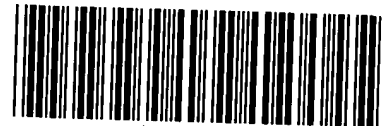


Company Number: 00212802

**BAE SYSTEMS PENSION FUNDS
INVESTMENT MANAGEMENT LIMITED**

**ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED
5 APRIL 2021**

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BAE SYSTEMS PENSION FUNDS INVESTMENT MANAGEMENT LIMITED

Company Number: 00212802

STRATEGIC REPORT

The Directors present their Strategic Report for the year ended 5 April 2021.

The Company is regulated by the Financial Conduct Authority following the enactment of the Financial Services Act 2012.

Business Model

During the year the Company acted as the lead investment manager for the BAE Systems Pension Scheme, which comprises the BAE Systems Section and the Airbus Section, and the BAE Systems Executive Pension Scheme and also provided some investment management services to the Royal Ordnance Pension Scheme.

The Company itself is non-trading and investment management services are provided to the pension schemes by using staff employed by BAE Systems plc. The costs of these services are accumulated by BAE Systems plc and recharged to the schemes.

There are no foreseeable changes to the business or its business model.

Principal risks

The Coronavirus (COVID-19) pandemic has persisted throughout the year causing a significant level of economic uncertainty and volatility in financial markets, and also operational challenges in maintaining normal working practices.

Throughout the year the company, and its key service providers, have relied upon business continuity measures that allowed it to continue to provide services to its clients with no significant interruptions. However the pandemic still presents risks to the Company and the Directors will continue to monitor its impact on the activities of the Company.

The Company is exposed to credit risk on its intercompany loan to BAE Systems plc however, due to the financial strength of the parent company, the Company does not believe that this is a significant risk.

BY ORDER OF THE BOARD



B. Effanga
Company Secretary

Date: 7th July 2021

Warwick House
P.O. Box 87,
Farnborough Aerospace Centre,
Farnborough, GU14 6YU.

BAE SYSTEMS PENSION FUNDS INVESTMENT MANAGEMENT LIMITED

Company Number: 00212802

DIRECTORS' REPORT

The Directors present their Directors' Report for the year ended 5 April 2021.

Directors and Company Secretary

The Directors of the Company during the year and at the date of this report were:

Mr. D.G. Adam

Mrs. K.E. Davies

Mr. A.J. Gallagher (resigned 21st May 2021)

Mr. B.M. Greve (Chair) (resigned 7th July 2021. Work is underway to recruit and appoint a replacement Chair)

Mr. M.S.J. Westcott (appointed 7th July 2021)

Miss B. Effanga served as Company Secretary throughout the year.

Statement of disclosure of information to auditors

The Directors who held office at the date of approval of this Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware; and each Director has taken all the steps that they ought to have taken as a Director to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

BY ORDER OF THE BOARD



B. Effanga
Company Secretary

Date: 7th July 2021

Warwick House
P.O. Box 87,
Farnborough Aerospace Centre,
Farnborough, GU14 6YU.

BAE SYSTEMS PENSION FUNDS INVESTMENT MANAGEMENT LIMITED

Company Number: 00212802

**STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE
DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS**

The Directors are responsible for preparing the Strategic Report, 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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

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

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

BAE SYSTEMS PENSION FUNDS INVESTMENT MANAGEMENT LIMITED

Company Number: 00212802

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BAE SYSTEMS
PENSION FUNDS INVESTMENT MANAGEMENT LIMITED**

Opinion

We have audited the financial statements of BAE Systems Pension Funds Investment Management Limited (the 'company') for the year ended 5 April 2021, which comprise the statement of comprehensive income, the statement of changes in equity, the statement of cash flows, the statement of financial position 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:

- give a true and fair view of the state of the company's affairs as at 5 April 2021 and of its results for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

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 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 Directors' 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 company'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 company to cease to continue as a going concern.

In our evaluation of the Directors' conclusions, we considered the inherent risks associated with the company's business model including effects arising from macro-economic uncertainties such as Brexit and Covid-19, we assessed and challenged the reasonableness of estimates made by the Directors and the related disclosures and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period.

BAE SYSTEMS PENSION FUNDS INVESTMENT MANAGEMENT LIMITED

Company Number: 00212802

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BAE SYSTEMS
PENSION FUNDS INVESTMENT MANAGEMENT LIMITED (Continued)**

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.

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.

The responsibilities of the Directors with respect to going concern are described in the 'Responsibilities of Directors for the financial statements' section of this report.

Other information

The Directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. 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.

In connection with our audit of the financial statements, 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 or a material misstatement of the other information. 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.

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 Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

Matter on which we are required to report under the Companies Act 2006

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 material misstatements in the Strategic Report or the Directors' Report.

BAE SYSTEMS PENSION FUNDS INVESTMENT MANAGEMENT LIMITED

Company Number: 00212802

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BAE SYSTEMS
PENSION FUNDS INVESTMENT MANAGEMENT LIMITED (Continued)**

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you 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.

Responsibilities of Directors for the financial statements

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 Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

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. Owing to the inherent limitations of an audit, there is an unavoidable risk that material misstatements in the financial statements may not be detected, even though the audit is properly planned and performed in accordance with the ISAs (UK).

BAE SYSTEMS PENSION FUNDS INVESTMENT MANAGEMENT LIMITED

Company Number: 00212802

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BAE SYSTEMS
PENSION FUNDS INVESTMENT MANAGEMENT LIMITED (Continued)**

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 applicable to the company and industry in which it operates. We determined that the following laws and regulations were most significant: the Companies Act 2006, the regulations set out by the Financial Conduct Authority (FCA) and UK accounting standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. We enquired of management to obtain an understanding of how the company is complying with those legal and regulatory frameworks and whether there were any instances of non-compliance with laws and regulations or whether they had any knowledge of actual or suspected fraud. We corroborated the results of our enquiries through further enquiries of the compliance officer and our review of minutes of the company's board meetings. We did not identify any matters relating to non-compliance with laws and regulation or matters in relation to fraud.
- In assessing the potential risks of material misstatement, we obtained an understanding of:
 - the company's operations, and of its principal activities to understand the classes of transactions, account balances, expected financial statement disclosures and business risks that may result in risks of material misstatement
 - the company's control environment, including the policies and procedures implemented to mitigate risks of fraud or non-compliance with the relevant laws and regulations
- The engagement partner's assessment of the appropriateness of the collective competence and capabilities of the engagement team included consideration of the engagement team's:
 - understanding of, and practical experience with audit engagements of a similar nature and complexity through appropriate training and participation
 - knowledge of the industry in which the company operates
- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur. Audit procedures performed by the engagement team included reviewing that there were no unusual transactions in the year considering the nature of the company. We also reviewed the financial statements disclosures and the corresponding supporting documentation.

These audit procedures were designed to provide reasonable assurance that the financial statements were free from fraud or error. However, detecting irregularities that result from fraud is inherently more difficult than detecting those that result from error, as those irregularities that result from 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.

BAE SYSTEMS PENSION FUNDS INVESTMENT MANAGEMENT LIMITED

Company Number: 00212802

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BAE SYSTEMS
PENSION FUNDS INVESTMENT MANAGEMENT LIMITED (Continued)**

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.

Grant Thornton UK LLP

William Pointon
Senior Statutory Auditor
for and on behalf of Grant Thornton UK LLP
Statutory Auditor, Chartered Accountants
London

7th July 2021

BAE SYSTEMS PENSION FUNDS INVESTMENT MANAGEMENT LIMITED

Company Number: 00212802

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 5 APRIL 2021**

The Company has not traded during the accounting period, has received no income and incurred no expenditure, and consequently has made neither a profit nor a loss.

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 5 APRIL 2021**

The Company has not traded during the accounting period, has received no income, incurred no expenditure and has made no changes to the structure of its Capital or Reserves. Therefore there have been no changes to Equity during the year.

**STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 5 APRIL 2021**

The Company does not hold any cash balances, nor does it hold a bank account.

BAE SYSTEMS PENSION FUNDS INVESTMENT MANAGEMENT LIMITED

Company Number: 00212802

**STATEMENT OF FINANCIAL POSITION
AS AT 5 APRIL 2021**

	Note	5 April 2021 £	5 April 2020 £
CURRENT ASSETS			
Amounts due from related parties	6	15,166,941	15,166,941
NET ASSETS		15,166,941	15,166,941
CAPITAL AND RESERVES			
Called up share capital	7	5,015,000	5,015,000
Share Premium Account	8	1,302,104	1,302,104
Capital Redemption Reserve	8	2,699,235	2,699,235
Profit and Loss Account	8	6,150,602	6,150,602
		15,166,941	15,166,941

These financial statements were approved by the Board of Directors on 7th July 2021



David Adam
Director

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

BAE SYSTEMS PENSION FUNDS INVESTMENT MANAGEMENT LIMITED

Company Number: 00212802

NOTES TO THE FINANCIAL STATEMENTS

1. Company information

BAE Systems Pension Funds Investment Management Limited is a company limited by its share capital, incorporated in the United Kingdom under company number 00212802.

The Company's registered address is: Warwick House, P.O. Box 87, Farnborough Aerospace Centre, Farnborough, GU15 6YU.

2. Basis of preparation

These financial statements have been prepared in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102 – 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland' ('FRS 102'), and with the Companies Act 2006. The financial statements have been prepared on the historical cost basis

The financial statements are presented in Sterling (£).

After reviewing the Company's forecasts and projections, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. The Company therefore continues to adopt the going concern basis in preparing its financial statements.

3. Significant judgements and estimates

The key assumption drawn by the Directors in preparing these financial statements is that the amount owed by BAE Systems plc, as disclosed in note 6, continues to be fully recoverable from BAE Systems plc on demand.

4. Principal accounting policies

The Company's sole asset, the intercompany loan due from BAE Systems plc, is carried at amortised cost and as the loan is non interest bearing no interest income is recognised.

5. Directors' emoluments

No Director received any emoluments from the Company during the year.

6. Amounts due from related parties

The amount due from related parties is in respect of a loan to BAE Systems plc. The loan bears no interest and is repayable on demand.

No impairment has been made against the loan.

BAE SYSTEMS PENSION FUNDS INVESTMENT MANAGEMENT LIMITED

Company Number: 00212802

NOTES TO THE FINANCIAL STATEMENTS (Continued)**7. Called up share capital**

	5 April 2021	5 April 2020
	£	£
Authorised, allotted and fully paid		
5,015,000 ordinary shares of £1 each	5,015,000	5,015,000
	5,015,000	5,015,000

Each share carries equal voting rights.

8. Reserves

Called-up share capital represents the nominal value of shares that have been issued.

The share premium account includes any premiums received on issue of share capital. Any transaction costs associated with the issuing of shares are deducted from share capital.

The capital redemption reserve is a non-distributable reserve into which the Company has transferred amounts following the redemption of its own shares.

The profit and loss account includes all historic retained profits and losses.

9. Related party transactions

Other than the intercompany loan disclosed in note 6, additional related party transactions relate to the costs of the annual audit which were borne by the Company's ultimate holding company without any right of reimbursement and the provision of staff and other services from the Company's ultimate holding company for which no recharge is made.

10. Ultimate holding company

The ultimate holding company is BAE Systems plc, a company incorporated in Great Britain, and registered in England and Wales. This is the only company which consolidates the Company's financial statements into its financial statements. Copies of the Annual Report and Accounts of BAE Systems plc can be obtained from the Company Secretary, 6 Carlton Gardens, London, SW1Y 5AD.