure, and background. LGIM has a longstanding policy advocating for the separation of the roles of CEO and board chair. These two roles are substantially different, requiring distinct skills and experiences. Since 2015 LGIM have supported shareholder proposals seeking the appointment of independent Board Chairs, and since 2020 LGIM are voting against all combined Board Chair/CEO roles. Furthermore, LGIM has published a guide for Boards on the separation of the roles of Chair and CEO (available on LGIM's website), and LGIM has reinforced their position on leadership structures across their stewardship activities – e.g. via individual corporate engagements and director conferences. LGIM considers this vote to be significant as it is in application of an escalation of their vote policy on the topic of the combination of the board chair and CEO (escalation of engagement by vote).

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Trustee's Report (continued)
Annual Implementation Statement – covering 1 October 2021 to 30 September 2022 (the "Scheme Year")
William Hill Pension Scheme (the "Scheme"): Defined Contribution Section
Appendix (continued)

Examples of Significant Votes

Fund	Company	Date of vote	How you voted	Vote outcome	Rationale for the voting decision
L&G UK Equity (5% Capped) Passive	Standard Chartered Plc	04/05/2022	Voted against approving Net Zero Pathway.	Passed	While Standard Chartered Plc strengthened sector policies and the disclosure of some interim targets for its financed emissions, LGIM is discouraged because these targets only cover the activity of lending related to three sectors, and LGIM is concerned about the ability to achieve 1.5ºC temperature alignment on the proposed pathway. LGIM expects companies to introduce credible transition plans, consistent with the Paris goals of limiting the global average temperature increase to 1.5ºC. LGIM considers this vote to be significant as it is an escalation of their climate-related engagement activity and their public call for high quality and credible transition plans to be subject to a shareholder vote.
L&G World Emerging Markets Equity Index Fund	Yihai Kerry Arawana Holdings Co. Ltd.	09/06/2022	Voted against approving annual report and summary.	Passed	A vote against is applied as the company is deemed to not meet minimum standards with regard to climate risk management. LGIM will continue to engage with the company and monitor progress. LGIM considers this vote to be significant as it is applied under the Climate Impact Pledge, LGIM's flagship engagement programme targeting some of the world's largest companies on their strategic management of climate change.
L&G Overseas Equity Consensus Index	Apple Inc.	04/03/2022	Voted in favour of Reporting on Civil Rights Audit.	Passed	LGIM supports proposals related to diversity and inclusion policies as they consider these issues to be a material risk to companies. LGIM views gender diversity as a financially material issue for their clients, with implications for the assets they manage on the clients' behalf.

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Trustee's Report (continued)
Annual Implementation Statement – covering 1 October 2021 to 30 September 2022 (the "Scheme Year")
William Hill Pension Scheme (the "Scheme"): Defined Contribution Section
Appendix (continued)

Examples of Significant Votes (continued)

Aberdeen Standard Life Managed	Segezha Group PJSC	11/11/2021	Voted against approving remuneration of directors	Against	Standard Life has spoken to the company for better clarity but it is still not clear to them what has actually been done above and beyond the scope of the directors' roles to justify additional pay.
Aberdeen Standard Life With Profits and Millennium With Profits	Carrefour SA	03/06/22	Voted for the approval of Company's Climate Transition Plan	Passed	Overall, Standard Life are supportive of the Company's energy transition strategy and expects the Board and Executive to retain responsibility for strategic oversight and delivery in this area. While further disclosure and targets around the company's Scope 3 emissions would be useful to shareholders, the ambitious Scope 1 and 2 emissions reduction targets alongside the strategy to reduce the business' wider environmental impact warrants a vote in favour of the Climate Transition Plan at this time.

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Trustee's Report (continued)

Report on Actuarial Liabilities

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

Under Section 224 of the Pensions Act 2004, every scheme is subject to the Statutory Funding Objective, which is to have sufficient and appropriate assets to cover its technical provisions. The technical provisions represent the present value of the benefits members are entitled to based on pensionable service to the valuation date, assessed using the assumptions agreed between the Trustee and the Employer and set out in the Statement of Funding Principles, which is available to Scheme members on request.

The most recent full actuarial valuation of the Scheme was carried out as at 30 September 2019.

What is the Scheme's financial position?

The value of the Technical Provisions was:	£453 million
The value of the assets at that date was:	£477 million

This means that there was a surplus of £23.6 million (31 March 2016: £2m surplus).

Method

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

How has the Scheme's financial position changed since the last actuarial valuation?

The latest interim review of the financial position of the Scheme as at 30 September 2021 showed that there was a surplus of £4m (£25m as at 30 September 2020).

How will the surplus be maintained going forward?

The Employer agreed to pay the following amounts to the Scheme:

- Annual Contributions of £1.9m during the period 1 October 2020 to 30 September 2025, in equal monthly instalments of £158,333 towards the cost of life assurance cover and the expenses of operating the Scheme, including levies to the Pension Protection Fund.

To calculate whether there is a surplus or a deficit, assumptions have to be made about what will happen in the future, for example, the rate at which the Scheme's assets will grow. If the assumptions do not all turn out to be exactly right, it may be necessary to change the level of contributions to the Scheme for a deficit to be paid off.

Please be assured that, should there be a deficit, all members who have retired will still receive the full amount of their pension.

In June 2021 the Company paid an additional contribution of £8.6m in order that the Trustee could secure the remaining defined benefit liabilities with an insurance company, Rothesay.

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Trustee's Report (continued)

Report on Actuarial Liabilities (continued)

The main financial assumptions underlying the valuation calculations were:

Discount rate:	
-Pre Retirement (less than 15 years):	0.60% p.a.
-Pre Retirement (greater than 15 years):	0.60% p.a.
-Post Retirement (Pensioners):	0.90% p.a.
-Post Retirement (non-Pensioners):	0.85% p.a.
Price inflation (RPI):	3.20% p.a.
Price inflation (CPI):	2.20% p.a.
Rate of pension increases:	
RPI up to 5% p.a.	3.10% p.a.
CPI up to 3% p.a.	2.10% p.a.
Deferred revaluations:	2.50% p.a.
Allowance for GMP Equalisation	0.3%of liabilities

The next full actuarial valuation of the Scheme is due as at 30 September 2022 and is currently under preparation.

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Trustee's Report (continued)

Statement of Trustee's Responsibilities

The financial statements, which are prepared in accordance with applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice), are the responsibility of the Trustee. Pension scheme regulations require, and the Trustee is responsible for ensuring, that those financial statements:

- show a true and fair view of the financial transactions of the Scheme during the Scheme year and of the amount and disposition at the end of the scheme year of its assets and liabilities, other than liabilities to pay pensions and benefits after the end of the scheme year; and
- contain the information specified in Regulations 3 and 3A of the Occupational Pension Schemes (Requirement to obtain Audited Accounts and a Statement from the Auditor) Regulations 1996, including making a statement whether the financial statements have been prepared in accordance with the relevant financial reporting framework applicable to occupational pension schemes.

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

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

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

The Trustee is responsible under pensions legislation for preparing, maintaining and from time to time revising a Schedule of Contributions showing the 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 adopting risk-based processes to monitor 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 is responsible under pensions legislation for securing that a Schedule of Contributions is prepared, maintained and from time to time revised showing the 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 adopting risk-based processes to monitor 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 is responsible for the maintenance and integrity of the financial information of the Scheme included on the Scheme's website. Legislation in the United Kingdom governing the preparation and dissemination of the financial statements may differ from legislation in other jurisdictions.

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Trustee's Report (continued)

Summary of Contributions

The contributions payable to the Scheme in respect of the year under the Schedule of Contributions dated 30 September 2020 were as follows:

	£'000
Employers' normal contributions	**7,789**
Administration expense contributions	**1,900**
Employees' normal contributions	**5,823**
Total contributions payable under the Schedule	**15,512**
Other contributions:	
Employees' additional voluntary contributions	**1,047**
Additional contributions	**902**
Total other contributions	**1,949**
Total contributions in respect of the year	**17,461**

Date: 27/9/2023	For and on behalf of William Hill Trustee Limited
Date: 29/9/2023	

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Trustee's Report (continued)

Compliance Matters

A copy of the Definitive Trust Deed and Rules and copies of the Trustee's Annual Report and Financial Statements for each Scheme year are available for inspection at 1 Bedford Avenue London, WC1B 3AU.

Active members receive a Benefit Statement each year effective as at 6 April (although they are not issued until later in the year). These give Retirement Plan members an indication of their prospective benefits (based on current earnings) at Normal Retirement Age. Employee Pension Plan and Pension Savings Plan 2001 members receive a statement detailing the current value of their Pension Account (and AVC Account).

Deferred pensioners with protected rights in the Retirement Plan receive a statement each year showing the current value of their protected rights fund.

Members should check their Benefit Statement carefully and let the HR Department or the Group Pensions Department know if they do not understand it, or if any of the data looks incorrect.

We would always hope to be able to resolve questions and complaints informally, but (in accordance with the Pensions Act 1995) the Scheme does have a formal Internal Dispute Resolution Procedure (IDRP). A written copy of this procedure is available from the Group Pensions Department upon request.

Information about the Scheme, including current and previous employers associated with the Scheme and the address at which the Trustee may be contacted, has been registered with the Registrar of Occupational and Personal Pension Schemes, who may be contacted at PO Box 1NN, Newcastle Upon Tyne, NE99 1NN.

The Pensions Regulator is an independent statutory body created under the Pensions Act 2004 to regulate work-based pension schemes. Its objectives are to protect the benefits of Scheme members, to promote good administration and to reduce the risk of schemes defaulting.

The Pension Protection Fund is an independent statutory body, set up to provide compensation to members of eligible defined benefit schemes which have wound-up following employer insolvency with insufficient assets to meet minimum levels of benefit. It is funded by a levy on defined benefit pension schemes.

The Money and Pensions Service ("MaPS")

MaPS is available to assist members and beneficiaries of the Scheme on pension matters and provides information to the public on matters relating to workplace and personal pensions and may be contacted at Money and Pensions Service, 120 Holborn, London, EC1N 2TD

Telephone: 0800 011 3797

Website: https://www.moneyhelper.org.uk

Email: pensions.enquiries@moneyhelper.org.uk

The Pensions Ombudsman, appointed by the Government, may investigate and determine any complaint or dispute of fact or law in relation to the Scheme made or referred to him in accordance with the statutory requirements. The Ombudsman normally requires complainants to have sought assistance from TPAS before he will consider a case.

The Pensions Ombudsman may be contacted at this address:

1st Floor, 10 South Colonnade, Canary Wharf, London, E14 4PU.

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Trustee's Report (continued)

Contact for Further Information

If any active member has any questions with regard to the Scheme, they should in the first instance contact their local HR Department. HR will refer the member to the Group Pensions Department if the member is not happy with the response to their queries (see page 3 for address). Pensioners should address questions to the Group Pensions Department and Deferred Members should contact the administrators:

Capita Pension Solutions Limited
Hartshead House
2 Cutlers Gate
Sheffield
S4 7TL

Email: wmhillpensions@capita.co.uk

 Date: 27/9/2023	For and on behalf of William Hill Trustee Limited
 Date: 29/9/2023	

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DC Governance Statement

William Hill Pension Scheme ('The Scheme')

The Chair's Annual Governance Statement

Introduction

I am pleased to present the Trustee's annual statement of governance for the Defined Contribution ('DC') Section of the Scheme, covering the period 1 October 2021 to 30 September 2022.

Regulations effective from 6 April 2015 require the Trustee of the William Hill Pension Scheme (the 'Trustee' of the 'Scheme') to prepare a statement showing how it has met certain minimum governance standards in relation to Defined Contribution benefits. The Scheme is a hybrid arrangement and as such there are members of the Defined Benefit ('DB') Section who have Additional Voluntary Contributions ('AVCs') with Standard Life and Equitable Life (now Utmost Life and Pensions ('Utmost')) as well as there being members in the Defined Contribution ('DC') Section of the Scheme.

The Scheme's mission is to help members attain a good financial outcome for life after work. This statement describes the work that the Trustee has done to achieve that, and how it seeks to ensure that the Scheme is well-managed and delivers excellent services to members.

Capita Cyber Incident

The Trustee has been working with Capita to complete the Scheme accounts within the statutory seven month deadline. Due to a cyber attack impacting Capita's systems on 31 March 2023, Capita's resourcing and work prioritisation have been impacted as Capita have needed to direct considerable resource in order to respond to the cyber attack. This has led to prolonged delays in providing audit deliverables and as a result, it has not been possible to complete the Scheme audit within the seven month statutory deadline this year. The Trustee has notified the Scheme Actuary of this breach and is liaising with The Pensions Regulator, Information Commissioners Office, Capita and Scheme legal advisers in relation to the impact upon the Scheme and response to the cyber attack. The Trustee continues to monitor and work closely with Capita to ensure that sufficient processes are in place moving forwards and ensure that they are able to meet the statutory deadline for the 2023 Scheme accounts.

This statement covers five key areas:

1. The investment strategy relating to the Scheme's default investment strategies;
2. The processing of core financial transactions;
3. Charges and transaction costs within the Scheme;
4. Value for Members considerations; and
5. The Trustee's compliance with the statutory knowledge and understanding ('TKU') requirements.

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DC Governance Statement (continued)

1. The Scheme's default investment strategies

The assets of the DC Section are invested with Legal & General Investment Management ('LGIM'). Some members also have DB AVC assets in funds managed by Standard Life and Utmost. The DC Section of the Scheme consists of four pools: The Pension Savings Plan 2001 ('PSP'), the Employee Pension Plan ('EPP'), the Transfers In and the AVCs.

The Trustee recognises that members have differing investment needs and that these may change during the course of members' working lives. The Trustee also recognises that members have different attitudes to risk. The Trustee believes that members should make their own investment decisions based on their individual circumstances. The Trustee regards its duty as making available a range of investment options and lifestyle strategies sufficient to enable members to tailor their investment strategy to their own needs.

The Trustee also recognises that members may not believe themselves qualified to take investment decisions. As such the Trustee makes available two default investment strategies – one for PSP members and one for EPP members. The default investment strategies place the emphasis on aiming to deliver a good level of real return over members' working lifetimes (whilst mitigating risk through diversification) and also encompasses de-risking in the years approaching a member's selected target retirement age into asset classes designed to be appropriate for how a member expects to withdraw their benefits in retirement.

In accordance with the Administration Regulations, the Trustee has included as appendix III to this annual report the latest copy of the Statement of Investment Principles (the 'SIP'), dated 13 September 2022. The SIP has been prepared for the Scheme in compliance with Section 35 of the Pensions Act 1995 and regulation 2 / regulation 2A of the Occupational Pension Schemes (Investment) Regulations 2005.

The SIP covers the aims and objectives of the default investment strategies as well as its policies in relation to matters such as risk and diversification. It also states why the Trustee believes the default investment strategies to be designed in members' best interests.

These objectives translate to the following principles:

a. Offering members a 'Lifestyle' approach to the default investment strategies and ensuring that the other investment options including additional lifestyle strategies allow members to plan for retirement;

b. Making available a range of pooled investment funds (asset classes to include equities, bonds and alternatives) and lifestyle strategies which serve to meet the varying investment needs and risk tolerances of Scheme members;

c. Actively managed funds will only be included to the extent that the Trustee has a high level of confidence in the respective investment managers achieving their performance objectives, net of active investment management fees;

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DC Governance Statement (continued)

d. The range of pooled investment funds will have strategies including additional lifestyle strategies that are highly rated by the Trustee's investment adviser unless the Trustee decides there is good reason not to;

e. Providing general guidance as to the purpose of each investment option;

f. Encouraging members to seek financial advice from an appropriate party in determining the most suitable option for their individual circumstances;

g. In determining an appropriate balance between providing flexibility and choice, as well as simplicity and cost control, the Trustee aims to make available a range of options which satisfy the needs of the majority of members.

h. The Trustee regularly reviews the suitability of the options including additional lifestyle strategies provided and from time to time will change or introduce additional fund choices as appropriate.

The Trustee reviewed and updated the SIP on 13 September 2022 to reflect the changes made as part of the triennial investment strategy review that took place in September 2021. The latest SIP dated 13 September 2022 can be found in the appendix of this Statement. The SIP is also available at https://www.williamhillpensions.co.uk/library. Furthermore, this Chair's Statement will be published on the William Hill Pension Scheme website. Both documents will be discoverable by search engines and signposted in the annual benefit statements.

Investment Strategy Review

The Trustee monitors how the funds within the Scheme's default investment strategies (and the wider self-select fund options) have performed against their targets at each quarterly meeting, taking input from its professional investment advisors. The Trustee also maintains a programme of ongoing reviews of the suitability of the default strategies, considering member demographics including contribution rates, how members withdraw benefits at retirement, the ages at which they do so and the size of their funds.

The Trustee discussed the Scheme's investment strategy on 13 September 2021. The discussion also took into account performance in line with the aims and objectives of the Trustee outlined in the default SIP, recent industry retirement trends and member demographics including age and pot size. As a result of this review, the Trustee decided to make the following changes for PSP members invested in the Annuity Lifestyle Strategy:

- New PSP members and PSP members in the growth phase of the default investment strategy (more than 8 years from their target retirement age) will be switched to the Drawdown Lifestyle Strategy.

- PSP members less than eight years from their target retirement age will continue to target annuity purchase at retirement, remaining in the Annuity Lifestyle Strategy.

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DC Governance Statement (continued)

The relevant communications were issued to the members in November 2021. Members may refer to the letter for more details of this change.

Some DB members have chosen to contribute into AVCs which are also managed under the DC Section of the Scheme. Members made their own investment decisions on these AVCs assets. Whilst the Trustee monitors the suitability and the performance of these assets regularly, the discretions are largely governed by the members. No changes were made to the DB Section of the Scheme.

The Trustee currently offers three lifestyle strategies:

- **Drawdown Lifestyle Strategy** - for members planning to leave their DC savings invested and withdraw income flexibly over time. Members who wish to drawdown their savings in retirement would have to transfer their DC savings out of the Scheme at retirement to a drawdown provider. This is the default investment strategy for **PSP** members that were more than 8 years from their target retirement age as at 1 July 2022.

Years to Retirement	LGIM Diversified Fund (%)	LGIM Global Equity Market Weights (30:70) Index Fund – 75% GBP Currency Hedged (%)	LGIM Future World Annuity Aware (%)	LGIM Sterling Liquidity Fund (%)
10	50.00	50.00	0.00	0.00
9	50.00	50.00	0.00	0.00
8	50.00	50.00	0.00	0.00
7	50.00	43.75	6.25	0.00
6	50.00	37.50	12.50	0.00
5	50.00	31.25	18.75	0.00
4	50.00	25.00	25.00	0.00
3	50.00	18.75	25.00	6.25
2	50.00	12.50	25.00	12.50
1	50.00	6.25	25.00	18.75
0	50.00	0.00	25.00	25.00

- **Annuity Lifestyle Strategy** – for those planning to buy a level annuity (a fixed pension income for life) at their target retirement date. This is the default investment strategy for PSP members that did not make their own investment decision and were less than 8 years from their target retirement age as at 1 July 2022.

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DC Governance Statement (continued)

Years to Retirement	LGIM Diversified Fund (%)	LGIM Global Equity Market Weights (30:70) Index Fund – 75% GBP Currency Hedged (%)	LGIM Future World Annuity Aware (%)	LGIM Sterling Liquidity Fund (%)
10	50.00	50.00	0.00	0.00
9	50.00	50.00	0.00	0.00
8	50.00	50.00	0.00	0.00
7	50.00	37.50	12.50	0.00
6	50.00	25.00	25.00	0.00
5	50.00	12.50	37.50	0.00
4	50.00	0.00	50.00	0.00
3	37.50	0.00	56.25	6.25
2	25.00	0.00	62.50	12.50
1	12.50	0.00	68.75	18.75
0	0.00	0.00	75.00	25.00

- **Cash Lifestyle Strategy** - for those planning to take their DC savings as a cash lump sum. This is the default investment strategy for **EPP** members that do not make their own investment decision.

Years to Retirement	LGIM Diversified Fund (%)	LGIM Global Equity Market Weights (30:70) Index Fund – 75% GBP Currency Hedged (%)	LGIM Future World Annuity Aware (%)	LGIM Sterling Liquidity Fund (%)
10	50.0	50.0	0.0	0.0
9	50.0	50.0	0.0	0.0
8	50.0	50.0	0.0	0.0
7	50.0	37.5	12.5	0.0
6	50.0	25.0	25.0	0.0
5	50.0	12.5	37.5	0.0
4	50.0	0.0	50.0	0.0
3	37.5	0.0	37.5	25.0
2	25.0	0.0	25.0	50.0
1	12.5	0.0	12.5	75.0
0	0.0	0.0	0.0	100.0

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DC Governance Statement (continued)

Environmental, Social and Governance Factors in Investments

The Trustee acknowledges the DWP's requirements that came into force on 1 October 2020 that stated the SIP should further set out the Trustee's policy on undertaking stewardship and engagement activities regarding monitoring relevant persons. The Trustee has received training on this topic and has updated the SIP to reflect its ESG beliefs.

In terms of monitoring ESG issues within the current fund range, the Trustee's investment advisor provides ESG fund ratings on a quarterly basis. These ratings represent the extent to which managers integrate ESG factors and active ownership into their core processes.

2. The processing of Scheme financial transactions

As required by the Administration Regulations, the Trustee must ensure that "core financial transactions" are processed promptly and accurately. Core financial transactions are (broadly):

- Investment of contributions made to the Scheme by members and their employer(s);
- Transfers into and out of the Scheme of assets relating to members;
- Switches of members' investments between different funds within the Scheme; and
- Payments from the Scheme to or in respect of members (e.g. payment of death benefits).

The Trustee recognises that delay and error in processing transactions can cause significant losses for members. Delays in processing can also cause members to lose faith in schemes which may in turn reduce their propensity to save and impair future outcomes. The Trustee therefore operates measures and controls aimed at ensuring that all financial transactions (such as benefit payments and switches between funds) are processed promptly and accurately.

The Scheme's administration is outsourced to Capita Employee Benefits Limited ('Capita'). As part of that model, the Trustee has agreed timescales with Capita for the processing of all member-related services, including core financial functions such as benefit quotations, investment switches and benefit payments. These timescales are well within any applicable statutory timescale and are summarised in table 1 below. This records the main measures and controls that the Trustee operates to satisfy themselves that the Scheme's financial transactions are both prompt and accurate, including regular evaluation of Scheme data and reporting of all member complaints to the Trustee. Over the year to 30 September 2022, the average Service Level Agreement (SLA) achievement rate was 99.6%.

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DC Governance Statement (continued)

Table 1: Timescales for benefit processing

Task	Service Level Agreement	Comment
Transfer out	18 working days	Subject to receipt of monies and the Fund Manager's own dealing dates
Transfer in	24 working days	Subject to receipt of monies and the Fund Manager's own dealing dates
Retirement	20 working days	Subject to receipt of monies and the Fund Manager's own dealing dates
Death claim	5 working days	
Investment switch – post or email	8 working days	Subject to receipt of monies and the Fund Manager's own dealing dates

Table 2: Internal Controls

Core financial transaction	Key internal control
Investment switches requested by members	**Promptness** • Administrator's SLA for member initiated switching investments is 1 working day from date of request. • Lifestyle switching is subject to an agreed matrix and is carried out on the 1st day of each quarter (1st January, 1st April, 1st July, 1st October).
	Accuracy • All switches are reconciled by administrator with manager transaction statements. • All members are notified when a member-initiated investment switch is completed. Members are notified when their switch has been completed and provided with a revised unit holding.
Payment of benefits to members, including retirements, transfers and death benefits	**Promptness** • Cash flow preparation includes identification of forthcoming benefit payments • SLAs for core benefit transactions (retirements, deaths and transfers) help ensure that member wishes are known well in advance of benefit payment date. • Annual appraisal of common data helps ensure that member data is accurate, reducing the likelihood of delay from data gaps. • All member complaints must be reported to the Trustee, even where no breach of agreed timescales has occurred. All member complaints are reported to the Trustee via the quarterly administration report regardless of their origin or outcome.
	Accuracy • Administrator operates peer review system for all benefit calculations. • Data accuracy is subject to regular evaluation and updating.

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DC Governance Statement (continued)

Other controls that address the promptness and accuracy of core financial controls include:

- The administrators record all member transactions and benefit processing activities in a work management system which assigns the relevant timescale to the task. They must report quarterly to the Trustee their performance against these agreed timescales. These disclosures are considered by the Trustee at its quarterly meetings.

- The Trustee requires additional disclosures in respect of any transactions and benefit processing activity that have not been completed within the agreed timescales including the cause of the delay, the extent to which agreed timescales were breached and the proposed remedial measures. None of the breaches of agreed timescale during the period covered by this statement are regarded as a matter for significant concern.

Furthermore, in producing the Scheme's Annual Report and Accounts, the Trustee and the Auditor (Grant Thornton UK LLP) also review a sample of core financial transactions. The Auditor also carries out holistic reviews for reasonableness and consistency, and undertakes checks to ensure that the Schedule of Contributions has been adhered to. No issues have been raised by the Auditor.

As part of a wider review of the Scheme's general administration, the Trustee receives the Scheme administrator's assurance report on internal controls, reviewed by Capita's auditor (Ernst Young LLP). For the Scheme Year, the report received covered the period 1 January to 31 December 2021. It was a qualified report but none of the exceptions affected the Scheme. The report included the Independent Service Auditor's opinion that, in all material aspects, its controls were suitably designed and that those tested operated effectively.

Following their monitoring activities, the Trustee was satisfied that there were no significant issues with the core administration functions delivered by Capita for the DC Section over the reporting period of this Statement and that core financial transactions were processed promptly and accurately in the Scheme Year.

3. Charges and transaction costs within the scheme

As required by the Administration Regulations, the Trustee is required to report on the charges and transaction costs for the investments used in the default investment strategies as well as the wider fund choice available and assess the extent to which the charges and costs represent good value for members.

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DC Governance Statement (continued)

The table below shows the Total Expense Ratio ('TER') and the transaction costs for each of the funds underlying the Scheme's default investment strategies as well as the wider self-select fund range and AVC arrangements.

The TER comprises the investment manager's annual charge for managing and operating a fund, but also includes the costs of other services paid for by the fund, such as the legal costs, registration fees and custodian fees. However, it excludes other costs that are also member borne and which can therefore have a negative effect on investment performance such as transaction costs and interest on borrowings.

Transaction costs are the expenses associated with a member trading in and out of a fund as well as the investment manager trading a fund's underlying securities, including commissions' taxes and other fees.

DC Section

LGIM Funds	Scheme TER (% p.a.)	Transaction Cost (% p.a.)
Funds used in the lifestyle strategies (and default investment strategies)		
Global Equity Market Weights 30:70 Index Fund - 75% GBP Currency Hedged	0.128	0.067
Diversified	0.212	-0.016
LGIM - Future World Annuity Aware	0.151	-0.013
Sterling Liquidity	0.135	-0.021
Self-select funds (PSP, EPP, AVCs and Transfers In)		
UK Equity (5% capped) Passive	0.192	0.057
Global Equity Market Weights 30:70 Index Fund - 75% GBP Currency Hedged	0.128	0.067
Overseas Equity Consensus Index	0.154	0.009
World Emerging Markets Equity Index	0.467	0.034
AAA-AA-A Corporate Bond All Stocks Index	0.150	-0.024
Diversified	0.212	-0.016
LGIM - Future World Annuity Aware	0.151	-0.013
LGIM - Future World Inflation Linked Annuity Aware	0.125	-0.034
Property	1.093	-0.253
Sterling Liquidity	0.135	-0.021

Source: Legal & General, as at 30 of June 2022

Due to the way in which transaction costs are calculated, they can be negative or positive in nature; a negative figure is effectively a gain from trading activity, whilst a positive figure is effectively a cost from trading activity.

The Trustee benchmarks LGIM's charges against comparable alternatives and has negotiated with LGIM accordingly. It regards this process as fundamental to its mission of helping members achieve good outcomes, given the potential for investment-related charges to erode members' fund sizes. At the same time, the Trustee does not regard value as solely about achieving the lowest costs - rather, it is a measure of the extent to which economic outlays (or 'price') are converted to provide the performance targets (or 'performance') for members that the Trustee seeks to achieve.

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DC Governance Statement (continued)

Standard Life AVC funds

Standard Life Funds	Scheme TER (% p.a.)	Transaction Cost (% p.a.)
Managed	**1.02**	*

As at 30 September 2022.
**Transaction costs were requested but not available at the time of writing.*

Members also received further discounts from Standard Life based on the following fund value structure for the managed fund:

Fund Value Threshold (£)	Rate (% p.a.)
0	0.0
10,000	0.1
20,000	0.2

Members also have investments in With Profits funds with Standard Life via the AVC section. The actual performance received by members, net of charges, is only ever known upon maturity/surrender, after any augmentation for guaranteed terms and after the effect of 'smoothing'. Payouts on surrender and maturity will reflect all charges incurred, though they are not separately identified.

With-Profits Funds

There is no explicit fund management charge for the Standard Life Millennium (With Profits) and Standard Life With Profits funds. Standard Life confirmed they are unable to provide Transaction Costs for With Profits funds.

Utmost AVC Fund

Utmost Funds	Scheme TER (% p.a.)	Transaction Cost (% p.a.)
Money Market Fund	0.50	0.0151

Source: Utmost Life & Pensions, as at 30 June 2022.

Reporting of Costs and Charges

Using the charges and transaction cost data provided by LGIM and Standard Life Investments, and in accordance with regulation 23(1)(ca) of the Administration Regulations, as inserted by the 2018 Regulations, the Trustee has prepared illustrations detailing the impact of the costs and charges typically paid by members of the Scheme on their retirement savings pots. The statutory guidance provided has been considered when providing these examples.

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DC Governance Statement (continued)

The below illustration has taken into account the following elements:

- Savings pot size;
- Contributions;
- Real terms investment return gross of costs and charges;
- Adjustment for the effect of costs and charges; and
- Time.

Due to the diverse Scheme demographics, the Trustee has presented two sets of illustrations to represent the members in the PSP and EPP. For the first set, the Trustee has based this on the youngest member at age 23 (PSP) and 19 (EPP), using a starting pot size of £14,200 and £1,340 respectively. These figures are based on the median pension size of the youngest 10% of memberships in PSP and EPP. It is also assumed that members contribute £6,600 and £1,139 annually for PSP and EPP respectively. These values are based on the median pension contribution of the youngest 10% of the memberships in the respective sections.

The second set is based on a “typical member” in both the PSP and EPP arrangements, starting from age 46 and 38 respectively based on the average age of the PSP and EPP members collectively, with a starting pot size of £48,910 and £6,610 respectively. These figures are based on the average pension size of the respective membership group. It is also assumed that members contribute £5,814 and £1,387 annually for PSP and EPP respectively. These values are based on the average pension contribution of the active members in the respective sections.

Other than the illustration of the most popular fund/arrangement (in this case the default investment strategies for the respective sections), the illustration also should show a representative range of assumed investment returns and charges (in respect of both DC and AVC investments), including the funds with the lowest charge and highest charge respectively.

With exception of the default investment strategies, we have used the member assumptions of the EPP section for the “youngest” and “typical” member to prepare the illustrations, as the EPP population represents the majority of the DC Scheme membership.

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DC Governance Statement (continued)

PSP Youngest Member:

Year End	Age	Default investment strategy: Drawdown Lifestyle Strategy		Most expensive fund: Property Fund		Least expensive fund: LGIM - Future World Inflation Linked Annuity Aware	
		No Charges	Charges deducted	No Charges	Charges deducted	No Charges	Charges deducted
1	24	£21,191	£21,150	£21,015	£20,786	£20,577	£20,550
6	29	£58,608	£58,128	£56,391	£53,856	£51,245	£50,969
11	34	£100,477	£99,107	£94,033	£87,165	£79,980	£79,284
16	39	£147,330	£144,520	£134,088	£120,714	£106,904	£105,639
21	44	£199,758	£194,847	£176,709	£154,505	£132,129	£130,171
26	49	£258,426	£250,620	£222,062	£188,539	£155,765	£153,006
31	54	£324,077	£312,428	£270,321	£222,819	£177,910	£174,261
36	59	£397,540	£380,924	£321,672	£257,346	£198,659	£194,045
41	64	£473,464	£450,896	£376,315	£292,122	£218,100	£212,460
42	65	£486,555	£462,810	£387,656	£299,107	£221,838	£215,988

PSP Typical Member:

Year End	Age	Default investment strategy: Drawdown Lifestyle Strategy		Most expensive fund: Property Fund		Least expensive fund: LGIM - Future World Inflation Linked Annuity Aware		Legacy investment strategy - Annuity Strategy	
		No Charges	Charges deducted	No Charges	Charges deducted	No Charges	Charges deducted	No Charges	Charges deducted
1	47	£55,897	£55,788	£55,369	£54,764	£54,057	£53,985	£55,897	£55,788
4	50	£77,825	£77,292	£75,233	£72,375	£69,100	£68,783	£77,825	£77,292
9	55	£117,826	£116,214	£110,030	£101,897	£92,902	£92,073	£117,826	£116,214
14	60	£160,517	£157,333	£147,057	£131,632	£115,204	£113,751	£159,698	£156,720
15	61	£168,554	£165,017	£154,743	£137,604	£119,493	£117,904	£167,136	£163,954
16	62	£176,240	£172,345	£162,524	£143,586	£123,726	£121,997	£174,038	£170,685
17	63	£183,530	£179,275	£170,403	£149,575	£127,904	£126,032	£180,349	£176,863
18	64	£190,380	£185,766	£178,381	£155,574	£132,029	£130,009	£186,020	£182,442
19	65	£196,749	£191,782	£186,458	£161,581	£136,100	£133,930	£191,008	£187,383

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DC Governance Statement (continued)

EPP Youngest Member:

Year End	Age	Default investment strategy: Cash Lifestyle Strategy		Most expensive fund: Property Fund		Least expensive fund: LGIM - Future World Inflation Linked Annuity Aware	
		No Charges	Charges deducted	No Charges	Charges deducted	No Charges	Charges deducted
1	20	£2 522	£2 517	£2 502	£2 475	£2 455	£2 452
6	25	£8 845	£8 776	£8 536	£8 175	£7 818	£7 778
11	30	£15 920	£15 714	£14 957	£13 916	£12 842	£12 736
16	35	£23 838	£23 401	£21 789	£19 699	£17 550	£17 351
21	40	£32 698	£31 921	£29 059	£25 523	£21 961	£21 646
26	45	£42 612	£41 363	£36 795	£31 390	£26 094	£25 645
31	50	£53 707	£51 826	£45 026	£37 298	£29 966	£29 366
36	55	£66 121	£63 422	£53 785	£43 250	£33 595	£32 830
41	60	£77 927	£74 299	£63 105	£49 244	£36 994	£36 055
42	61	£79 420	£75 637	£65 040	£50 448	£37 648	£36 672
43	62	£80 479	£76 570	£66 999	£51 653	£38 293	£37 281
44	63	£81 092	£77 087	£68 982	£52 861	£38 930	£37 881
45	64	£81 252	£77 181	£70 990	£54 070	£39 559	£38 473
46	65	£80 960	£76 857	£73 023	£55 281	£40 179	£39 056

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DC Governance Statement (continued)

EPP Typical Member:

Year End	Age	Default investment strategy: Cash Lifestyle Strategy		Most expensive fund: Property Fund		Least expensive fund: LGIM - Future World Inflation Linked Annuity Aware	
		No Charges	Charges deducted	No Charges	Charges deducted	No Charges	Charges deducted
1	39	£8,162	£8,146	£8,088	£7,999	£7,903	£7,893
2	40	£9,749	£9,714	£9,584	£9,391	£9,180	£9,158
7	45	£18,244	£18,056	£17,350	£16,378	£15,320	£15,217
12	50	£27,749	£27,301	£25,614	£23,415	£21,073	£20,856
17	55	£38,386	£37,546	£34,408	£30,503	£26,463	£26,106
22	60	£48,999	£47,656	£43,765	£37,643	£31,513	£30,992
23	61	£50,609	£49,171	£45,707	£39,077	£32,484	£31,928
24	62	£51,945	£50,423	£47,674	£40,513	£33,443	£32,850
25	63	£52,991	£51,397	£49,665	£41,951	£34,389	£33,760
26	64	£53,735	£52,083	£51,681	£43,391	£35,323	£34,656
27	65	£54,170	£52,477	£53,722	£44,833	£36,245	£35,540

Notes:

1. Projected pension pot values are shown in today's terms, and do not need to be reduced further for the effect of future inflation.
2. The transaction costs are an average of the years for which data is available (up to four years).
3. Values are estimates and are not guaranteed.
4. The projected growth rates use the same underlying SMPI assumptions plus any transaction costs.
5. The projected growth rate (SMPI only) for each fund are as follows:
   i. PSP Default Investment Strategy: 2.27% p.a. before de-risking to 0.29% p.a. at the end of the de-risking phase, gross expected real return above inflation;
   ii. EPP Default Investment Strategy: 2.27% p.a. before de-risking to -1.75% p.a. at the end of the de-risking phase, gross expected real return above inflation;
   iii. Most Expensive – LGIM Property Fund: 1.25% p.a. gross expected real return above inflation;
   iv. Least Expensive – LGIM Future World Inflation Linked Annuity Aware: 1.29% p.a. gross expected real return below inflation;
   v. PSP Legacy Investment Strategy: 2.27% p.a. before de-risking to -0.44% p.a. at the end of de-risking phase, gross expected real return above inflation.
6. The Transaction Costs relate to the actual transaction costs incurred in the Scheme Year. Negative transaction costs are assumed 0% as a prudent measure.

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DC Governance Statement (continued)

4. Return on Investments

The Occupational Pension Schemes (Administration, Investment, Charges and Governance) (Amendment) Regulations 2021 ('the 2021 Regulations') introduce new requirements for trustees of "relevant" occupational pension schemes.

From 1 October 2021 trustees of all relevant pension schemes are required to calculate and state the return on investments from their default investment strategies and self-select funds, net of transaction costs and charges. This information must be recorded in the annual chair's statement and published on a publicly accessible website. This Statement confirms that the statutory guidance has been followed for the Scheme.

The tables below show performance, net of all charges and transaction costs, for members invested in PSP and EPP default investment strategies:

PSP's Default Investment Strategy: Drawdown Lifestyle

PSP's Default Investment Strategy – Drawdown	Annualised returns to 30 September 2022 (%)	
Age of the member at start of period	**1 year**	**5 years**
25	- 9.7	4.2
45	- 9.7	4.2
55	- 9.7	2.9

Source: LGIM
Performance shown net of all charges and transaction costs. Performance has been calculated based on a fixed weighted average of underlying fund performance in the lifestyle, with the weightings as at the ages shown. This strategy englobe every PSP new member and all the members that had more than 8 years until the selected retirement age. Therefore, the return is expected to be consistent over the ages shown.

PSP's Legacy Default Investment Strategy: Annuity Lifestyle

PSP's Legacy Default Investment Strategy – Annuity Path	Annualised returns to 30 September 2022 (%)	
Age of the member at start of period	**1 year**	**5 years**
25	- 9.7	4.2
45	- 9.7	4.2
55	- 9.7	1.7

Source: LGIM
Performance shown net of all charges and transaction costs. Performance has been calculated based on a fixed weighted average of underlying fund performance in the lifestyle, with the weightings as at the ages shown. This strategy englobes every PSP members that had less than 8 years to retirement at 1/1/2022 remain in the Annuity lifestyle. Therefore, the return is expected to be consistent over the ages shown.

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DC Governance Statement (continued)

EPP's Default Investment Strategy: Cash Lifestyle

EPP's Default Investment Strategy – Cash Path	Annualised returns to 30 September 2022 (%)	
Age of the member at start of period	**1 year**	**5 years**
25	- 9.7	4.2
45	- 9.7	4.2
55	- 9.7	1.7

Source: LGIM
Performance shown net of all charges and transaction costs. Performance has been calculated based on a fixed weighted average of underlying fund performance in the lifestyle, with the weightings as at the ages shown. This strategy englobes all EPP members. Therefore, the return is expected to be consistent over the ages shown.

Self-Select Funds

The tables below show performance, net of all charges and transaction costs, for members that decided to invest and selected the funds by themselves:

Self-Select Fund	Annualised returns to 30 September 2022 (%)	
	1 year	**5 years**
UK Equity (5% Capped) Passive	- 4.7	2.3
Global Equity Market Weights 30:70 Index Fund - 75% GBP Currency Hedged	- 10.5	5.1
Overseas Equity Consensus Index	- 4.1	8.9
World Emerging Markets Equity	- 9.1	2.9
AAA-AA-A Corporate Bond All stocks Index	- 20.5	- 2.4
Diversified	- 9.0	3.0
Future World Annuity Aware	- 30.4	- 4.2
Future World Inflation Linked Annuity Aware	- 30.2	- 3.5
Property	13.9	6.0
Sterling Liquidity	0.6	0.4

Source: LGIM
Performance shown net of all charges and transaction costs.
Performance of standalone self-select options is independent of age.

There are some members of DB section that started to contribute into Additional Voluntary Contributions (AVCs) under the DC section of the Scheme. The following section notes the annualized return of the AVCs funds available:

Fund	Annualised returns to 30 September 2022 (%)	
	1 year	**5 years**
Standard Life Managed Pension Fund	-8.2	2.9
Standard Life Millennium (With Profits) Fund*	-5.0	1.9
Standard Life With Profits Fund*	-12.5	-0.5

Source: Standard Life
Performance shown net of all charges and transaction costs for the Managed Pension Fund.
Performance for the With-Profits funds are shown gross of all charges. Note these are unsmoothed returns meaning they do not allow for tax, charges or expenses.

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DC Governance Statement (continued)

5. Value for Members considerations

The Trustee is committed to ensuring that members receive good value in respect of the DC and AVC arrangements in place within the Scheme. In conjunction with their professional advisors, they undertook a value for members assessment, in accordance with regulation 25(1)(b). The assessment was presented to the Trustee at the 30 March 2023 meeting, covering the period 1 October 2021 to 30 September 2022.

Therefore, the Trustee assessment examines the current investment management charges relative to fees charged on DC investment platforms, Mercer Manager Research Ratings and historical performance. The review concluded that the Scheme's overall DC benefits and options represent **good value for money** in comparison to the costs payable by members. The reasons underpinning this conclusion include:

Price – reasonable value for money

- The underlying funds that form the default investment strategies are all competitively priced and sit well below the charge cap of 0.75%;
- 5 of the 10 funds sit within the median to upper quartile range of their respective peer groups. We propose engaging with LGIM on whether they would consider a fee reduction;
- Due to increasing assets under management and competing industry pressures, index providers have continued to make passive funds available at more competitive prices resulting in tighter quartile ranges in this year's assessment.
- Overall, we propose engaging with LGIM on whether they would consider a fee reduction for those funds that sit above the median for their respective peer groups.

Productivity – good value for money

- The Company pays for all administration, member communication and advisory costs associated with operating the Scheme.
- The Trustee has appointed a specialist pensions communication agency to help it develop a communications strategy.
- The Trustee may wish to consider obtaining member feedback on communications to determine areas for improvement.

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DC Governance Statement (continued)

As mentioned previously some members also have AVC assets in funds managed by Standard Life, Utmost and LGIM. The 2022 assessment concluded that the Standard Life Managed Fund provided reasonable value for money when taking into account the charges paid by members.

Assessing the value for money of a With-Profits fund is directly related to an individual's attitude towards, and capacity for, investment risk. An individual may find comfort in the fact that a with-profits fund provides guarantees; whether that is a guaranteed pension, investment return or "just" capital security. Therefore, we consider it inappropriate to reach a general conclusion on value for money from the With-Profits Funds, as this will vary by member.

The Pensions Regulator expects trustees to have an understanding of the types and levels of transaction costs that are incurred by different investments and include them in a Value for Members' assessment. However, no assessment of value in relation to transaction costs has been undertaken at this time, due to the absence of wider market data that would enable appropriate comparative assessment. The Trustee intends to build transaction costs into future Value for Member assessments when this data is available.

6. Trustee's Knowledge and Understanding (TKU)

In accordance with sections 247 and 248 of the Pensions Act 2004, the Trustee Directors are required to maintain an appropriate level of knowledge and understanding which, together with professional advice that is available to them, enables them to properly exercise their functions and duties in relation to the Scheme.

The Trustee board currently comprises three Trustee Directors, with two being member-nominated and one Independent Trustee.

The Independent Trustee, Dalriada Trustees Limited, represented by Judith Fish, has over 29 years of experience in the pensions industry. In addition to her Scheme conversance (as detailed below), she is also a qualified actuary. The board benefits from the range of her experience in the pensions arena, which enables her to challenge the Trustee's advisors.

The Trustee Directors must also be conversant with the Scheme's own documentation. These are described in legislation as the Trustee Memorandum and Articles of Association, Trust Deed and Rules, Statement of Investment Principles. The Trustee Directors must also be conversant with any other document recording current policy relating to the Scheme generally. The Pensions Regulator interprets 'conversant' as having a working knowledge of those documents such that the Trustee is able to use them effectively when they are required to do so in the course of carrying out their duties on behalf of the Trustee.

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DC Governance Statement (continued)

This requirement has been met during the course of the Scheme Year as the Trustee Directors have undertaken ongoing training, both as a group and individually to keep abreast of relevant developments. During the year, the Trustee completed the following:

Requirement	How met
Trustees must have sufficient knowledge and understanding of the law relating to pensions and trusts and the relevant principles relating to the funding and investment of occupational pension schemes	The Trustee Directors consider their annual training plan on a quarterly basis at each meeting, which includes specific consideration of whether any further training is required in respect of these statutory areas. In addition, the Trustee Directors receive updates from their advisors at regular Trustee meetings and throughout the year to keep abreast of recent developments in these areas. They are also required to complete the Pension Regulator's Trustee Tool Kit and any new/revised relevant modules released. At each of their meetings, the Trustee Directors consider a report that summarises forthcoming changes to regulations, their potential impact on the Scheme and the actions that are required to ensure compliance. The Trustee view these regular and ongoing training opportunities as an essential part of expanding their combined knowledge to exercise their functions as Trustee of the Scheme. During the Scheme Year the Trustee Directors undertook ongoing training both as a group within the regular meetings and individually including: - Considered the Scheme's investment strategy including the investment process and potential members' outcomes. - Briefings on forthcoming changes to Pensions law and their possible impact on the Scheme, for example, New Transfer Regulations, DWP's stronger nudge to pensions guidance, and Pensions Dashboard. - Publication of Scheme documents on a publicly accessible website and illustration of costs and charges. - Regular training on the financial principles and philosophy from investment managers, for example, buy-out training in order to develop projects with Capita. - Investment market update on recent events, for example, Ukraine conflict and China/Taiwan conflict.
Trustees must have a working knowledge of the Scheme's own documentation including the Trust Deed and Rules, the current Statement of Investment Principles and of all documents setting out the trustees' current policies	The Trustee Directors undertake an annual evaluation of training requirements, which includes specific consideration of whether any further training is required in respect of these documents, further details are outlined in the last section of the table. The Trustee Directors have access to all key Scheme documentation and as part of their gap analysis a number of the Trustee Directors will be reviewing the Scheme documentation. During the Scheme Year the Trustee Directors: - Reviewed the DC Section of the Scheme's Statement of Investment Principles (SIP) in September 2022 and updated it in light of the new requirements around investment manager stewardship and engagement. - The Trustee has prepared an Implementation Statement in light of the regulatory requirements to include in the latest Annual Trustee Report and Account. - As per the Business Plan the Trustee reviewed the Scheme documents incrementally on a quarterly basis. - Reviewed the member's annual benefit statements. - Reviewed the Chair's Statement layout and considered publication of corresponding Scheme documents. - Exercised their discretion regarding member cases, liaising with their lawyers and referring to Scheme Trust Deed and Rules as appropriate. - Reviewed the CMA Objectives which were signed on 5 November 2022. - The risk register is included in each Trustee Meeting pack, which sets out the potential risks and steps the Trustee has taken to mitigate those risks. The last review was on 7 December 2022.

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DC Governance Statement (continued)

Requirement	How met
Knowledge and resources generally	The Trustee Board comprises individuals with diverse professional skills and experiences, reflecting the varied nature of the challenges that its governance must address. The Trustee's pension advisors attend each of their quarterly meetings and input into the agenda. They also help the Trustee prepare its annual business plan. The Trustee's investment advisor reports quarterly on the performance of the Scheme's investments and on their views regarding the Scheme's funds and their managers. The Trustee regularly receive email bulletins and quarterly updates from its advisors including the latest developments affecting money purchase benefits and industry trends, as a mean to upkeep the Trustee's regulatory knowledge and understanding. The Trustee believes that their combined knowledge and understanding, together with the available advice, enables them to properly exercise their function.

The table above shows how these duties have been fulfilled and how the combined knowledge and understanding, together with the advice which is available to the Trustee Directors, enables them to properly exercise their duties and responsibilities.

As part of the evaluation of the performance and effectiveness of the board as a whole, all of the Trustee Directors in office during the period have completed the Pension Regulator's Trustee Toolkit. New Trustee Directors are required to complete the toolkit within six months of their appointment.

Taking into account the various reviews and actions carried out by the trustee body, and the professional advice available to them, the Trustee Board consider they are properly enabled to exercise their function as Trustee of the Scheme.

The Trustee will also, on an ongoing basis, review and assess whether the systems, processes and controls across key governance functions are consistent with those set out in the Pensions Regulator's Code of Practice 13.

Chair's declaration

I confirm that the above statement has been produced by William Hill Trustee Limited.

Signature: _____

Judith Fish
for Dalriada Trustees Limited
Chair of William Hill Trustee Limited
Trustee of the William Hill Pension Scheme

Date: 26/9/2023

See Appendix III

I. Statement of Investment Principles

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Actuary's Certification of the Schedule of Contributions

CERTIFICATE OF SCHEDULE OF CONTRIBUTIONS

Name of the Scheme	William Hill Pension Scheme

Adequacy of rates of contributions

1. I certify that, in my opinion, the rates of contributions shown in this schedule of contributions are such that the statutory funding objective can be expected to continue to be met for the period for which the schedule is to be in force.

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 September 2020.

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	
Name	A R Cook
Date of signing	30 September 2020
Qualification	Fellow of the Institute and Faculty of Actuaries
Name of employer	Mercer Limited
Address	One Christchurch Way, Woking, Surrey GU216JG

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Independent Auditor's Statement about Contributions to the Trustee of William Hill Pension Scheme

We have examined the summary of contributions to the William Hill Pension Scheme (the 'Scheme') for the scheme year ended 30 September 2022 which is set out in the Trustee's report on page 55.

In our opinion, contributions for the Scheme year ended 30 September 2022 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 30 September 2020.

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.

Respective responsibilities of Trustee and auditor

As explained more fully in the statement of Trustee's responsibilities set out on page 54, the Trustee is responsible for preparing, and from time to time reviewing and if necessary, revising a Schedule of Contributions 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.

Use of our statement

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 Trustee those matters we are required to state to them 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 Trustee as a body, for our work, for this statement, or for the opinions we have formed.

Grant Thornton UK LLP
Statutory Auditor, Chartered Accountants
Leeds

Date: 29/9/2023

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Independent Auditor's Report to the Trustee of William Hill Pension Scheme

Opinion

We have audited the financial statements of the William Hill Pension Scheme (the 'Scheme') for the year ended 30 September 2022, which comprise the fund account, the statement of net assets available for benefits and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- show a true and fair view of the financial transactions of the Scheme during the year ended 30 September 2022, 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 year;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- contain the information specified in Regulations 3 and 3A of the Occupational Pension Schemes (Requirement to obtain Audited Accounts and a Statement from the Auditor) Regulations 1996, made under the Pensions Act 1995.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the 'Auditor's responsibilities for the audit of the financial statements' section of our report. We are independent of the Scheme in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We are responsible for concluding on the appropriateness of the Trustee's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Scheme's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify the auditor's opinion. Our conclusions are based on the audit evidence obtained up to the date of our report. However, future events or conditions may cause the Scheme to cease to continue as a going concern.

In our evaluation of the Trustee's conclusions, we considered the inherent risks associated with the Scheme's operating model including effects arising from micro-economic uncertainties such as the effects of the economic policies announced by the UK Government in September 2022 and the cost of living crisis, we assessed and challenged the reasonableness of estimates made by the Trustee and the related disclosures and analysed how those risks might affect the Scheme's financial resources or ability to continue operations over the going concern period.

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Independent Auditor's Report to the Trustee of William Hill Pension Scheme (continued)

Conclusions relating to going concern (continued)

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

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

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

Other information

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

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of the Trustee for the financial statements

As explained more fully in the Statement of Trustee's responsibilities set out on page 54, the Trustee is responsible for the preparation of financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Trustee determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Trustee is responsible for assessing the Scheme's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Trustee either intends to wind up the Scheme, or has no realistic alternative but to do so.

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Independent Auditor's Report to the Trustee of William Hill Pension Scheme (continued)

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below:

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the scheme and determined that the most significant are the Pensions Acts 1995 and 2004 and those that relate to the reporting frameworks (Occupational Pension Schemes (Requirement to obtain Audited Accounts and a Statement from the Auditor) Regulations 1996, Financial Reporting Standard 102 (FRS 102) and the Statement of Recommended Practice "Financial Reports of Pension Schemes" 2018 ("the SORP"). In addition, we concluded that there are certain significant laws and regulations that may have an effect on the determination of the amounts and disclosures in the financial statements and those laws and regulations such as, the Pensions Regulator's Codes of Practice and relevant compliance regulations (including the Annual Pensions Bill and tax legislation) under which the Scheme operates.
- We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our sector experience and through discussion with management, the Trustee and from inspection of Trustee board minutes and legal and regulatory correspondence. We discussed the policies and procedures regarding compliance with laws and regulations with the Trustee.
- We assessed the susceptibility of the Scheme's financial statements to material misstatement due to irregularities including how fraud might occur. We evaluated management's incentives and opportunities for manipulation of the financial statements and determined that the principal risks were in relation to the risk of management override of controls through posting inappropriate journal entries to manipulate net assets and potential bias in the choice of assumptions used and judgements made in the inputs to the valuation of the insurance policies. Our audit procedures included:
    - Evaluation of the design effectiveness of controls that the Trustee has in place to prevent and detect fraud;
    - Journal entry testing, with a focus on large journals and those journals with unusual account combinations or posted to suspense accounts;
    - Use of our internal experts to challenge the reasonableness of the insurance policy valuations at the year end produced by the Trustee's valuation experts; and
    - Obtaining independent confirmations of material investment valuations and cash balances at the year end.

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Independent Auditor's Report to the Trustee of William Hill Pension Scheme (continued)

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

In addition, we completed audit procedures to conclude on the compliance of disclosures in the annual report and accounts with applicable financial reporting requirements.

- These audit procedures were designed to provide reasonable assurance that the financial statements were free from fraud or error. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error and detecting irregularities that result from fraud is inherently more difficult than detecting those that result from error, as fraud may involve collusion, deliberate concealment, forgery or intentional misrepresentations. Also, the further removed non-compliance with laws and regulations is from events and transactions reflected in the financial statements, the less likely we would become aware of it.
- All team members are qualified accountants or working towards that qualification and are considered to have sufficient knowledge and experience of schemes of a similar size and complexity, appropriate to their role within the team. The engagement team are required to complete mandatory pensions sector training on an annual basis, thus ensuring they have sufficient knowledge and of the sector the underlying applicable legislation and related.

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

Use of our report

This report is made solely to the Scheme's 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 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's Trustee as a body, for our audit work, for this report, or for the opinions we have formed.

Grant Thornton UK LLP
Statutory Auditor, Chartered Accountants
Leeds

Date: 29/9/2023

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Fund Account for the Year Ended 30 September 2022

		Defined Benefit Section 2022 £'000	Defined Contribution Section 2022 £'000	Total 2022 £'000	Total 2021 £'000
Contributions and Benefits					
Employer Contributions		**1,900**	**8,691**	**10,591**	18,268
Employee Contributions		**-**	**6,870**	**6,870**	6,228
Total Contributions	6	**1,900**	**15,561**	**17,461**	24,496
Transfers In	7	**-**	**76**	**76**	244
Other Income	8	**454**	**747**	**1,201**	1,348
		2,354	**16,384**	**18,738**	26,088
Benefits Paid or Payable	9	**(12,937)**	**(4,619)**	**(17,556)**	(17,749)
Payments to and on Account of Leavers	10	**(363)**	**(4,474)**	**(4,837)**	(11,060)
Administrative Expenses	11	**(1,533)**	**-**	**(1,533)**	(1,807)
Other Payments	12	**(972)**	**-**	**(972)**	(946)
		(15,805)	**(9,093)**	**(24,898)**	(31,562)
Net (Withdrawals)/Additions from Dealings with Members		**(13,451)**	**7,291**	**(6,160)**	(5,474)
Returns on Investments					
Investment Income	13	**14,972**	**-**	**14,972**	9,035
Change in Market Value of Investments	14	**(85,473)**	**(24,583)**	**(110,056)**	(25,561)
Investment Management Expenses	15	**(3)**	**(285)**	**(288)**	(416)
Net Returns on Investments		**(70,504)**	**(24,868)**	**(95,372)**	(16,942)
Net (Decrease) in the Fund During the Year		**(83,955)**	**(17,577)**	**(101,532)**	(22,416)
Transfer Between Sections*	29	**(2,545)**	**2,545**	**-**	-
Net Assets of the Scheme at Start of Year		**410,491**	**231,432**	**641,923**	664,339
Net Assets of the Scheme at End of Year		**323,991**	**216,400**	**540,391**	641,923

The accompanying notes on pages 86 to 107 are an integral part of these financial statements.

*The Transfer Between Sections relates to additional contributions paid from the Defined Benefit section to the Defined Contribution section.

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Statement of Net Assets available for Benefits

As at 30 September 2022

	Note	Defined Benefit Section 2022 £'000	Defined Contribution Section 2022 £'000	Total 2022 £'000	Total 2021 £'000
Investment Assets:					
Pooled Investment Vehicles	16	**484**	**214,276**	**214,760**	229,409
Insurance Policies	17	**318,000**	**-**	**318,000**	407,000
AVC Investments	18	**415**	**-**	**415**	384
Total Investments		**318,899**	**214,276**	**533,175**	636,793
Current Assets	22	**5,442**	**2,501**	**7,943**	6,997
Current Liabilities	23	**(350)**	**(377)**	**(727)**	(1,867)
Total Net Assets of the Scheme available for Benefits		**323,991**	**216,400**	**540,391**	641,923

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 takes into account such obligations for the Defined Benefit section, is dealt with in the Report on Actuarial Liabilities on pages 52 and 52 of the Annual Report and these financial statements should be read in conjunction with this report.

The notes on pages 86 to 107 form an integral part of these financial statements.

These financial statements were approved by the Trustee:

Date: 27/9/2023	For and on behalf of William Hill Trustee Limited
Date: 29/9/2023	

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Notes to the Financial Statements

1. Comparative disclosures for the Fund Account and Statement of Net Assets

Fund Account for the Year Ended 30 September 2021

		Defined Benefit Section 2021 £'000	Defined Contribution Section 2021 £'000	Total 2021 £'000
Contributions and Benefits				
Employer Contributions		10,500	7,768	18,268
Employee Contributions		-	6,228	6,228
Total Contributions	6	10,500	13,996	24,496
Transfers In	7	-	244	244
Other Income	8	355	993	1,348
		10,855	15,233	26,088
Benefits Paid or Payable	9	(13,464)	(4,285)	(17,749)
Payment to and on Account of Leavers	10	(4,901)	(6,159)	(11,060)
Administrative Expenses	11	(1,807)	-	(1,807)
Other Payments	12	(946)	-	(946)
		(21,118)	(10,444)	(31,562)
Net (Withdrawals)/Additions from Dealings with Members		(10,263)	4,789	(5,474)
Returns on Investments				
Investment Income	13	9,035	-	9,035
Change in Market Value of Investments	14	(60,356)	34,795	(25,561)
Investment Management Expenses	15	(135)	(263)	(416)
Net Returns on Investments		(51,474)	34,532	(16,942)
Net (Decrease)/Increase in the Fund During the Year		(61,737)	39,321	(22,416)
Transfer Between Sections		29	(29)	-
Net Assets of the Scheme at Start of Year		472,199	192,140	664,339
Net Assets of the Scheme at End of Year		410,491	231,432	641,923

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Notes to the Financial Statements

1. Comparative disclosures for the Fund Account and Statement of Net Assets

Statement of Net Assets available for Benefits

As at 30 September 2021

	Note	Defined Benefit Section 2021 £'000	Defined Contribution Section 2021 £'000	Total 2021 £'000
Investment Assets:				
Pooled Investment Vehicles	16	482	228,927	229,409
Insurance Policies	17	407,000	-	407,000
AVC Investments	18	384	-	384
Total Net Investments		407,866	228,927	636,793
Current Assets	22	4,237	2,760	6,997
Current Liabilities	23	(1,612)	(255)	(1,867)
Total Net Assets of the Scheme available for Benefits		410,491	231,432	641,923

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Notes to the Financial Statements

2. General Information

The Scheme commenced on 1 October 1990 and is a Hybrid Scheme.

There is one defined benefit (DB) section, the Retirement Plan, and two defined contribution (DC) sections, the Pension Savings Plan and Employee Pension Plan.

The Retirement Plan section of the Scheme is closed to future accrual. The Pension Savings Plan is closed to new entrants other than for discretionary entrants permitted by the Employer.

The Employee Pension Plan was set up on 1 March 2013 specifically in response to the Government's automatic enrolment pension legislation.

The Scheme is registered for tax purposes in accordance with the Finance Act 2004.

3. 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 (FRS 102) and the guidance set out in the Statement of Recommended Practice. 'Financial Reports of Pensions Schemes (Revised June 2018) ('the SORP').

The Trustee continues to work with its advisers, administrators and Principal Employer to respond to microeconomic impacts, such as the effects of the economic policies announced by the UK Government in September 2022 and the cost of living crisis. In particular, the Trustee regularly monitors its investments, day-to-day administration and employer covenant. The DB liabilities are backed by insurance policies and so there is minimal impact upon the security of these benefits in relation to market shocks. The Trustee receives regular advice and regularly reviews the suitability of the DC investments and lifestyling strategies. There is no expectation that the Scheme will not remain a going concern for at least the 12 months subsequent to the signing of these financial statements. Therefore, the financial statements have been prepared on a going concern basis.

4. Identification of the financial statements

The Scheme is established as a trust under English Law. The registered address of the Trustee is at 1 Bedford Avenue, London, United Kingdom, WC1B 3AU.

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Notes to the Financial Statements

5. Accounting Policies

The principal accounting policies of the Scheme are set out below. Unless otherwise stated, they have been applied consistently year on year.

i. Employers' normal contributions are accounted for by the Trustee in the period to which they relate and as the amounts receivable in accordance with the Schedule of Contributions in force during the year.

ii. Employees' contributions, including AVCs, are accounted for by the Trustee as amounts receivable on wages and salaries paid in the year, except for the first contribution due where the employee has been auto-enrolled by the Employer in which case it is accounted for when received by the Scheme, or the expiry of the opt out period if earlier.

iii. Employers' deficit funding contributions are accounted for on the due dates on which they are payable under the Schedule of Contributions and Recovery Plan, or on receipt if earlier.

iv. Employers' other contributions are accounted for on the due dates on which they are payable under the Schedule of Contributions and Recovery Plan, or on receipt if earlier.

v. Employer augmentation contributions are accounted for in accordance with the agreement under which they are payable or, in the absence of an agreement, on a receipts basis.

vi. Income from cash and short term deposits is accounted for on an accruals basis.

vii. Pensions in payment are accounted for in the period to which they relate.

viii. Benefits, and any associated taxation, are accounted for in the period in which the member notifies the Trustee of his or her decision on the type or amount of benefit to be taken, or if there is no member choice, on the date of retiring or leaving.

ix. Opt-outs are accounted for when the Scheme is notified of the opt-out.

x. Income Drawdown is accounted for in the period to which it relates.

xi. Administration Expenses are accounted for on an accruals basis.

xii. Investment management expenses are accounted for on an accruals basis.

xiii. Tax is accounted for in the period to which it relates.

xiv. Transfer payments relate to those early leavers whose transfers have been agreed by the Trustee, and they are included in the financial statements on the basis of sums received or paid during the year.

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Notes to the Financial Statements

5. Accounting Policies (continued)

xv. Unitised pooled investment vehicles have been valued at the latest available bid price or single price provided by the pooled investment manager. The change in market value of investments during the year comprises all increases and decreases in the market value of investments held at any time during the year, including profits and losses realised on the sales of investments during the year.

Investments purchased in Employee Pension Plan and the Pension Savings Plan 2001 are allocated to provide benefits to the individuals in respect of whom the corresponding contributions were paid. Accordingly, the assets identified as designated to members in the net assets statement do not form a common pool of assets available for members generally. Members each receive an annual statement confirming the contributions paid in respect of them and the value of their money purchase rights.

xvi. Additional Voluntary Contributions (AVCs)

Members are allowed to make AVCs under the terms of the Scheme rules to purchase additional benefits over and above normal scheme entitlement.

The Trustee holds assets invested separately from the main fund in the form of unitised investments with Standard Life and Legal & General that are stated at values as advised by the investment manager.

Members participating in this arrangement each receive an annual statement confirming the amounts held to their account and the movements in the year. Investments purchased with AVC monies are included with those of the main fund and disclosed separately.

xvii. Insurance Policies have been valued by the Scheme Actuary by projecting forward the initial Buy In premium, updated for actual payments to the Scheme from the Policy provider and for market conditions at the reporting date. The valuation method used has changed from the prior year as the Trustee believes this to be a more appropriate valuation method for the Scheme given its status at 30 September 2022 following the additional insurance policy purchased in the previous year. It is not practical to calculate the impact on the previous year's valuation of this change in method.

xviii. Insurance Policy Receipts: Receipts from Insurance policies are reported when received from the provider and are included within investment income.

xix. Presentation Currency: The Scheme's functional and presentation currency is pounds Sterling.

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Notes to the Financial Statements

6. Contributions

	2022 Defined Benefit Section £'000	2022 Defined Contribution Section £'000	2022 Total £'000
Employer Contributions			
Normal Contributions*	**-**	**7,789**	**7,789**
Additional Contributions***	**-**	**902**	**902**
Administration Expense Contributions**	**1,900**	**-**	**1,900**
	1,900	**8,691**	**10,591**
Employee Contributions			
Normal Contributions*	**-**	**5,823**	**5,823**
Additional Voluntary Contributions	**-**	**1,047**	**1,047**
	-	**6,870**	**6,870**
	1,900	**15,561**	**17,461**

	2021 Defined Benefit Section £'000	2021 Defined Contribution Section £'000	2021 Total £'000
Employer Contributions			
Normal Contributions*	-	7,746	7,746
Deficit Funding Contributions	8,600	-	8,600
Administration Expense Contributions**	1,900	-	1,900
Other Contributions		22	22
	10,500	7,768	18,268
Employee Contributions			
Normal Contributions*	-	5,529	5,529
Additional Voluntary Contributions	-	699	699
	-	6,228	6,228
	10,500	13,996	24,496

* Contributions received from Members and participating employers were in accordance with the Schedule of Contributions.

** Employers' Administration Expense Contributions are payable at £158,333 per month until 31 October 2025 to cover administration and other costs (including the levy payable to the Pension Protection Fund).

*** The Employer also paid £902,000 additional contributions in respect of DC member compensation payments.

The Employer has also paid £Nil (2021: £22,000) to cover any errors and omissions in respect of Defined Contribution Section contributions.

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Notes to the Financial Statements

7. Transfers In

	2022 Defined Benefit Section £'000	2022 Defined Contribution Section £'000	2022 Total £'000
Individual Transfers In	**-**	**76**	**76**

	2021 Defined Benefit Section £'000	2021 Defined Contribution Section £'000	2021 Total £'000
Individual Transfers In	-	244	244

8. Other Income

	2022 Defined Benefit Section £'000	2022 Defined Contribution Section £'000	2022 Total £'000
Group Life Claims	**443**	**709**	**1,152**
Compensation	**11**	**38**	**49**
	454	**747**	**1,201**

	2021 Defined Benefit Section £'000	2021 Defined Contribution Section £'000	2021 Total £'000
Group Life Claims	355	992	1,347
Compensation	-	1	1
	355	993	1,348

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Notes to the Financial Statements

9. Benefits Paid or Payable

	2022 Defined Benefit Section £'000	2022 Defined Contribution Section £'000	2022 Total £'000
Pensions Paid	**11,603**	**-**	**11,603**
Commuted Benefits	**1,331**	**2,193**	**3,524**
Annuities Purchased	**-**	**890**	**890**
Payments on Death of Members	**3**	**1,536**	**1,539**
	12,937	**4,619**	**17,556**

	2021 Defined Benefit Section £'000	2021 Defined Contribution Section £'000	2021 Total £'000
Pensions Paid	11,276	-	11,276
Commuted Benefits	1,864	2,612	4,476
Annuities Purchased	-	670	670
Payments on Death of Members	324	1,003	1,327
	13,464	4,285	17,749

10. Payments to and on Account of Leavers

	2022 Defined Benefit Section £'000	2022 Defined Contribution Section £'000	2022 Total £'000
Transfers to Other Arrangements	**363**	**4,464**	**4,827**
Refunds to Members	**-**	**10**	**10**
	363	**4,474**	**4,837**

	2021 Defined Benefit Section £'000	2021 Defined Contribution Section £'000	2021 Total £'000
Transfers to Other Arrangements	4,901	6,080	10,981
Refunds to Members	-	79	79
	4,901	6,159	11,060

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Notes to the Financial Statements

11. Administrative Expenses

	2022 Defined Benefit Section £'000	2022 Defined Contribution Section £'000	2022 Total £'000
Administration	**796**	**-**	**796**
Legal and Consultancy	**598**	**-**	**598**
Audit Fees	**32**	**-**	**32**
Trustee Fees (note 27)	**34**	**-**	**34**
Sundries	**8**	**-**	**8**
Pensions Regulator Levy	**57**	**-**	**57**
PPF Levy	**8**	**-**	**8**
	1,533	**-**	**1,533**

	2021 Defined Benefit Section £'000	2021 Defined Contribution Section £'000	2021 Total £'000
Administration	594	-	594
Legal and Consultancy	1,046	-	1,046
Audit Fees	28	-	28
Trustee Fees (note 27)	96	-	96
Sundries	15	-	15
Pensions Regulator Levy	20	-	20
PPF Levy	8	-	8
	1,807	-	1,807

12. Other Payments

	2022 Defined Benefit Section £'000	2022 Defined Contribution Section £'000	2022 Total £'000
Death in Service Insurance Premiums	**972**	**-**	**972**

	2021 Defined Benefit Section £'000	2021 Defined Contribution Section £'000	2021 Total £'000
Death in Service Insurance Premiums	946	-	946

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Notes to the Financial Statements

13. Investment Income

	2022 Defined Benefit Section £'000	2022 Defined Contribution Section £'000	2022 Total £'000
Annuity Income	**14,971**	**-**	**14,971**
Interest on Cash deposits	**1**	**-**	**1**
	14,972	**-**	**14,972**

	2021 Defined Benefit Section £'000	2021 Defined Contribution Section £'000	2021 Total £'000
Annuity Income	9,035	-	9,035

14. Reconciliation of Investments held at the Beginning and End of the year

Defined Benefit Section

	Value at 1 October 2021 £'000	Purchases at cost £'000	Sales proceeds £'000	Change in market value £'000	Value at 30 September 2022 £'000
Pooled Investment Vehicles	482	**26**	**(2)**	**(22)**	**484**
Insurance Policies	407,000	**-**	**(3,516)**	**(85,484)**	**318,000**
Additional Voluntary Contributions	384	**-**	**(2)**	**33**	**415**
	407,866	**26**	**(3,520)**	**(85,473)**	**318,899**

Defined Contribution Section

	Value at 1 October 2021 £'000	Purchases at cost £'000	Sales proceeds £'000	Change in market value £'000	Value at 30 September 2022 £'000
Pooled Investment Vehicles	228,927	**24,432**	**(14,500)**	**(24,583)**	**214,276**

Purchases and Sales above include in-specie transfers between funds within Policies held with LGIM.

Sales of insurance policies of £3,516,000 represent payments received from Just Retirement in respect of the policy first acquired on 1 May 2018 following benefit corrections arising from a Pension Increase Exchange exercise.

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Notes to the Financial Statements

14. Reconciliation of Investments held at the Beginning and End of the year

For the Defined Contribution section, investments purchased by the Scheme are allocated to provide benefits to the individuals on whose behalf corresponding contributions are paid. The investment manager holds the investment units on a pooled basis for the Trustee. The Scheme administrator allocates investment units to members. The Trustee may hold investment units representing the value of employer contributions that have been retained by the Scheme that relate to members leaving the Scheme prior to vesting.

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

Within the Defined Contribution section, there are unallocated units of £604,520 (2021: £642,529).

All of the Scheme's investments are managed by companies registered in the United Kingdom.

Transaction Costs

Transaction costs comprising fees, commissions, stamp and other duties are included in the cost of purchases and sale proceeds. Direct transaction costs incurred during the year amounted to £Nil (2021: £NIL). Indirect transaction costs are incurred through the bid-offer spread on investments within pooled investment vehicles. Indirect transaction costs are not separately provided.

15. Investment Management Expenses

	2022 Defined Benefit Section £'000	2022 Defined Contribution Section £'000	2022 Total £'000
Managed Fund Units Policy Charges	**3**	**285**	**288**

	2021 Defined Benefit Section £'000	2021 Defined Contribution Section £'000	2021 Total £'000
Managed Fund Units Policy Charges	153	263	416

16. Pooled Investment Vehicles

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

	2022 £'000	2021 £'000
Defined Benefit Section		
Equities	**459**	457
Cash	**25**	25
	484	482

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Notes to the Financial Statements

16. Pooled Investment Vehicles (continued)

	2022 £'000	2021 £'000
Defined Contribution Section		
Equities	**106,090**	115,746
Index Linked	**11,246**	13,797
Property	**1,061**	839
Cash	**3,397**	3,084
Diversified fund	**92,482**	95,461
	214,276	228,927

17. Insurance Policies

The Trustee holds assets invested in Just Retirement and Rothesay Life as a result of a bulk buy in on 1 May 2018 and 1 July 2021, to secure benefits for The Defined Benefit Section members. During the year to 30 September 2022, the Defined Benefit Section received funding each month from the policy provider to cover 100% of Pensioner Payroll. The values of the policies are as follows:

	2022 £'000	2021 £'000
Just Retirement	**123,000**	155,000
Rothesay Life	**195,000**	252,000
	318,000	407,000

18. AVC Investments

The Trustee holds assets invested separately from the main Defined Benefit Section investments to secure additional benefits on a money purchase basis for those Defined Benefit Section members electing to pay Additional Voluntary Contributions. Members participating in this arrangement each receive an annual statement made up to 5 April 2022 confirming the amounts held in their account and the movements in the year.

The aggregate amounts of AVC investments are as follows:

	2022 £'000	2021 £'000
Standard Life Unitised Insured Investments	**154**	94
Utmost Life and Pensions	**2**	2
Legal and General Managed Fund	**259**	288
	415	384

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Notes to the Financial Statements

19. Fair Value Determination

The fair value of financial instruments has been determined using the following fair value hierarchy:

Level 1 The unadjusted quoted price in an active market for identical assets or liabilities that the entity can access at the measurement date.

Level 2 Inputs other than quoted prices included within Level 1 that are observable (i.e. developed using market data) for the asset or liability, either directly or indirectly.

Level 3 Inputs are unobservable (i.e. for which market data is unavailable) for the asset or liability.

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

As at 30 September 2022	**Level 1 £'000**	**Level 2 £'000**	**Level 3 £'000**	**Total £'000**
Defined Benefit Section				
Pooled Investment Vehicles	**-**	**484**	**-**	**484**
Insurance Policies	**-**	**-**	**318,000**	**318,000**
AVC Investments	**-**	**415**	**-**	**415**
	-	**899**	**318,000**	**318,899**
Defined Contribution Section				
Pooled Investment Vehicles	**-**	**214,276**	**-**	**214,276**

As at 30 September 2021	**Level 1 £'000**	**Level 2 £'000**	**Level 3 £'000**	**Total £'000**
Defined Benefit Section				
Pooled Investment Vehicles	-	482	-	482
Insurance Policies	-	-	407,000	407,000
AVC Investments	-	384	-	384
	-	866	407,000	407,866
Defined Contribution Section				
Pooled Investment Vehicles	-	228,927	-	228,927

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Notes to the Financial Statements

20. Investment Risk Disclosures

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

Credit risk: this is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation.

Market risk: this comprises the following elements:

- Currency risk: this is the risk that the fair value or future cash flows of a financial asset will fluctuate because of changes in foreign exchange rates.
- Interest rate risk: this is the risk that the fair value or future cash flows of a financial asset 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 of currency risk) whether those changes are caused by factors specific to the individual financial instrument of 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, 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 managers.

The Scheme has exposure to the above risks because of the investments it makes to implement its investment strategy. The Trustee manages its investment risks within agreed risk limits which are set taking into account the Scheme's strategic investment objectives. The investment objectives and risk limits are implemented through the investment management agreements in place with the Scheme's investment managers and monitored by the Trustee through regular reviews of the investment portfolios. The investment and risk objectives of the Scheme are further detailed in the Statement of Investment Principles ("SIP").

Further information on the Trustee's approach to risk management and exposures to credit and market risk is set out below. The Scheme's investments as at 30 September 2021 and 30 September 2022 for the Defined Benefit, Defined Contribution ("DC") and Additional Voluntary Contributions ("AVCs") Sections are detailed on pages 96 and 97.

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Notes to the Financial Statements

20. Investment Risk Disclosures (continued)

Defined Benefit Section

(i) Investment Strategy

The Trustee has adopted the following investment strategy for the DB section assets and has been effective since 28 June 2021:

Portfolio	Benchmark Weight	Description
Bulk Annuities	100.0%	Buy-in contracts under which the insurers are obligated to make payments to the Trustee to meet the Scheme's liabilities.

The Trustee holds buy-in contracts with JUST and Rothesay which were purchased in May 2018 and June 2021 respectively. Together the contracts cover all liabilities in the DB section. The longevity and investment risk associated with the liabilities has therefore been transferred to the insurers.

In addition to the above, there is a residual cash balance held in the Trustee Bank Account in order to meet expenses.

Inflation risk

The Trustee holds buy-in contracts with JUST and Rothesay, together the contracts cover all liabilities in the DB section. The inflation risk associated with the liabilities has been transferred to the insurers.

Longevity risk

The Trustee holds buy-in contracts with JUST and Rothesay, together the contracts cover all liabilities in the DB section. The longevity risk associated with the liabilities has been transferred to the insurers.

Failure of the bulk-annuity provider (counterparty risk):

The risk that, between now and the completion of the buy-out, JUST or Rothesay may default on their obligations under the buy-in contracts. To mitigate this risk, before entering into the buy-in contracts the Trustee took appropriate advice and paid close attention to the financial strength, security and operational soundness of the chosen annuity providers at the point of purchase.

Illiquidity

The Trustee does not expect to be able to obtain cash from the buy-in policies other than to meet promised benefits as agreed with the provider. The Trustee has considered this and has set aside cash, held in the Trustee Bank Account, in order to meet expenses and other potential liquidity needs.

Credit Risk

The Scheme holds insurance policies written by JUST and Rothesay, both insurance companies are authorised by the Prudential Regulation Authority ("PRA") and regulated by the PRA and the Financial Conduct Authority ("FCA"). Under the policies, JUST and Rothesay are obligated to make payments to the Trustee in order to meet the Trustee's liabilities to the Scheme's beneficiaries, in respect of the benefits insured under the respective policies. JUST and Rothesay's liabilities are to the Trustee and not to the underlying beneficiaries at the present time.

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Notes to the Financial Statements

20. Investment Risk Disclosures (continued)

Defined Contribution and AVC Section

Investment Strategy

The Trustee recognises that individual members have differing investment needs and that these may change during the course of their working lives. The Trustee also recognises that members have differing attitudes to risk.

The Trustee recognises that members have differing investment needs and that these may change during the course of members' working lives. The Trustee also recognises that members have different attitudes to risk. The Trustee believes that members should make their own investment decisions based on their individual circumstances. The Trustee regards their duty as making available a range of investment options and lifestyle strategies sufficient to enable members to tailor their investment strategy to their own needs.

The DC and AVC Section accesses the funds by contracting directly with Legal & General Assurance (Pensions Management) Limited ("Legal & General"), Utmost Life and Pensions ("Utmost") and Standard Life, and invests in pooled funds that are structured as unit-linked insurance contracts managed by Legal & General Investment Management ("LGIM"), Utmost and Standard Life.

In addition, the Trustee offers three lifestyle strategies:

Drawdown Lifestyle Strategy - for members planning to leave their DC savings invested and withdraw income flexibly over time. Members who wish to utilise this option would have to transfer their DC savings out of the Plan at retirement. This is the default investment option for new PSP members and PSP members who were more than eight years from their target retirement age on 1 July 2022 and who have not made their own investment decision.

Annuity Lifestyle Strategy – for those planning to buy a level annuity (a fixed pension income for life) at their target retirement date. This is the default investment option for PSP members who were fewer than eight years from their target retirement age and who have not made their own investment decision.

Cash Lifestyle Strategy - for those planning to take their DC savings as a cash lump sum. This is the default investment option for EPP members who have not made their own investment decision.

All three strategies initially invest 50% in the LGIM Global Equity Market Weights 30:70 Index – 75% GBP Currency Hedged Fund and 50% in the LGIM Diversified Fund until members reach eight years before their target retirement date when their contributions are gradually switched into the LGIM Future World Annuity Aware Fund and LGIM Sterling Liquidity Fund. The proportion of a member's fund invested in the LGIM Diversified, LGIM Pre-Retirement and LGIM Cash funds at a member's target retirement date will depend on which lifestyle strategy the member is invested in.

Day-to-day management of the assets is ultimately delegated to LGIM, Utmost and Standard Life (via respective long term insurance policies). The Trustee expects LGIM, Utmost and Standard Life to manage the assets delegated to them under the terms of their contracts, including the direct management of credit and market risks. LGIM, Utmost and Standard Life have full discretion to buy and sell investments on behalf of the Scheme, subject to agreed constraints and applicable legislation. They have been selected for their expertise in different asset classes.

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Notes to the Financial Statements

20. Investment Risk Disclosures (continued)

Market Risk

The DC and AVC Sections are subject to market risk arising from the underlying investments held in the various funds at 30 September 2022 as summarised in the following tables.

Indirect Market Risk (£m)				2022 (£m)
Credit	Currency	Interest Rate	Other Price	
108.2	190.3	108.2	214.2	214.2

Indirect Market Risk

Manager/Fund	Indirect Market Risk				2022 (£m)	2021 (£m)	Fair Value Hierarchy Category
	Credit	Currency	Interest Rate	Other Price			
LGIM Global Equity Market Weights 30:70 Index– 75% GBP Currency Hedged Fund		✓		✓	88.7	97.7	2
LGIM Diversified Fund	✓	✓	✓	✓	92.5	95.4	2
LGIM UK Equity (5% Capped) Passive Fund*				✓	9.0	9.3	2
LGIM Overseas Equity Consensus Index Fund*		✓		✓	7.4	7.6	2
LGIM World Emerging Markets Equity Index Fund*		✓		✓	1.6	1.8	2
LGIM AAA-AA-A Corporate Bond All Stocks Index Fund	✓		✓	✓	0.2	0.2	2
LGIM Futue World Inflation Inflation Linked Annuity Aware Fund	✓		✓	✓	0.8	1.3	2
LGIM Future World Annuity Aware Fund	✓		✓	✓	10.4	12.3	2
LGIM Managed Property Fund	✓		✓	✓	1.1	0.8	2
LGIM Sterling Liquidity Fund*	✓		✓	✓	3.4	3.1	2
					215.1	229.5	

Source: LGIM
*Includes Transfers-in values

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Notes to the Financial Statements

20. Investment Risk Disclosures (continued)

AVCs

Indirect Market Risk

Manager/Fund	Indirect Market Risk				2022 (£000)	2021 (£000)	Fair Value Hierarchy Category
	Credit	Currency	Interest Rate	Other Price			
LGIM UK Equity (5% Capped) Passive Fund				✓	125	131	2
LGIM Overseas Equity Consensus Index Fund		✓		✓	85	88	2
LGIM Futue World Inflation Inflation Linked Annuity Aware Fund	✓		✓	✓	40	58	2
LGIM Futue World Annuity Aware Fund	✓		✓	✓	3	5	2
LGIM Sterling Liquidity Fund	✓		✓	✓	6	6	2
Standard Life Managed Fund	✓	✓	✓	✓	52	56	2
Standard Life Pension Millennium (with profits) Fund	✓	✓	✓	✓	35	35	3
Standard Life Pension (with profits) Fund	✓	✓	✓	✓	67	65	3
Utmost Money Market Fund	✓		✓	✓	2	2	2
					415	447	

Source: LGIM, Utmost, Standard Life.

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Notes to the Financial Statements

21. Concentration of Investments

The following investments account for more than 5% of the Scheme's net assets as at the year end:

	£'000	2022	£'000	2021
Defined Benefit Section:				
Just Retirement – Insured annuity policy	**155,000**	**29%**	155,000	24%
Rothesay-Insured annuity policy	**252,000**	**47%**	252,000	39%
Defined Contribution Section:				
Legal & General – Multi Asset Diversified Fund	**92,482**	**17%**	95,459	15%
Legal & General – Global Equity Index	**88,726**	**16%**	97,628	15%

22. Current Assets

	2022 Defined Benefit Section £'000	2022 Defined Contribution Section £'000	2022 Total £'000
Cash at Bank	**4,504**	**922**	**5,426**
Employers' contributions due	**-**	**786**	**786**
Employees' contributions due	**-**	**625**	**625**
Payroll Prepayment	**901**	**-**	**901**
Pension Regulator Prepayment	**37**	**-**	**37**
Amounts due between sections	**-**	**88**	**88**
Group life claim income due	**-**	**80**	**80**
	5,442	**2,501**	**7,943**

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Notes to the Financial Statements

22. Current Assets (continued)

	2021 Defined Benefit Section £'000	2021 Defined Contribution Section £'000	2021 Total £'000
Cash at Bank	2,636	703	3,339
Employers' contributions due	158	638	796
Employees' contributions due	-	516	516
Payroll Prepayment	839	-	839
PPF Prepayment	4	-	4
Amounts due between sections	-	874	874
Annuity Income due	600	-	600
Cash in Transit from Investment manager	-	29	29
	4,237	2,760	6,997

All contributions due to the Scheme relate to the month of September and were paid in full to the Scheme subsequent to the year end within the timescale required by the Schedule of Contributions in force.

23. Current Liabilities

	2022 Defined Benefit Section £'000	2022 Defined Contribution Section £'000	2022 Total £'000
Benefits Payable	**112**	**265**	**377**
Legal and Consultancy	**75**	**-**	**75**
Audit Fees	**32**	**-**	**32**
Administration Fees	**13**	**-**	**13**
Actuarial Fees	**25**	**-**	**25**
Investment Management Fees	**-**	**71**	**71**
Amounts owed to HM Revenue and Customs	**-**	**41**	**41**
Amounts due between sections	**88**	**-**	**88**
Other Creditors	**5**	**-**	**5**
	350	**377**	**727**

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Notes to the Financial Statements

23. Current Liabilities (continued)

	2021 Defined Benefit Section £'000	2021 Defined Contribution Section £'000	2021 Total £'000
Benefits Payable	496	160	656
Legal and Consultancy	101	-	101
Audit Fees	31	-	31
Administration Fees	38	-	38
Trustee Fees	4	-	4
Investment Management Fees	-	72	72
Pension Regulator Levy	20	-	20
Amounts owed to HM Revenue and Customs	-	12	12
Amounts due between sections	874	-	874
Other Creditors	48	11	59
	1,612	255	1,867

24. Capital Commitments

At 30 September 2022 there were no capital commitments (2021: £Nil).

25. Contingent Liabilities

The Scheme has no contingent liabilities as at 30 September 2022 (2021: £Nil)

26. Self investment

Employer-related investments at 30 September 2022 amounted to 0% of the Plan's net assets (2021: 0%).

27. Related Party Transactions

Key management personnel

Certain Directors of the Trustee Board are either one or more of employed members of the DB section, contributing members of the DC section or pensioner members. Any contributions or pensions are paid in accordance with the rules of the Scheme. Professional Trustees received fees and expenses during the year amounting to £33,991 (2021: £96,243). £Nil (2021: £4,365) remained unpaid at 30 September 2022 and have been included in administration fees accrued in note 23. Except as disclosed above there are no transactions, balances or relationships that require disclosure under FRS 102.

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Notes to the Financial Statements

28. Contingent Liabilities

On 26 October 2018, the High Court handed down a judgment involving the Lloyds Banking Group's defined benefit pension scheme. The judgment concluded that schemes should be amended to equalise pension benefits for men and women in relation to guaranteed minimum pension (GMP) benefits. The issues determined by the judgment arise in relation to many other defined benefit pension schemes. The Trustee is aware that the issue will have an effect on the Scheme and will be considering this at future meetings and decisions will be made as to next steps. Under the ruling, schemes are required to backdate benefit adjustments in relation to GMP equalisation and provide interest on the backdated amounts. The High Court has since determined that trustees owed a duty to a transferring member to make a transfer payment which reflected the member's right to equalised benefits. Where the initial transfer payment was inadequate on this basis the Trustee is under an obligation to make a top-up payment to the receiving scheme on behalf of the transferred member. Based on an initial assessment of the likely backdated amounts and related interest, the Trustee does not expect these to be material to the financial statements and therefore have not included a liability in respect of these matters in these financial statements. They will be accounted for in the year they are determined.

29. Transfers between sections

	2022 Defined Benefit Section £'000	2022 Defined Contribution Section £'000	2022 Total £'000
Individual Transfers In	**(2,545)**	**2,545**	**-**

	2021 Defined Benefit Section £'000	2021 Defined Contribution Section £'000	2021 Total £'000
Individual Transfers In	29	(29)	-

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Appendix I

Actuary's Certification of the Technical Provisions

Certificate of Technical Provisions

CERTIFICATE OF TECHNICAL PROVISIO

Name of the Scheme	William Hill Pension Scheme

Calculation of technical provisions

I certify that, in my opinion, the calculation of the Scheme's technical provisions as at September 2019 is made in accordance with regulations under section 222 of the Pen 2004. The calculation uses a method and assumptions determined by the Trustee of and set out in the statement of funding principles dated September 2020.

Signature	
Name	A R Cook
Date of signing	30 September
Name of employer	Mercer Limited
Address	One Christchurch Way Woking

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Membership

Appendix II

- Retirement Plan membership movements
- Pension Savings Plan 2001 membership movements
- Employee Pension Plan membership movements

Membership

The membership movements for the Scheme during the year to 30 September 2021 are shown below.

Retirement Plan (Defined Benefit)

This Plan is closed to new members.

Employed Members

Employed Members as at 1 October 2021		**141**
Less	Members retiring and drawing a pension	(6)
	Members leaving and retaining a deferred pension in the plan	(135)
	Full Members who died in service	-
Employed Members as at 30 September 2022		**-**

Deferred Pensioners

Members with a Deferred Pension as at 1 October 2021		**701**
Plus	Active Members leaving and retaining a deferred pension	135
Less	Members taking a transfer of their deferred pension from the Plan	(2)
	Members retiring and drawing a pension	(49)
	Members retiring with full commutation	(11)
	Member who have died	(9)
Members with a Deferred Pension as at 30 September 2022		**765**

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Membership (continued)

Retirement Plan (Defined Benefit) (continued)

Pensioners and Dependants

Pensioners including dependents as at 1 October 2021		**1,738**
Plus	Members starting to receive their pension	55
	Dependants starting to receive their pension	15
Less	Pensioners who have died	62
	Dependants who have died	2
	Commutation of Spouse Pension	1
Pensioners including dependents as at 30 September 2022		**1,743**
Of which dependents (spouses/children/other dependents of members who have died) receiving benefits as at 30 September 2021		223

At 30 September 2021, all pensioner members of the Scheme were covered by the insurance policies held by the Scheme (30 September 2020: 530 members).

Total membership as at 30 September 2022

Employed Members	-
Deferred Pensioners	765
Pensioners	1,520
Dependants	223
Total Membership as at 30 September 2022	**2,508**

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Membership (continued)

Pension Savings Plan 2002 (Defined Contribution)

Active Members

Active Members at 1 October 2021		**1,188**
Plus	Opening Adjustment	2
	New Joiners	159
	Enrolled from Employee Pension Plan	74
	Re-instatement	1
Less	Retirements with a pension	(10)
	Retirements with full commutation	(1)
	Retirements UFPLS	(3)
	Leavers becoming deferred	(216)
	Members who died in service	(1)
	Leavers taking a transfer of benefits	(1)
	Leavers taking a Refund	(2)
	Non-Joiner	(2)
	Returned to Employee Pension Plan	(17)
Active Members at 30 September 2022		**1,171**

Deferred Members

Deferred Members at 1 October 2021		**1,803**
Plus	Active members leaving and retaining a deferred pension	216
	Reinstatement	2
	Enrolled from Employee Pension Plan	2
Less	Retirements with full commutation	(5)
	Retirements UFPLS	(5)
	Members taking a transfer of their deferred pension	(62)
	Members retiring and drawing a pension	(18)
	Members who died in deferment	(8)
	Divorce (100% pension credit)	-
Deferred Members at 30 September 2022		**1,925**

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Membership (continued)

Pension Savings Plan 2002 (Defined Contribution) (continued)

Leavers - Refund/Transfer Option

Leavers - Refund/Transfer Option as at 1 October 2021		**33**
Less	Members taking a refund	(1)
	Members transferrin out their benefits	(1)
Leavers - Refund/Transfer Option as at 30 September 2022		**31**

Total Membership as at 30 September 2022

Active Members	**1,171**
Deferred Members	1,925
Leavers – Refund/Transfer Option	31
Total Membership as at 30 September 2022	**3,127**

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Membership (continued)

Employee Pension Plan (Defined Contribution)

Active Members

Active Members at 1 October 2021		**4,512**
Plus	New Joiners	1,903
	Reinstatements	7
	Returned to Employee Pension Plan	17
Less	Enrolled into Pension Savings Plan 2001	(74)
	Retirements with a commutation	(21)
	Leavers - refund	(110)
	Leavers becoming deferred	(1,492)
	Deaths	(11)
	Retirements UFPLS	(4)
	Retirement and taking benefits	(7)
	Non Joiners	(19)
Active Members at 30 September 2022		**4,701**

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Membership (continued)

Employee Pension Plan (Defined Contribution)

Deferred Members

Deferred Members at 1 October 2021		**10,803**
Plus	Active members leaving and retaining a deferred pension	1,492
	Member refunded to deferred	1
	Member cancelled transfer of benefits	1
Less	Retirements with full commutation	(64)
	Members taking a transfer of their deferred pension	(40)
	Retirement UFPLS	(13)
	Members who died in deferment	(15)
	Non joiner	(26)
	Refunded to deferred	(1)
	Member retired and took benefits	(7)
	Member reinstated service	(7)
	Enrolled into Pension Savings Plan 2001	(3)
Deferred Members at 30 September 2022		**12,121**

Leavers - Refund/Transfer Option

Leavers - Refund/Transfer Option as at 1 October 2021		**742**
Less	Members taking a refund	(8)
	Members taking a transfer option	(2)
Leavers - Refund/Transfer Option as at 30 September 2022		**732**

Total Membership as at 30 September 2022

Active Members	4,701
Deferred Members	12,121
Leavers – Refund/Transfer Option	732
Total Membership as at 30 September 2022	**17,554**

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Membership (continued)

Life Assurance Members

In addition to the membership of the Retirement Plan, Employee Pension Plan and the Pension Savings Plan 2001 the Scheme also provides lump sum death in service benefits for all employees of William Hill Organization Limited provided they have served at least one year of continuous service with the Employer and are under the age of 75.

All life assurance is currently covered by a policy of assurance underwritten by Legal & General Assurance Society Limited.

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Statement of Investment Principles Appendix III

Defined Contribution (DC) Section

Introduction

The Trustee's main aim is to provide a range of fund options which serve to

The DC section of the Scheme, the Pension Savings Plan, was originally
1997. With effect from 1 July 2001, the terms of the Pension Savings Plan
to comply with Stakeholder regulations and to avoid confusion it was re-nam
Savings Plan 2001' ("PSP").

With effect from 31 March 2013 the Employee Pension Plan ("EPP")

Investment Objectives and Policies

The Trustee recognises that members have differing investment needs and
change during the course of members' working lives. The Trustee also
members have different attitudes to risk. The Trustee believes that membe
their own investment decisions based on their individual circumstances
regards their duty as making available a range of investment options and lif
sufficient to enable members to tailor their investment strategy to their own

The Trustee also recognises that members may not believe themselves q
investment decisions. As such the Trustee makes available two Defa
Strategies – one for PSP members and one for EPP members. The Def
Strategies place the emphasis on aiming to deliver a good level of real return
working lifetimes (whilst mitigating risk through diversification) and also e
risking in the years approaching a member's selected target retirement age i
designed to be appropriate for how a member expects to withdraw t
retirement. These are set out in more detail in section 2.5 of this Statement.

These objectives translate to the following principles:

a. Offering members a 'Lifestyle' approach to the Default Investment
ensuring that the other investment strategy options including additio
strategies allow members to plan for retirement;

b. Making available a range of pooled investment funds (asset classes

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Statement of Investment Principles (continued)

Defined Contribution (DC) Section (continued)

Investment Objectives and Policies (continued)

d. The range of pooled investment funds will have strategies including lifestyle strategies that are highly rated by the Trustee's investment the Trustee decides there is good reason not to;

e. Providing general guidance as to the purpose of each investment opt

f. Encouraging members to seek financial advice from an appropriate determining the most suitable option for their individual circumstan

g. In determining an appropriate balance between providing flexibility well as simplicity and cost control, the Trustee aims to make availab options which satisfy the needs of the majority of members.

h. The Trustee regularly reviews the suitability of the options including

In considering appropriate investments for the Scheme, the Trustee ha considered the written advice of a suitability qualified investment advis received and the arrangements implemented are, in the Trustee's opinion co requirements of Section 36 of the Pensions act 1995 (as amended).

The self-select fund range allows members some flexibility in their selectio

Members determine the balance between the different kinds of investments balance will determine the expected return on member's assets and should member's own risk appetite and tolerances.

The funds are pooled investment funds which are daily-dealt, with assets m in regulated markets and therefore should be realisable at short notice, base Trustee or member demand.

The table below shows the list of the non-lifestyle self-select funds offered

Fund Option	Investment Brief
Global Equity Market Weights	The Fund invests passively in global equities to target higher cap Fund aims to capture the total returns of the UK and overseas e

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Statement of Investment Principles (continued)

Defined Contribution (DC) Section (continued)

Investment Objectives and Policies (continued)

Diversified Fund	The Fund will hold between 20% and 50% in bonds, and the remai will be held in a range of assets which may include equities, prope and the shares of infrastructure companies. Exposure to each primarily be through investing in passively managed funds, management may be used for some asset classes. The asset al reviewed periodically (typically annually). The expected annual ret is broadly similar to that of a developed market equity fund but witl than developed equity markets.
UK Equity Fund	The Fund invests passively in UK equities, with a maximum expo to a single company. The Fund aims to track the performance Share (5% Capped) Index.
Overseas Consensus Equity Fund	The Fund invests passively in overseas equities, to produce a comparable with the FTSE All-World (ex UK) Index (gross of fee
Emerging Markets Equity Fund	The Fund invests passively in emerging market equities. It a performance of the performance of the FTSE AW – All Emerging
LGIM Pre-Retirement Inflation Linked Fund	The Fund aims to provide diversified exposure to sterling bond a the broad characteristics of investments underlying the pricing of a linked annuity product. The benchmark allocation for the Fund i gilts and corporate bond funds managed on a passive basis.
AAA-AA-A Corporate Bond All Stocks Fund	The Fund invests passively in sterling denominated non-governme to track the performance of the iBoxx £ Non-Gilts (ex-BBB) Inde
Sterling Liquidity Fund	The Fund invests in high quality short term fixed income and varial across a range of financial institutions, sovereign and corporate i provide returns in line with the 7 Day LIBID over rolling three ye
Property Fund	The Fund is 'actively managed' and invests directly in UK comme may also invest in shares of property companies from time to time to outperform the AREF/IPD UK Quarterly All Balanced Prope over three and five year periods.
Pre-Retirement Fund	The Fund aims to provide diversified exposure to sterling asset broad characteristics of investments underlying the pricing of a typi linked annuity product. The benchmark asset allocation for the Fund is a composite of gilts and corporate bond funds managed or

Following a review of the Scheme's investment arrangements in 2014, the implemented a total of three lifestyle strategies (targeting cash, annuity and

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Statement of Investment Principles (continued)

Defined Contribution (DC) Section (continued)

Investment Objectives and Policies (continued)

These lifestyle strategies allocate to the self-select fund range, as describe
of these allocations is provided in further detail below. The Trustee took a
investment consultants when determining the balance of investments w
strategies.

Lifestyle strategy	Funds
Annuity	*Growth phase:*
(default strategy for PSP members)	50% LGIM Global Equity Market Weights (30:
Fund – 75% GBP Currency Hedged
	50% LGIM Diversified Fund
	De-risking phase (final allocation):
	75% LGIM Pre-Retirement Fund
	25% LGIM Sterling Liquidity Fund
Cash	*Growth phase:*
(default strategy for EPP members)	50% LGIM Global Equity Market Weights (30:
Fund – 75% GBP Currency Hedged
	50% LGIM Diversified Fund
	De-risking phase (interim allocation):
	Funds are gradually switched to the LGIM Pre-
Fund before being gradually switched to the LG
Liquidity Fund.
	De-risking phase (final allocation):
	100% LGIM Sterling Liquidity Fund
Drawdown	*Growth phase:*
	50% LGIM Global Equity Market Weights (30:
Fund – 75% GBP Currency Hedged

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Statement of Investment Principles (continued)

Defined Contribution (DC) Section (continued)

Risk Measurement and Management

The Trustee has considered risk from a number of perspectives in the
Trustee believes that the following risks may be financially material t

Type of Risk	Risk	Description	How is the risk m managed?
Market risks	Inflation risk	The risk that returns over the members' working lives does not keep pace with inflation.	The Trustee makes range of funds, acr classes.
	Currency risk	The risk that fluctuations in foreign exchange rates will cause the value of overseas investments to fluctuate.	The Trustee expect return on those inv that invest predomi equities and other assets (e.g. diversif funds) to exceed pr general salary grov
	Credit risk	The risk that the issuer of a financial asset, such as a bond, fails to make the contractual payments due.	Members are able t investment allocati their risk tolerance
	Equity, property and other price risk	The risk that market movements leads to a substantial reduction in the value of a member's savings.	Within active funds of many of these m responsibility of th manager. Lifestyle strategies and gradually redu investment risk me exposed to as they retirement. The asset allocatio investments strateg the intention of div risk to reach a leve appropriate.
		The risk that the pooled funds do not provide the required	The Scheme is inv dealt and daily pric funds.

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Statement of Investment Principles (continued)

Defined Contribution (DC) Section (continued)

Risk Measurement and Management (continued)

Investment Manager risk	The risk that the appointed investment managers do not meet their objectives, fail to carry out operational tasks, do not ensure safe-keeping of assets or breach agreed guidelines.	The Trustee regula performance of the managers.
Pension Conversion risk	The risks that the member is invested in a strategy that does not reflect the way in which they intend to take their benefits at retirement.	The Trustee makes lifestyle strategies annuities, cash lum drawdown which h invest more approp they wish to take t Lifestyle strategies switch member ass investments whose expected to be less to how the membe access their pensio they approach retir The default investr are lifestyle strateg retirement destinat different sections c and PSP members) appropriateness of destinations is revi the triennial strateg
Environmental, Social and Corporate Governance ("ESG") risk	The risk that ESG concerns, including climate change, have a financially material impact on the return of the Scheme's assets.	The management c risks is delegated t managers. See Section 6 of th the Trustee's respo investment and cor governance statem

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Statement of Investment Principles (continued)

Defined Contribution (DC) Section (continued)

Default Investment Strategies

Typically, a proportion of DC section members will actively choose the Def
Strategy because they feel it is most appropriate for them. However, the
Scheme members do not make an active investment decision and are investe
Investment Strategy appropriate to the specific section in which they are in

The aims of the Default Investment Strategies

The Trustee believes that:

- The growth phase structure, that invests in equities and other growth-se
will provide growth with some downside protection and some protectio
inflation erosion.

- As a member's pot grows, investment risk will have a greater impact or
outcomes. Therefore, the Trustee believes that the Default Investment
seeks to reduce investment risk as the member approaches retirement is
This is achieved by automated switches over a seven-year period prior
member's retirement date. Assets are switched into pre-retirement fund
market instruments.

Policies in relation to the Default Investment Strategies

The Default Investment Strategies manage investment and other risks throu
strategic asset allocation consisting of traditional and alternative assets.

- In designing the Default Investment Strategies, the Trustee has explicitl
the trade-off between risk and expected returns. Risk is not considered
in conjunction with expected investment returns and outcomes for mem
balance between different kinds of investments is decided accordingly.
investment in derivative instruments contributes to risk reduction, or ef
management.

- If members wish to, they can opt to choose their own investment strate

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Statement of Investment Principles (continued)

Defined Contribution (DC) Section (continued)

Default Investment Strategies (continued)

Policies in relation to the Default Investment Strategies (continued)

- Assets are invested mainly on regulated markets (those that are not are
  levels).

- In considering appropriate investments for the Scheme, the Trustee h
  considered the written advice of a suitability qualified investment advi
  received and the arrangements implemented are, in the Trustee's opinion
  the requirements of Section 36 of the Pensions act 1995 (as amended).

- The funds are pooled investment vehicles which are daily-dealt, with as
  invested in regulated markets and therefore should be realisable at shor
  on either Trustee or member demand.

Based on member analysis undertaken in 2014 and the Trustee's understan
Scheme's membership, a default investment option that targets annuity pur
free cash lump sum (up to 25% of a member's pot) was chosen as the Defa
Strategy for PSP members. Separately, a default investment option that targ
at retirement was chosen as the Default Investment Strategy for EPP memb
be noted that the Trustee has decided to review the appropriateness of the A
Lifestyle Strategy and the Cash Lifestyle Strategy as the default investment
PSP and EPP members, respectively, on a periodic basis.

Investment manager fees

The investment manager fees for assets within the DC section are set out in
this Statement.

Transfers In

Further DC monies are invested with Legal & General representing trans
William Hill Investment Plan which operated from 1990 to 1997, and w
wound up; and from the Pension Savings Plan. Any individual transfer wh
agrees to accept may also utilise these funds.

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Statement of Investment Principles (continued)

Defined Contribution (DC) Section (continued)

Additional Voluntary Contributions (continued)

contributions to the Pension Savings Plan 2001. These arrangements are re
time to time to ensure that the investment performance achieved is accept
investment profile of the Scheme remains consistent with the objectives of th
needs of the members.

Buying and selling investments

The responsibility for buying and selling the underlying investments has been
the investment managers. However, both the Trustee and Administrator
involved in the process behind the buying and selling of investments. Th
activities that the investment managers carry out are reviewed from time to ti
that the operating instructions, guidelines and restrictions remain appropria
custody of the Scheme's assets is delegated via the investment managers to
custodians (via the use of pooled vehicles).

Responsible Investment and Corporate Governance

The Trustee believes that environmental, social, and corporate governance (ES
may have a material impact on investment risk and return outcomes, and that
stewardship can create and preserve value for companies and markets as a wh
Trustee also recognises that long-term sustainability issues, particularly clima
present risks and opportunities that increasingly may require explicit consider
Trustee has taken into account the expected time horizon of the Scheme when
how to integrate these issues into the investment decision making process.

The Trustee has given appointed investment managers full discretion in eva
factors, including climate change considerations, and exercising voting
stewardship obligations attached to the investments, in accordance with their o
governance policies and current best practice, including the UK Corporate
Code and UK Stewardship Code. The Trustee will periodically review th
managers' policies and engagement activities (where applicable).

The Trustee considers how ESG, climate change and stewardship is integ

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Statement of Investment Principles (continued)

Defined Contribution (DC) Section (continued)

Responsible Investment and Corporate Governance (continued)

Member views are not taken into account in the selection, retention and r investments, but members have a variety of methods by which they can make known to the Trustee. This position will be reviewed periodically. The Trustee e the Scheme's investment managers on issues including, but not limited concerning an issuer of debt or equity, a manager's performance, stra environmental impact and corporate governance. The Trustee also expects the managers to engage with investee companies on the capital structure and ma conflicts of interest.

The Trustee have not set any investment restrictions on the appointed investme in relation to particular products or activities, but may consider this in future.

Investment Manager Appointments

Aligning manager appointments with investment strategy

Investment managers are appointed based on their capabilities and, the perceived likelihood of achieving the expected return and risk characteristics the asset class or classes they are selected to manage.

The Trustee looks to its investment consultant for their forward looking asse manager's ability to outperform over a full market cycle. This view will be consultant's assessment of the manager's idea generation, portfolio implementation and business management, in relation to the particular investm the Scheme invests in. The consultant's manager research ratings assist with d and questioning managers during presentations to the Trustee and are used around selection, retention and realisation of manager appointments.

If the investment objective for a particular manager's fund changes, the Trustee the fund appointment to ensure it remains appropriate and consistent with t

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Statement of Investment Principles (continued)

Defined Contribution (DC) Section (continued)

Investment Manager Appointments (continued)

Aligning manager appointments with investment strategy (continued)

As the Scheme invests in pooled investment vehicles, the Trustee accepts
direct ability to specify the risk profile and return targets of the manager, b
mandates can be selected to align with the overall investment strategy.

The Trustee believes the annual fee paid to the investment managers incent
follow the fund's objective, which is aligned to the Trustee's policies.

Monitoring manager appointments

The Trustee receives investment manager performance reports on a quarterl
present performance information over a variety of periods. The Trustee reviev
performance, relative performance against a suitable index used as the benc
against the managers' stated target performance (over the relevant time perio

The Trustee will also consider the investment consultant's assessment of how
embeds ESG into its investment process and how the manager's responsib
philosophy aligns with the Trustee's views. This includes investment manag
voting and engagement. The Trustee meets with each investment manager on
and challenges their decisions in these areas.

The Trustee's focus is on long term performance but, as noted above,
manager's appointment if:

- There are sustained periods of underperformance;
- There is a change in the portfolio manager or portfolio management t
- There is a change in the underlying objectives of the investment mana
- There is a significant change to the investment consultant's rating of

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Statement of Investment Principles (continued)

Defined Contribution (DC) Section (continued)

Investment Manager Appointments (continued)

Monitoring manager appointments (continued)

The Trustee considers that the method of remunerating the investmer consistent with incentivising them to make decisions based on assessment long-term financial and non-financial performance of an issuer of debt or e held within their fund. By encouraging a long-term view, they will in turn investment managers to engage with the issuers of debt or equity in order t performance in the medium to long term.

If managers are not meeting performance objectives, or investment objectiv have changed, the Trustee may ask managers to review the Annual Manage

The Trustee undertakes an annual review of the DC investment options, incl investment manager, and the default strategy to assess their performance a continue to meet the Trustee's objectives. As part of the annual Value for Me assessment, the Trustee also reviews the investment manager fees.

Portfolio turnover costs

The Trustee does not analyse portfolio turnover costs in detail. Howeve Trustee may ask managers to report on portfolio turnover costs. The Trustee by comparing portfolio turnover across the same asset class, on a year-on-y same manager fund, or relative to the manager's specific portfolio turnov investment guidelines or prospectus.

The Trustee considers portfolio turnover costs indirectly through cc transaction cost data as part of the annual VfM assessment. Though the T currently define target portfolio turnover ranges for funds, they will engage if the portfolio turnover is higher than expected as a result of the monitoring

Manager turnover

The Trustee is a long term investor and is not looking to change the investm arrangements on a frequent basis. The Scheme is invested in open-ended fu

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Statement of Investment Principles (continued)

Defined Contribution (DC) Section (continued)

Investment Manager Appointments (continued)

Manager turnover (continued)

Within the Defined Contribution section, all the funds are open-ended with no set end date for the arrangement. The self-select fund range and default investment options are reviewed on at least a triennial basis. A manager's appointment may be terminated if it is no longer considered to be optimal.

Investment consultant fees

Mercer fees are either based on fixed quotes for particular projects or are on a time-cost basis.

Compliance with Statement

We, William Hill Trustee Limited, the investment managers and Mercer, our consultant each have duties to perform to ensure compliance with this Statement. These are:

The Trustee will review this Statement every year on the advice of Mercer.

Mercer, our consultants, will provide the advice needed to allow us to review and update this statement annually (or more frequently if required). In addition, they will provide all the investment managers with a copy of the signed Statement.

Hugh Nolan

Signed by Hugh Nolan on behalf of Dalriada Trustees Limited Chair of William Hill Trustee Limited
Trustee of the William Hill Pension Scheme

16 September 2021

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Statement of Investment Principles (continued)

Appendix

Lifestyle Strategies

Annuity Lifestyle Strategy (Default for PSP members)

This strategy is for those planning to buy an annuity (a pension income for life) a
retirement date. Members will be invested in a 50% allocation to the LGIM Glob
Weights (30:70) Index Fund – 75% GBP Currency Hedged and 50% allocation t
Diversified Fund, as part of the growth element of the Annuity Lifestyle Strategy

Once a member is eight years from retirement the strategy gradually de-risks the
growth phase assets into a final asset allocation of 75% LGIM Pre-Retirement Fu
LGIM Sterling Liquidity Fund. This is illustrated in the table below:

Years to Retirement	LGIM Diversified Fund (%)	LGIM Global Equity Market Weights (30:70) Index Fund – 75% GBP Currency Hedged (%)	LGIM Pre-Retirement Fund (%)	I S Li Fu
10	50.00	50.00	0.00	
9	50.00	50.00	0.00	
8	50.00	50.00	0.00	
7	50.00	37.50	12.50	
6	50.00	25.00	25.00	
5	50.00	12.50	37.50	
4	50.00	0.00	50.00	
3	37.50	0.00	56.25	
2	25.00	0.00	62.50	
1	12.50	0.00	68.75	
0	0.00	0.00	75.00	

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Statement of Investment Principles (continued)

Appendix (continued)

Lifestyle Strategies (continued)

Cash Lifestyle Strategy (Default for EPP members) (continued)

Once a member is eight years from retirement the strategy gradually de-risks the growth phase assets to the LGIM Pre-Retirement Fund and the LGIM Sterling L before being allocated 100% to the LGIM Sterling Liquidity Fund. This is illustr below:

Years to Retirement	LGIM Diversified Fund (%)	LGIM Global Equity Market Weights (30:70) Index Fund – 75% GBP Currency Hedged (%)	LGIM Pre-Retirement Fund (%)	I S Li Fu
10	50.0	50.0	0.0	
9	50.0	50.0	0.0	
8	50.0	50.0	0.0	
7	50.0	37.5	12.5	
6	50.0	25.0	25.0	
5	50.0	12.5	37.5	
4	50.0	0.0	50.0	
3	37.5	0.0	37.5	
2	25.0	0.0	25.0	
1	12.5	0.0	12.5	
0	0.0	0.0	0.0	

Drawdown Lifestyle strategy

This lifestyle strategy is designed for those members who intend to make use of retirement. Members will be invested in a 50% allocation to the LGIM Global E Weights (30:70) Index Fund – 75% GBP Currency Hedged and 50% allocation t

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Statement of Investment Principles (continued)

Appendix (continued)

Lifestyle Strategies (continued)

Drawdown Lifestyle strategy (continued)

Years to Retirement	LGIM Diversified Fund (%)	LGIM Global Equity Market Weights (30:70) Index Fund – 75% GBP Currency Hedged (%)	LGIM Pre-Retirement Fund (%)	LGIM Liquidi (%
10	50.00	50.00	0.00	0.
9	50.00	50.00	0.00	0.
8	50.00	50.00	0.00	0.
7	50.00	43.75	6.25	0.
6	50.00	37.50	12.50	0.
5	50.00	31.25	18.75	0.
4	50.00	25.00	25.00	0.
3	50.00	18.75	25.00	6.
2	50.00	12.50	25.00	12
1	50.00	6.25	25.00	18
0	50.00	0.00	25.00	25

DC Section fees

The table below shows the Total Expense Ratio ("TER") of the funds (the annual management c
expenses). Note that expenses are a function of the size of the fund and will change over time. Tl
below are correct as at October 2018.

Fund	TI
Retirement Income Multi-Asset	
William Hill Equity Fund	
World Equity Index (MSCI) Fund	
World Equity Index (MSCI) Fund – GBP Currency Hedged	
Global Equity Market Weights (30:70) Index Fund – 75% GBP Currency Hedged	
Diversified Fund	

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Statement of Investment Principles (continued)

Appendix (continued)

DC Section fees (continued)

Fund	TE
Property Fund	0
Sterling Liquidity Fund	0

Source: LGIM.
*TERs may vary over time.