



Guinness Ireland Group Pension Scheme Scheme Review 2017

Read this update to see what's been happening in your Scheme this year.



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Chairman's Report



Welcome to the 2017 Guinness Ireland Group Pension Scheme Review.

It's been another peculiar year in the financial markets: despite some surprises around the world in the political arena, equity and other "growth" markets continued to deliver strong returns – good news for the Scheme, where just under half of the assets are invested in such markets. On the other side, central banks continued the era of ultra-low interest rates, and this proved adverse for the valuation of the Scheme's benefit liabilities. As a result the funding level in the Scheme on the on-going basis improved, only slightly, to 84%. The Company continues to make significant contributions to the Scheme – and has this year paid in cash contributions of €55 million which reduce the on-going deficit, out of a total of €320 million committed over the period to 2027. Overall therefore, the Trustee believes that the Scheme has made satisfactory progress during the year.

Summary of the Scheme's accounts

As you will see on page 4, the value of the Scheme's net assets increased over the year to €1,722 million. This was largely due to the receipt of total contributions of €65 million and returns on the Scheme's investments of €189 million, partly offset by benefits paid to members of €85 million.

Investment review

Information on the investments held by the Scheme, together with a summary of the investment strategy and details of past performance, is set out on pages 5 and 6. As you will see, the Trustee has made certain changes to improve diversification of the investments and reduce the level of investment risk in the Scheme's assets. Investment markets were broadly favourable during the year and the investment return, excluding the liability hedging programme, was 7.7%, a little ahead of the benchmark return of 5.9%.

Funding update

During the year the funding level of the Scheme, being the ratio of assets held to the benefit obligations of the Scheme, improved slightly from 83% to 84% on the on-going funding basis, with the deficit on this basis standing at €336 million as at 31 December 2016.

Whilst there was a significant increase in the value of the Scheme's assets as a result of cash contributions paid in by the Company to address the deficit, together with strong returns on the Scheme's investments, there was an equally significant increase in the assessed value of the Scheme's liabilities as a result of falls in Eurozone Government bond yields and an increase in inflation expectations, resulting in only a small net improvement in the funding level.

The Company is continuing to make substantial cash contributions to the Scheme to address the deficit, with a total of €320 million paid or committed between 1 January 2016 and 31 December 2027, which the Trustee and the Company have agreed as the date by which the deficit on the on-going basis should be eliminated. These contributions are in addition to the cost of providing future service benefits, which is now 50% of pensionable earnings. The next formal triennial valuation is due as at 31 December 2018. The Trustee will continue to monitor the funding level in the interim and will have discussions with the Company if any further action is required.

You will find more information about the funding of the Scheme in the funding update on pages 7 to 9.

Scheme update and industry news

On pages 10 to 12 you will find news about your Scheme benefits and news affecting pension arrangements in general.

I hope that you find this report interesting and easy to understand. The Trustee welcomes any feedback you may have; please address any comments or questions to the Diageo Pensions Team, whose contact details are shown on page 14. You may also like to visit the Scheme website at www.mydiageopension.com; it provides useful information and guidance about the Scheme and your pension benefits.

Finally, I always like to thank my fellow Trustee Directors, the Diageo Pensions Team and all our advisers for their dedication and work for the Scheme and you, its members, throughout the year.

Charles Coase
Chairman

Summary of the Scheme's Annual Accounts to 31 December 2016

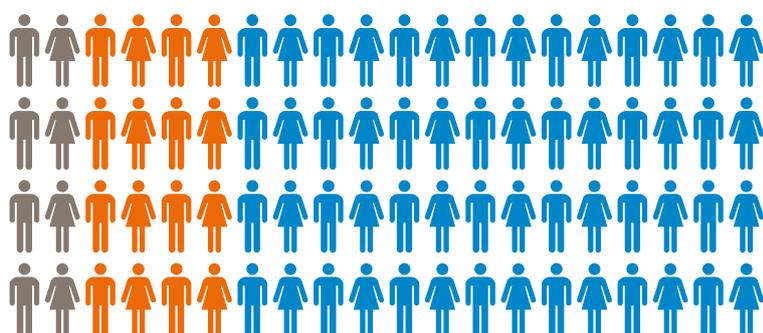
Scheme Membership

Membership at 31 December 2016

405 Actives
1,109 Deferreds
3,437 Pensioners

Membership at 31 December 2015

444 Actives
1,096 Deferreds
3,523 Pensioners



Membership analysis at 31 December 2016

8% Actives

22% Deferreds

70% Pensioners

Active members – current employees who participate in the Scheme.

Deferred members – those members who have either opted out of the Scheme or left the Company and still retain a benefit.

Pensioners – those members who are currently in receipt of a pension, including spouses and dependants.

Financial summary

For the year ended
31 December 2016

The summary of the accounts shown has been extracted from the Trustee's Annual Report and Scheme Financial Statements, which have been given a clean audit report by Ernst & Young. A copy of the formal report is available on the Scheme website at

www.mydiageopension.com

	€m	€m
Value of the Scheme's Net Assets at 31 December 2015		1,559.5
Received by the Scheme		
Company contributions	62.6	
Member contributions (incl AVCs)	2.4	
Investment income	32.2	
Income	+	97.2
Increase in value of investments	+	156.6
Paid from the Scheme		
Benefits	84.5	
Payments in respect of leavers	0.8	
Administration costs and investment expenses	6.3	
Expenditure		(91.6)
Value of Scheme's Net Assets at 31 December 2016	=	1,721.7



Investment Review

Investment strategy and recent developments

The Trustee determines the investment strategy for the Scheme, supported by its investment adviser Mercer (Ireland) Ltd.

The investment strategy of the Scheme aims to achieve the level of investment return set out in the Scheme's funding plan which has been agreed by the Trustee and Company, with an acceptable level of risk. Specifically the investment strategy aims to deliver a return which, together with the contributions payable to the Scheme, is expected to eliminate the deficit on the on-going funding basis in respect of benefits accrued to date by 2027. The Trustee has established a de-risking programme, which seeks to reduce the level of investment risk as the funding level of the Scheme improves, by switching out of return-seeking growth assets (such as equities) into investments with a risk and return profile more closely matched with the liabilities of the Scheme ("matching assets", such as bonds, loans and cash).

On the advice of the investment adviser and after consultation with the Company, the Trustee has set out trigger points under the de-risking programme for switches between the growth and matching assets. These trigger points have been reviewed and updated during 2016 following the December 2015 actuarial valuation. There were no changes to the benchmark asset allocation of 48% growth and 52% matching during 2016. However, after meeting a de-risking trigger as at 31 December 2016, the matching asset allocation is to increase to 57%. In order to effect this change, the Trustee has decided to make a 5% investment in a diversified credit fund managed by M&G Investments. Withdrawals from the Irish Life passive equity portfolios will be used to fund the new credit investment in the first half of 2017 so that the desired 43% growth and 57% matching allocations can be achieved.

In January 2016 the Trustee decided to invest €80 million into infrastructure assets, through a fund managed by Mercer Private Markets AG. Due to the nature of infrastructure funds this mandate will take a number of years to be fully invested. Withdrawals from the Irish Life passive equity portfolios were used to fund the infrastructure investment in the period up to December 2016. The infrastructure fund makes up part of the growth asset allocation and further reduces investment risk through diversification.

The Trustee has been allocating a portion of the growth portfolio to focus on achieving absolute returns of between 3-5% above cash. During the year, this absolute return allocation has been invested in hedge funds. An alternative approach to targeting such absolute returns is to invest in diversified growth funds which are typically invested across a wide range of liquid assets and strategies, where the asset allocation reflects the investment managers' views on various investment markets. In November 2016 the Trustee decided to appoint Aviva Investors and BNY Mellon to manage two diversified growth funds, initially for c. €100 million in total. These new portfolios will be funded in the first half of 2017 from the proceeds of the termination of the Unigestion hedge fund mandate along with a €40 million withdrawal from the IPUT Property Fund, rebalancing this allocation back to its strategic weight after a period of very strong performance.

In order to diversify some of the Scheme's exposure to Eurozone governments, the Trustee has updated the benchmark of the Sovereign Bond Portfolio with Morgan Stanley to allow for further investment in non-Eurozone government bonds. This change was implemented by Morgan Stanley in April 2017.

The value of the Scheme's actuarial liabilities, being benefits payable to members in future years, is significantly influenced by the rates of interest and inflation. Accordingly, as part of the investment strategy, the Trustee has had in place for some years a liability hedging programme, designed to mitigate the impact on the Scheme of changes in the rates of interest and inflation. At 31 December 2016, the programme hedged approximately 37% and 67% of the Scheme's exposure to changes in interest and inflation rates respectively. The inflation hedge is set mostly with reference to Eurozone rather than Irish inflation. Following a review of the liability hedging framework in 2016, the Trustee decided to increase the interest rate hedge by a minimum of 3% each year going forward. In April 2017, the Trustee decided to appoint Insight Investment Management Global Limited to manage the Scheme's liability hedging programme including the annual increase in the level of the interest hedge.

In order to reduce the impact of currency fluctuations on the Scheme, the Trustee decided to increase the level of currency hedging being undertaken on the equity portfolio from 50% to 75% in November 2016.

Investment Review

The Trustee has reviewed its practices against the Investment Guidelines issued by the Irish Association of Pension Funds and is pleased to report that it continues to satisfy these guidelines.

The Trustee will continue to review the investment strategy in conjunction with the Scheme's liabilities.

Investment structure

The table below shows the analysis of the Scheme's investment assets at 31 December 2016 and the investment managers appointed to manage these assets.

Asset class	Principal investment managers	€m	%
Equities	Irish Life Investment Managers Limited	479	31
Alternative assets	Blackrock Alternative Advisors Unigestion (UK) Ltd	139	9
Property	Irish Property Unit Trust	134	9
Infrastructure	Mercer Private Markets AG	9	1
Growth-asset portfolio		761	49
Bonds, loans and cash – matching-asset portfolio	Morgan Stanley Investment Management Limited M&G Investments Oak Hill Advisers	785	51
Assets subject to benchmark		1,546	100
Liability hedging programme	Morgan Stanley Investment Management Limited	156	
AVCs	Irish Life Assurance plc	20	
Total investment assets		1,722	

Investment performance

The investment return achieved by the Scheme, and its constituent portfolios, is measured by the custodian, Northern Trust Global Services Limited. The total annualised returns achieved by the Scheme against benchmark, were:

1 year (%)		3 year (%)	
Return	Benchmark	Return	Benchmark
7.7	5.9	8.1	6.9

The performance of the liability hedging programme is not included in the Scheme's overall return in the table above as its prime purpose is to act as a hedge against movements in interest and inflation and not as a return-seeking asset.

Funding Update

Funding update

The purpose of the Funding update is to explain the latest funding position of the Scheme as at 31 December 2016.

How is the Scheme funded?

Both the Company and members who are still working for the Company pay contributions into the Scheme. The level of members' contributions is set out in the Scheme rules and is currently 5% of pensionable earnings for members in the Contributory Section of the Scheme. The Company's contributions meet the balance of the cost required to pay the benefits. The Scheme is set up as one fund which the Trustee uses to provide all members' benefits. This fund is held separately from the assets of the Company.

How much does the Company currently pay into the Scheme?

The Company pays regular monthly contributions to meet the cost of benefits building up in the Scheme for members still working for the Company. For the year ended 31 December 2016 contributions were paid at the agreed rate of 30% of pensionable earnings less the employee contribution. From 1 January 2017, this has increased significantly to 50% of pensionable earnings less the employee contribution. As set out below, the Company also makes contributions to address the deficit in the Scheme.

How is the funding position of the Scheme measured?

The funding position of the Scheme is measured by the Scheme's Actuary using two different bases:

- The "on-going basis", which assumes that the Scheme will continue until the benefits of all existing members are paid. It measures whether there are sufficient assets in the Scheme to meet future benefit payments for members in respect of their benefits which have accrued as at the valuation date.
- The "discontinuance basis", in accordance with the Statutory Funding Standard (SFS). This is a standard set by the government which measures the value of benefits payable under the Scheme as if the Scheme were to cease and wind up as at the valuation date.

The Trustee regards the on-going valuation as the more important of the two measures.

What was the Scheme's on-going funding position at the most recent interim actuarial valuation?

The results of the interim actuarial review at 31 December 2016 are shown below. This review is based on funding assumptions derived from the same methodology as used for the 2015 valuation, but updated to reflect market conditions at 31 December 2016.

The results show that there has been a small improvement in the funding level, from 83% at 31 December 2015 to 84% at 31 December 2016. This represents a deficit of €336 million.

The improvement in the funding level is attributable to the net effect of a number of factors, principally the significant cash contributions paid in by the Company to address the deficit together with strong returns on the Scheme's investments, but offset by a significant increase in the assessed value of the Scheme's liabilities as a result of falls in Eurozone Government bond yields and an increase in inflation expectations which are used in valuing the liabilities.

Value of the Scheme's assets*	€1,702.0 million
Amount needed to provide benefits	€2,038.1 million
Deficit	€(336.1) million
Funding level	84%

*excluding AVCs

Funding Update

What is the funding level on the Statutory Funding Standard (SFS) basis?

As described in the section *How is the funding position of the Scheme measured?* above, the Actuary prepares a second valuation in accordance with the Statutory Funding Standard, which is one of the measures of the liabilities of the Scheme which might apply in the unlikely event that the Scheme was to cease operation and wind up. The Trustee has no expectation that the Scheme will be discontinued but is obliged by law to meet the Statutory Funding Standard (or have a plan to do so) and to report the funding position of the Scheme on this basis.

The Standard sets out a prescribed calculation basis, which broadly assumes that benefits would be secured by buying insurance policies for pensions in payment and by paying “transfer values” to an alternative scheme for the benefits accrued by active and deferred members. As pension increases are discretionary under the Scheme’s Trust Deed and Rules, no provision for pension increases is made in the SFS valuation, which has the effect of reducing the Scheme’s liabilities compared with the on-going valuation. The Standard also requires that the €200 million contingent asset which would be available to the Trustee in the event of a wind-up of the Scheme is taken into account for the SFS valuation.

In addition to the SFS, the Government has introduced an additional statutory funding requirement, the Funding Standard Reserve, which requires pension schemes to hold additional assets above those required by the Funding Standard as a reserve against possible adverse future experience.

The position of the Scheme relative to the SFS and Funding Standard Reserve as at 31 December 2016 is set out to the right:

Value of the Scheme’s assets*	€1,702.0 million
Value of the contingent asset	€200 million
Value of the SFS liabilities*	€1,791.6 million
Excess relative to the SFS	€110.4 million
Value of the Funding Standard Reserve	€148.1 million
Deficit relative to the Funding Standard Reserve	€(37.7) million
Funding level (i.e. total assets/(SFS liabilities plus Funding Standard Reserve))	98%

*excluding AVCs

The funding arrangements for the Scheme assume that the Company will continue to meet its obligations.



Funding Update

Funding Plan

As has been reported in previous years, the Trustee and the Company have agreed arrangements to restore the on-going funding position to 100% by 31 December 2027. These arrangements include a Funding Proposal, submitted to and accepted by the Pensions Authority in 2010, which was designed so that the Scheme could reasonably be expected to satisfy the Statutory Funding Standard by 31 December 2021.

The Funding Proposal sets out in detail the funding arrangements agreed between the Company and the Trustee up until 31 December 2021 as well as detailing certain operational measures which apply over the term of the Funding Proposal.

Following the 2015 actuarial valuation, the Company and Trustees agreed enhanced contributions to ensure that the plan, to eliminate the deficit on the on-going basis by 2027, remains on track. In each of the years ending 31 December 2016, 2017 and 2018 the Company is paying €31.8 million to reduce the deficit. In addition, the Company made a one-off lump sum payment to the Scheme of €22.9 million during 2016 in relation to a specified list of early retirements of active members that the Trustee and the Company agreed in 2015 – and these funds also reduce the on-going deficit. In total therefore, the Company will pay some €118 million in the three years leading up to the next triennial valuation as at 31 December 2018.

Future funding requirements will be reviewed in light of the 2018 valuation but it is expected that the Company will continue to make annual contributions of €22.5 million in each year up to 2027. Additional contributions may also be made by the Company if future actuarial valuations show that the on-going deficit is not being reduced as expected.

The Company has also provided further additional security (a “contingent asset”) to the Scheme up to the value of €200 million. This contingent asset consists of a set of real assets that can be turned into cash by the Trustee in the event that the Scheme was to wind up and the Company was unable to meet its funding obligations. This provides another important layer of security for the Scheme.

The Actuary has advised that, as at the 31 December 2016 interim valuation, the plan to eliminate the deficit on the SFS basis by 2021 is on track.

What happens next?

The Trustee, with the help of the Actuary, will continue to monitor the funding level in the Scheme and the progress of the funding plan towards the goal of eliminating the on-going deficit by 2027.

Where can I get further information?

Further details of the Scheme, including copies of the following documents, can be found on the pension website at www.mydiageopension.com

- Annual Report and Accounts for the year ended 31 December 2016, which includes the full accounts and membership figures, statements from the Actuary and Auditors, an update on the Scheme’s investment performance and details of the Trustee and advisers. Much of this information is summarised in this Scheme Review.
- Actuarial Valuation – shows the funding position of the Scheme as at 31 December 2015.
- Statement of Funding Principles – explains the approach adopted for funding the Scheme.
- Statement of Investment Policy Principles – explains how the Trustee invests the Scheme’s assets.

Copies of these documents are also available from the Diageo Pensions Team whose contact details can be found on page 14.



Scheme News and Other Matters

Changes in pensionable salary (active members)

The Trustee has been advised by the Company that, in accordance with collective agreements between the Company and trade unions representing its employees as regards employment matters, increases in the salary of active members applied in October 2016 and to be applied in October 2017 are non-pensionable. Death in service benefits continue to be calculated on total salary (including the non-pensionable element). The Trustee is administering the Scheme on this basis and is excluding the non-pensionable elements of salary when preparing the annual statements of pension benefits issued to active members and when assessing the future pension benefit liabilities of the Scheme.

Pension increases (pensioner members)

Pension increases are not required under the Rules of the Scheme but are provided at the discretion of the Company. The Company's policy is to consider, on a regular basis, whether to grant discretionary pension increases which, if granted, would be at the lower of the rate of price inflation since the last discretionary increase and 3%, effective on 1 January of the year in question. In light of the funding deficit in the Scheme and the fact that there has been no inflation in Ireland (as measured by the Government's Consumer Price Index) since the last discretionary increase in January 2009, the Company did not make any increase to pensions in payment in January 2017.

Pension revaluations (deferred members)

Pensions at retirement of deferred members are adjusted during the period of deferment by the statutory revaluation amount. The statutory revaluation rate applied at 1 January 2016 was -0.3%. The statutory revaluation rate at 1 January 2017 was 0.0% and therefore there was no adjustment to deferred pensions at that date.

Transfer payments and early retirement (active and deferred members)

As the funding position measured in accordance with the Statutory Funding Standard and taking into account both the Funding Standard Reserve and the Contingent Asset is below 100%, early retirements (i.e. before Normal Retiring Age) are not permitted unless the early retirement request arises from serious illness or disability in accordance with the Scheme's incapacity retirement rule or the early retirement is made at the Company's discretion and is facilitated by a cash contribution or an alternative form of security from the Company. The Trustee is making this restriction on early retirement by exercising its powers under the Pensions Act in order to protect the security of members' benefits.

As the Scheme meets the Statutory Funding Standard, transfer values are available to deferred members who wish to transfer out of the Scheme and these are not currently reduced.

Additional Voluntary Contributions (active members)

Additional Voluntary Contributions (AVCs) are a simple and effective way to provide benefits in addition to your pension from the Scheme. As the name suggests, AVCs are contributions that you choose to pay voluntarily on top of any contributions you are required to pay to the Scheme. By paying AVCs you will build up a fund of money with Irish Life which is then used to provide additional pension benefits when you retire. You have the option on how to invest your money with Irish Life.

Scheme News and Other Matters

AVCs investments (active and deferred members with AVC holdings)

During the year, following a review, the Trustee decided to make changes to the investment funds available to members who want to pay AVCs. The new funds have lower management charges than the funds which they replaced but the range of investment choices remains similar. From July 2016, the investment options available are as follows:

1) "Do It For Me" which gives members the option of being less involved in their investment approach. It is a ready-made investment approach which automatically changes the asset mix to reduce risk as members approach retirement.

Or

2) "Do It Myself" which allows members to take control of their investment choices and select from the following fund range:

Fund Name
Irish Life Indexed World Equity Fund (Partially Hedged)
Irish Life High Risk/Return Growth Strategy
Irish Life Medium Risk/Return Growth Strategy
Irish Life Indexed Corporate Bonds Fund
Irish Life Pension for Life Fund
Irish Life Low Risk/Return Growth Strategy
Irish Life Tax Free Cash Fund
Irish Life Capital Protection Fund^
Irish Life Secured Performance Fund~

^This fund accepts regular contributions only

~This fund is closed to new contributions

Further information regarding the funds, including details of the management charges and the fund performance factsheets, is available in the Employee Guides (AVCs) section of the Scheme's website.

Consolidation of Trust Deed and Rules

During the year, there were no changes to the Rules. Since the year end, the Trust Deed and Rules have been consolidated to ensure that they are up to date with references to legislation and are clear and easy to follow with no areas of ambiguity. The update has not resulted in changes which would affect accrued benefits under the Scheme.

The consolidated Rules were approved at the Trustee meeting on 10 February 2017 and a copy is available on the Scheme website.

Ensure your dependants are looked after when you die

As part of your Scheme membership, certain benefits become payable if you die before retiring. When this happens the Trustee needs to consider all potential beneficiaries and make a decision as to who should receive the death benefit.

To ensure the Trustee considers your wishes, you should have completed an Expression of Wish form when you joined the Scheme to let the Trustee know who you want to receive the death benefits. The form is not legally binding (if it were, then any lump sum benefits would be included in your estate and would be taxable) but the Trustee will consider your wishes when it decides who should get the money.

Have your personal circumstances changed?

You may update your Expression of Wish at any time – and should review it periodically. If you have divorced, married or had children, or if there have been any other changes in your circumstances, you may wish to fill in a new Expression of Wish form to let the Trustee know of any changes to your wishes.



Scheme News and Other Matters

How do you update your Expression of Wish form?

You can obtain a copy of the Expression of Wish form which can be found on the Scheme's website at www.mydiageopension.com/gigps.

Don't forget about any other pension schemes in which you retain benefits, such as those from a previous employment. Make sure that you advise them of any changes in your personal circumstances.

Finally, make sure that your family knows where to find your pension paperwork as they will need it if you die.

How to avoid a pension scam

A pension scam is when someone tries to con you out of your pension benefits and will often start by someone contacting you unexpectedly about:

- an investment or other business opportunity that you've not spoken to them about before
- accessing your pension as a cash lump sum
- the ways that you can transfer and invest your pension fund.

If someone contacts you unexpectedly and says they can help you it could be a scam. You may be offered a tempting way to invest your pension pot, e.g. investing it in a new hotel being built in an exotic location.

Most of these offers are fake but can appear very convincing. Their aim is to get you to cash in your pension benefits and transfer the money – but you will likely lose some or all of your pension benefits. If you are in any doubt, do not agree to anything and call the Diageo Pensions Team.

The Trustee

The Trustee of the Scheme is Diageo Ireland Pension Trustee Designated Activity Company. The Board of the Trustee comprises seven Trustee Directors who have the responsibility for ensuring that the Scheme is run in accordance with its Trust Deed and Rules. The current Trustee Directors are:



Mr C D Coase, Chairman



Mr P Armstrong



Ms N Donohoe



Mr K Gowing



Mr J Hyland



Mr A T Maher



Mr C Smith

Ms M Donovan resigned as a Trustee Director on 9 September 2016 and Ms N Donohoe was appointed on the same date.

Trustee Secretary	
Mrs A Kenealy	
Advisers to the Trustee	
The Trustee appoints professional advisers to provide specialist advice and guidance. The current advisers to the Trustee are:	
Actuary	Mr D S Hunter, FSAI, Willis Towers Watson Ireland Limited
Auditor	Ernst & Young
Custodian	Northern Trust Global Services Limited
Investment Adviser	Mercer (Ireland) Ltd
Legal Adviser	William Fry
Registered Administrator	Diageo Pensions Team
Sponsoring Employer	
The sponsor of the scheme is Diageo Ireland, referred to in this report as the "Company".	



Where to get further information

If you have any questions relating to this report or any aspect of the Scheme or your pension, you can contact the Pensions Team in the following ways:

 **Email:** pensions@diageo.com

 **Telephone:** 01 471 4422

 **Website:** www.mydiageopension.com

 **Writing:** Diageo Pensions Team
Guinness Ireland Group Pension Scheme
Edinburgh Park
5 Lochside Way
Edinburgh
EH12 9DT
United Kingdom

When contacting the Pensions Team, it is helpful to provide your full name, address and telephone number, date of birth and your PPS number. If you have a complaint, please raise it with the Pension Administration Manager. If you are dissatisfied with the decision of the Pension Administration Manager, please ask for details of the Internal Disputes Resolution Procedure.

Please note that any queries related to your employment should be referred to your line manager or local Human Resources Manager.

KEEP IN TOUCH

It is important that you notify the Pensions Team of any change of address, even after you leave Diageo, so that they can ensure that you receive your benefits when they become due.

It is also important that you complete, and keep up to date, your Expression of Wish form. The Trustee will take into account any wishes you have expressed in the event of any death benefits becoming payable.

This form is available on the Scheme's website.

