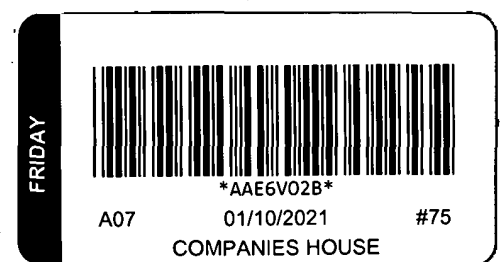


PACE TRUSTEES LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE 52 WEEK PERIOD ENDED 2 JANUARY 2021



REGISTERED NUMBER 5530776

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DIRECTORS' REPORT

The Directors present their annual report and the audited financial statements of Pace Trustees Limited covering the 52 week period to 2 January 2021. The Directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption. Accordingly, no Strategic report has been presented.

Principal activities and business review

The Company has been dormant as defined in section 1169 of the Companies Act 2006 throughout the year and preceding financial year. It is anticipated that the Company will remain dormant for the foreseeable future.

The only activity of the Company is to act as Trustee of The Co-operative Pension Scheme (Pace).

Going Concern

In forming their judgement on going concern inclusive of the impact around COVID-19, the Directors have considered that the company is the sole trustee of the above scheme and has not traded in the period and is not likely to trade in the foreseeable future. The company has no third party liabilities, commitments or guarantees with the group or the scheme and accordingly they continue to adopt the going concern basis in preparing the financial statements.

Directors

The Directors of the Company during the period and to the date of this report unless otherwise stated were:

Independent Trustees Services Limited
S.D. Benson
A.P. Kershaw
Besttrustees Limited

Secretary

S. Horan
T. Taylor

(resigned 7 August 2020)
(appointed 7 August 2020)

Information Regarding Directors and Employees

The Company had no employees during the current and preceding year. No emoluments were payable to the Directors of the Company during the current and preceding year by the Company.

In relation to their role as Directors of Pace Trustees Limited in its capacity as a trustee company:

- Independent Trustee Directors appointed by the Co-op receive remuneration from Pace, based on an amount determined by the Co-op, following consultation with The Co-operative Bank p.l.c. ("the Bank").
- Independent Trustee Directors appointed by the Bank receive remuneration from Pace, based on an amount determined by the Bank, following consultation with the Co-op.

During the period the Directors were covered by an indemnity policy established by the Co-op for the protection of the Trustees of all Co-op pension arrangements.

Auditor

Each of the persons who is a Director at the date of approval of this report confirms that:

- so far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the Director has taken all the steps that he ought to have taken as a Director in order to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Deloitte LLP have expressed their willingness to continue in office as auditor. Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and Deloitte LLP will therefore continue in office.

On behalf of the Board



Independent Trustee Services Limited represented by Chris Martin
Chair

Date: 16/09/21

Registered Office:
Pace Trustees Limited
1 Angel Square,
Manchester, M60 0AG

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Directors are responsible for preparing the Directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law) including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

Under Company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that year.

In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT

Independent auditor's report to the members of Pace Trustees Limited

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of Pace Trustees Limited (the 'company'):

- give a true and fair view of the state of the company's affairs as at 2 January 2021 and of its results for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the balance sheet; and
- the related notes 1 to 8.

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

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' 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 company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors 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 directors are 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 course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to 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 Directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine 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 directors are responsible for assessing the company'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 directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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.

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

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

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

We considered the nature of the company's industry and its control environment, and made enquiries of management about their policies and procedures relating to fraud and compliance with laws and regulations.

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

- had a direct effect on the determination of material amounts and disclosures in the financial statements. This included UK Companies Act; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the company's ability to operate or to avoid a material penalty.

We discussed among the audit engagement team regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. Given the nature of the company, there were no transactions, no journal entries or other adjustments and no accounting estimates made during the year.

Our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements; and
- enquiring of management concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations.

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

For the 52 week period ended 2 January 2021

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the directors' report.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the directors' report and from the requirement to prepare a strategic report.

We have nothing to report in respect of these matters.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Jennifer O'Neill, FCA (Senior statutory auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
Belfast, United Kingdom

Date: 24/09/2021

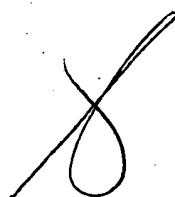
PACE TRUSTEES LIMITED
BALANCE SHEET AS AT 2 JANUARY 2021

	Notes	2 January 2021 £	4 January 2020 £
Current Assets			
Amount owing by parent undertaking		2	2
		<hr/>	<hr/>
Net assets		2	2
		<hr/>	<hr/>
Capital			
Called up share capital	4	2	2
		<hr/>	<hr/>
Shareholder's Funds		2	2
		<hr/>	<hr/>

Pace Trustees Limited (registered number 5530776) did not trade during the current or preceding period and has made neither profit nor loss, nor any other items of comprehensive income, thus neither statement has been presented. Pace Trustees Limited is a dormant company, as defined by the Companies Act 2006, and has therefore elected to retain its accounting policies for reported assets, liabilities and equity at the date of transition to FRS 102 in accordance with the transition provisions in paragraph 35.10 in FRS 102.

The Directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts. The accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

These financial statements on pages 10 to 12 were approved and authorised for issue by the Board of Directors on 16/09/21.



Independent Trustee Services Limited represented by Chris Martin
Chair

The notes on page 11 to 12 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

1. Accounting Policies

Basis of preparation

The financial statements have been prepared in accordance with applicable United Kingdom law and accounting standards and under the historical cost convention.

The Company is a private company limited by shares incorporated in the United Kingdom and is registered in England and Wales. The address of the Company's registered office is shown on page 4. The Company is dormant.

2. Profit & Loss Account and Cash Flows

No profit and loss account is presented with these financial statements because the Company has not received income, incurred expenditure or recognised any other items of comprehensive income during either the current or preceding financial year. There have been no movements in shareholders' funds during the current or preceding financial year and therefore no statement of changes of equity has been included.

The audit fee of £2,265 (2020: £2,265) is borne by Co-operative Group Limited ("the Co-op") and not recharged (2020: same, not recharged).

The cost of the confirmation statement fee was borne by the Co-op, the Company's parent company, without any right of reimbursement.

3. Information Regarding Directors and Employees

The Company had no employees during the current and preceding year. No emoluments were payable to the Directors of the Company during the current and preceding year by the Company.

In relation to their role as Directors of Pace Trustees Limited in its capacity as a trustee company:

- Independent Trustee Directors appointed by the Co-op receive remuneration from Pace, based on an amount determined by the Co-op, following consultation with The Co-operative Bank p.l.c. ("the Bank").
- Independent Trustee Directors appointed by the Bank receive remuneration from Pace, based on an amount determined by the Bank, following consultation with the Co-op.

During the period the Directors were covered by an indemnity policy established by the Co-op for the protection of the Trustees of all Co-op pension arrangements.

4. Called up share capital

	2 January 2021 £	4 January 2020 £
Authorised 100 ordinary £1 shares	<u>100</u>	<u>100</u>
Issued and called up 2 ordinary £1 shares	<u>2</u>	<u>2</u>

5. Parent Undertaking

The Company is a wholly owned subsidiary of Co-operative Group Limited, a Registered Society under the Co-operative and Community Benefit Societies Act 2014, registered in England and Wales.

The largest and smallest group in which the results of the ultimate parent are consolidated is that headed by the Co-op. The consolidated accounts of this group are available to the public and may be obtained from the Secretary, Co-operative Group Limited, 1 Angel Square, Manchester, M60 0AG.

6. Subsidiary Undertaking

The Company owns two issued shares in CWS Pension Nominees Limited (also dormant), which is registered in England and Wales. These have been deemed as nil value.

7. Basis of Consolidation

The Company is exempt, by virtue of Section 402 of the Companies Act 2006, from the requirement to prepare group accounts. These financial statements present information about the Company as an individual undertaking and not about its Group.

8. Charges

Four charges were registered by Marston's Estates Limited on 9 May 2017. These charges relate to Scottish properties that the Co-op Section of the Co-operative Pension Scheme – (Pace) holds, and are to protect an option in favour of the tenant for each of these properties to acquire the freehold interest in the properties at the end of the lease term for a pre-determined price.