

Pillar 3 Disclosures

for the year ended 31 December 2016



Contents

1. OVERVIEW	3
1.1 Background	3
1.2 Basis and frequency of disclosures	3
1.3 Verification	4
1.4 Governance arrangements and remuneration	4
1.5 Scope of disclosures	4
1.6 Change in disclosure requirements	4
2. RISK MANAGEMENT POLICIES AND OBJECTIVES	5
2.1 Overview	5
2.2 The Society's purpose and objectives	5
2.3 Principal risks	5
2.4 Controlling and managing risk – overview	6
2.5 Risk strategy	6
2.6 Governance and control	7
2.7 Risk management	9
3. CAPITAL RESOURCES	11
3.1 Total available capital and compliance with capital requirements	11
3.2 Tier 1 capital	13
3.3 Tier 2 capital	14
3.4 Leverage ratio	14
4. CAPITAL REQUIREMENTS	16
4.1 Pillar 1	16
4.1.1 Introduction	16
4.1.2 Minimum capital requirement – Pillar 1	16
4.1.3 Minimum capital requirement – credit risk	17
4.1.4 Movement in credit risk – Risk Weighted Assets (RWAs)	17
4.2 Pillar 2	17
4.2.1 Introduction	17
4.2.2 Internal Capital Adequacy Assessment Process (ICAAP) and stress testing	17
4.3 Pillar 2A	18
4.4 Pillar 2B - Regulatory capital buffers	18
4.5 Minimum requirement for own funds and eligible liabilities (MREL)	19
4.6 Future regulatory developments	19
5. CREDIT RISK	20
5.1 Overview	20
5.1.1 Credit risk overview and exposures	20
5.1.2 Credit risk exposures	20
5.2 Retail credit risk	22
5.2.1 Management of retail credit risk	22
5.2.2 IRB rating system	26
5.2.3 Controls and governance	28
5.2.4 IRB model performance over time	28
5.2.5 Credit risk mitigation	30
5.2.6 Impairment provisions – Assets held at amortised cost	31
5.3 Treasury credit risk	34
5.3.1 Management of treasury credit risk	34
5.3.2 Counterparty credit risk – Derivatives	36
5.3.3 Credit risk mitigation	36
5.3.4 Impairment provisions – Treasury assets held at fair value (Available-for-sale assets)	37
5.3.5 Securitisation	37
APPENDIX 1: EBA OWN FUNDS DISCLOSURE TEMPLATE	39
APPENDIX 2: CAPITAL INSTRUMENTS KEY FEATURES	42
APPENDIX 3: ASSET ENCUMBRANCE DISCLOSURE TEMPLATE	43
APPENDIX 4: LEVERAGE RATIO – DISCLOSURE TEMPLATES	45
APPENDIX 5: COUNTERCYCLICAL CAPITAL BUFFERS - DISCLOSURE TEMPLATES	48
APPENDIX 6: REMUNERATION	49
GLOSSARY	52

Please note, the term 'Society' is used in this Pillar 3 document to refer to the activities of the Society and its subsidiaries, except where the context indicates otherwise.

Tables

Table 1:	CRD IV – transitional and end-point analysis	12
Table 2:	Regulatory capital flow statement	13
Table 3:	Leverage ratio	15
Table 4:	Minimum capital requirement – Pillar 1	16
Table 5:	Minimum capital requirement for credit risk	17
Table 6:	Risk Weighted Assets (RWA) flow statement	17
Table 7:	Credit risk exposure	20
Table 8a:	Geographical distribution of credit risk 2016	20
Table 8b:	Geographical distribution of credit risk 2015	21
Table 9a:	Residual maturity of credit risk 2016	21
Table 9b:	Residual maturity of credit risk 2015	21
Table 10:	Credit risk profile	23
Table 11:	Geographical distribution of residential mortgages	24
Table 12:	Total mortgage book loan to value (number of accounts)	24
Table 13:	Gross lending new business profile	24
Table 14:	Forbearance	25
Table 15:	Allocation of exposures to IRB risk band	27
Table 16:	Probability of Default (PD) model	29
Table 17:	Actual losses as percentage of predictions	29
Table 18:	Actual Probability of Default (PD) and Loss Given Default (LGD) against predicted	30
Table 19:	Movements in impairment provisions	32
Table 20:	Analysis of Society arrears compared with Council of Mortgage Lenders	32
Table 21a:	Past due and impaired loans by loan to value 2016	33
Table 21b:	Past due and impaired loans by loan to value 2015	33
Table 22a:	Not impaired and impaired loans by segment 2016	33
Table 22b:	Not impaired and impaired loans by segment 2015	34
Table 23:	Movement in impaired loans	34
Table 24a:	Treasury assets exposure value by rating 2016	35
Table 24b:	Treasury assets exposure value by rating 2015	35
Table 25:	ECAI exposure values and ratings	35
Table 26:	Derivative counterparty credit exposure	36

1. Overview

1.1 Background

The European Union Capital Requirements Directive II (CRD II) came into effect on 1 January 2007. Commonly referred to as Basel II, the legislative framework introduced capital adequacy standards governing how much capital all banks and building societies must hold to protect their members, depositors and shareholders.

Basel II was replaced by Capital Requirements Regulation (CRR) and Capital Requirements Directive (CRD) (together referred to as CRD IV). CRD IV implements Basel III and came into force on 1 January 2014. It is enforced in the UK, together with local implementing rules and guidance, by the Prudential Regulation Authority (PRA). The objective of CRD IV is to improve the banking sector's ability to absorb shocks arising from financial and/or economic stress, thus reducing the risk of spill-over from the financial sector into the wider economy.

CRD IV also sets out disclosure requirements relevant to banks and building societies under CRR Part Eight. These are known as Pillar 3 disclosures because they complement the minimum capital requirements in Pillar 1 and the supervisory review process in Pillar 2. The Pillar 3 disclosures are aimed at promoting market discipline by providing information on risk exposures and the management of those risks.

From 1 January 2008 the Financial Services Authority (a predecessor of the PRA) granted the Society permission to use the Basel II Internal Ratings Based (IRB) approach to retail credit risk and capital management and this was extended by the PRA in July 2013 to include the majority of mortgages transferred from the merger with the Stroud & Swindon Building Society in 2010. This permission was updated to become a CRR IRB permission from 1 January 2014 and further extended during 2015 to include the £0.5 billion mortgage book acquired from the Bank of Ireland in 2012. This permission allows the Society to calculate capital requirements for prime and self-certified owner-occupier and buy to let mortgage exposures using internally developed models that reflect the credit quality of the Society's and its subsidiaries' mortgage books. As at 31 December 2016, this covered nearly 99% (2015: 99%) of the mortgage and other loan assets held. This permission reflects the Society's detailed understanding of its customer base and credit risk profile.

The IRB approach allows the Society to set capital levels using internally developed models rather than through Standardised percentages defined within CRD IV. In line with industry best practice the Society continuously reviews the IRB models used and the assumptions within them. On at least an annual basis, independent experts review and comment on the performance and management of the IRB rating system.

For other exposures and risk areas the Standardised approach is adopted, which uses capital risk weighting percentages set under CRD IV.

CRD IV requires a concise risk statement approved by the management body succinctly describing the institution's overall risk profile associated with the business strategy. The Society has a risk philosophy to be 'a below median risk mutual'. This is evidenced in its Common Equity Tier 1 capital ratio of 32.2% (2015: 29.4%), the highest reported by any top 20 lender¹, the conservative 54.6% balance-weighted, indexed loan to value of its mortgage book (2015: 55.2%) and low level of arrears (number of accounts greater than three months in arrears as a percentage of loans and advances to customers of 0.31% (2015: 0.45%) compared with 1.00% for Council of Mortgage Lenders' data. Additional information on the Society's management of risk and its risk profile are included in the remaining sections of this document, and the Risk Management Report within the 2016 Annual Report & Accounts (pages 22 to 62).

1.2 Basis and frequency of disclosures

This document sets out the 2016 Pillar 3 disclosures for the Society. These disclosures have been prepared solely to give information on the basis of calculating Basel III requirements and on the management of risks faced by the Society in accordance with the rules laid out in CRR Part Eight. The disclosures may differ from similar information in the 2016 Annual Report & Accounts prepared in accordance with International Financial Reporting Standards (IFRS); therefore the information in these disclosures may not be directly comparable with that information. All figures are as at 31 December 2016, the Society's year end, unless otherwise stated.

The CRR requires the Society to adopt a formal policy to comply with Pillar 3 disclosure requirements and the European Banking Authority has issued guidelines on materiality, proprietary and confidential information and on disclosure frequency. The Board has put in place such a policy and confirm that no disclosures have been omitted as either being proprietary or confidential. The only omissions on materiality grounds are those required under Article 447 'Exposures in equities not included in the trading book'. The fair value of these is only £7.5 million and is substantially made up of shares in Visa Inc. and VocaLink Holdings Limited (see note 17 to the 2016 Annual Report & Accounts).

Pillar 3 disclosures are published on an annual basis concurrently with the Annual Report & Accounts in accordance with regulatory guidelines.

1. Source: Council of Mortgage Lenders - 2015 top mortgage lenders (balance outstanding) – latest published CET 1 data, as at 23 March 2017.

1.3 Verification

These disclosures have been reviewed by the Society's Board Audit Committee on behalf of the Board, and by Ernst & Young (the Society's auditors), for compliance with Part Eight of the CRR. In addition, the remuneration disclosures in Appendix 6 have been reviewed by the Society's Remuneration Committee. These disclosures have not been, and are not required to be subject to independent external audit, and do not constitute any part of the Society's financial statements.

1.4 Governance arrangements and remuneration

Disclosure requirements relating to governance arrangements under CRR Part Eight Article 435, and in particular the declaration approved by the management body of the adequacy of risk management arrangements, are included in the Directors' Report on Corporate Governance on pages 67 to 73 and Annual Business Statement on pages 144 and 145 within the 2016 Annual Report & Accounts.

The 2016 Annual Report & Accounts are published on the Society's website www.thecoventry.co.uk/accounts2016.

Disclosure requirements relating to remuneration under CRR Part Eight Article 450 are now included in Appendix 6. In previous years they have been included in the Directors' Remuneration Report within the Annual Report & Accounts.

1.5 Scope of disclosures

The Society is an EEA parent institution that is regulated by the PRA and Financial Conduct Authority (FCA). The Basel III framework therefore applies to the Society and its subsidiary undertakings. Information on these subsidiaries is set out in note 18 to the 2016 Annual Report & Accounts. There are no differences between the basis of consolidation of the Group for accounting and prudential purposes.

There is a requirement to calculate and maintain regulatory capital ratios on both a Group and an Individual Consolidated (or solo) basis.

The subsidiaries included in the Individual Consolidated basis are:

- Godiva Mortgages Limited
- ITL Mortgages Limited
- Five Valleys Property Company Limited

The Society does not foresee any practical or legal impediments to the transfer of capital resources or the repayment of liabilities between Coventry Building Society and the entities included in the Individual Consolidated basis.

The Group consolidation additionally includes structured entities used by the Society for the issuance of wholesale funds. These entities have minimal levels of both retained capital and risk weighted assets and there are therefore no significant differences between the Individual Consolidated basis and the Group. For this reason, the disclosures in this document are on a Group basis only and the term Society is used as a reference for the Group.

1.6 Change in disclosure requirements

New information has been provided in Appendix 5 on countercyclical capital buffers using the European Banking Authority prescribed templates published in December 2014 and subsequently adopted by the European Commission in May 2015.

In December 2016 the European Banking Authority (EBA) published its final Guidelines on disclosure requirements under Part Eight, following an update of the Pillar 3 framework of the Basel Committee on Banking Supervision (BCBS) in January 2015. These Guidelines, while not changing the requirements of the regulatory disclosures defined in CRR Part Eight, provide further guidance and support to institutions to comply with both the CRR and the updated BCBS Pillar 3 framework. The EBA Guidelines apply to Globally and Other Systemically Important Institutions ('G-SII' and 'O-SII' respectively) from 31 December 2017 with G-SIIs encouraged to comply with a subset of the Guidelines as soon as 31 December 2016. The Society is not a G-SII or S-II but will give due and proportionate consideration to the Guidelines in future Pillar 3 disclosures taking account of its simple business model and low risk profile.

2. Risk management policies and objectives

2.1 Overview

The Society is a mutual organisation run for the long-term benefit of its members. In keeping with this, the Board adopts a prudent approach to managing risk.

The risks of the organisation are managed on a Group basis to include the Society and its subsidiaries. The term 'Society' is therefore used below to include the activities of the Society and its subsidiaries.

2.2 The Society's purpose and objectives

The Board determines and revisits the Society's purpose and objectives through the annual strategic planning process. The risk management process complements and supports the Society's Strategic Plan.

The Society exists solely for the benefit of its current and future members, meeting their needs for savings and residential property mortgages. In delivering its strategic objectives the Society is committed to Putting Members First in everything it does and fully embraces the mutual ethos on which the Society was founded. These objectives therefore drive the risk philosophy adopted by the Society to be a 'below median risk mutual' and set a strong risk culture in which it operates.

The Society operates a very simple business model – simple products, simple ways of operating and simple and transparent communications. It operates solely within the UK retail financial services market and only takes on risks that are understood and can be managed.

2.3 Principal risks

The risk classes inherent within the business are set out below and within each of these classes, the Society's principal risks are also set out. The Society defines a principal risk as 'an inherent risk exposure that could materially compromise the Society's ability to grow and provide attractive products to saving and borrowing members'.

Risk class	Brief definition
Credit risk	Credit risk is the risk that borrowers or counterparties do not meet their financial obligations to the Society as they fall due. Within this class, the Society considers risks arising from retail credit risk and treasury credit risk to be individual principal risk categories.
Market risk	Market risk is a collective principal risk category and is defined as the risk that the value of net interest income or market value derived from the Society's assets and liabilities may change adversely as a result of changes in interest rates or foreign exchange rates.
Liquidity and Funding risk	Liquidity risk is the risk that the Society has insufficient funds to meet its obligations as and when they fall due. Funding risk is the inability to access funding markets or to only do so at excessive cost and/or liquidity risk. Liquidity and Funding risks are principal risks of the Society.
Conduct risk	Conduct risk is a principal risk category. Conduct risk is the risk that the Society's actions fail to deliver good customer outcomes.
Operational risk	Operational risk is a principal risk category which assesses the risk of loss arising from inadequate internal processes, systems or people, or from external events. The Society assesses the risks at a more granular level using the following operational risk categories: legal and regulatory, IT systems, information security, business continuity, financial crime, people, change, property and physical security, third party, business processes and financial reporting.
Business risk	Business risk is the risk arising from changes to the business model and also the risk of the business model or strategy proving inappropriate due to macroeconomic, geopolitical, regulatory or other factors. The Society considers strategic risk, the risk to delivering the Strategic Plan, to be a principal risk.

In addition to these risks, the Society is also exposed to model risk. Models are used extensively within the Society to aid management decisions, where these are informed by modelled financial projections, to assess the Society's resilience to stress events and to support financial reporting. Failure in the design of a model, the assumptions used, or the interpretation of the results, may lead to an adverse outcome. The Society uses a variety of techniques to mitigate model risk, including sensitivity analysis to key assumptions, comprehensive documentation and strong governance. This includes the use of a formal committee dedicated to the oversight of the Internal Ratings Based (IRB) credit models and extensive independent model validation.

Pension obligation risk exists by virtue of the Society having previously offered a defined benefit pension scheme. As at 31 December 2016, the scheme had a surplus of assets over liabilities of £2.5 million as remeasured under IAS 19 *Employee Benefits (Revised)*. The scheme was closed to new entrants in 2001 and to future service accrual during 2013. These actions have served to reduce the potential volatility of the scheme's liabilities. Pension obligation risk is not considered to be a principal risk, and therefore is not discussed further in this report.

Disclosures relating to market, liquidity and funding, conduct, operational and business risks are included in the 2016 Annual Report & Accounts Risk Management Report and are therefore not duplicated in this document. This document does, however, include additional credit risk information to that in the 2016 Annual Report & Accounts given this risk is the principal driver of the Society's Pillar 1 capital requirement. Therefore in order to provide the reader with a comprehensive overview, the 2016 Annual Report & Accounts credit risk disclosures are also included in this document, together with the additional disclosures.

2.4 Controlling and managing risk – overview

The Society's risk management approach has continued to operate effectively during 2016 following the implementation of the Enterprise Risk Management Framework (ERMF) in 2015. The primary purpose of the ERMF is to set out the Board's approach to managing risk and the provision of oversight by defining and documenting the Society's purpose and objectives; risk strategy; risk appetite; governance and control; and risk management together with the principles upon which the framework is based.

The focus in 2017 will be continuous improvement of the ERMF, through operation and enhancement in response to future changes and developments within the Society and also to best practice and regulatory requirements.

The Society's approach to how it controls and manages risks is set out in the sections that follow.

2.5 Risk strategy

Set by the Board, the risk strategy translates the Society's purpose and objectives into an approach to risk management that incorporates risk culture, the Board risk appetite and the adoption of the 'three lines of defence' model (see diagram on the following page).

Risk culture

Risk culture is derived from the Society's strategic principles and values, and supports the achievement of the Society's stated purpose and objectives. Risk culture is defined as the normal attitudes and behaviour exhibited by employees at all levels with regard to risk awareness, risk taking and risk management.

The Society's risk culture is built on the following three elements:

- Tone from the top – the Board and executive management encourage employees to act with integrity, especially in the fair treatment of customers, and to escalate observed non-compliance. Employees are encouraged to report risk incidents and 'near misses'.
- Accountability – employees understand the core values of the Society and therefore the approach to risk. Where individuals have specific responsibilities with regard to risk, these are included within role profiles and objectives, and employees understand that they will be held accountable for their actions and risk taking behaviours. This is supported by the Society's performance management process. Where employees hold roles which are regulated under the Senior Managers and Certification Regimes, they are also subject to the Prudential Regulatory Authority (PRA)/Financial Conduct Authority (FCA) Conduct Rules.
- Incentives – the Society's performance management arrangements promote the Society's desired risk management behaviours and attitudes. In particular, the Society does not operate any sales incentives for employees.

Board risk appetite

The Board sets high level risk appetite statements to provide a framework for business decision making and to identify and articulate the risks that the Board is willing to take in delivering the Strategic Plan.

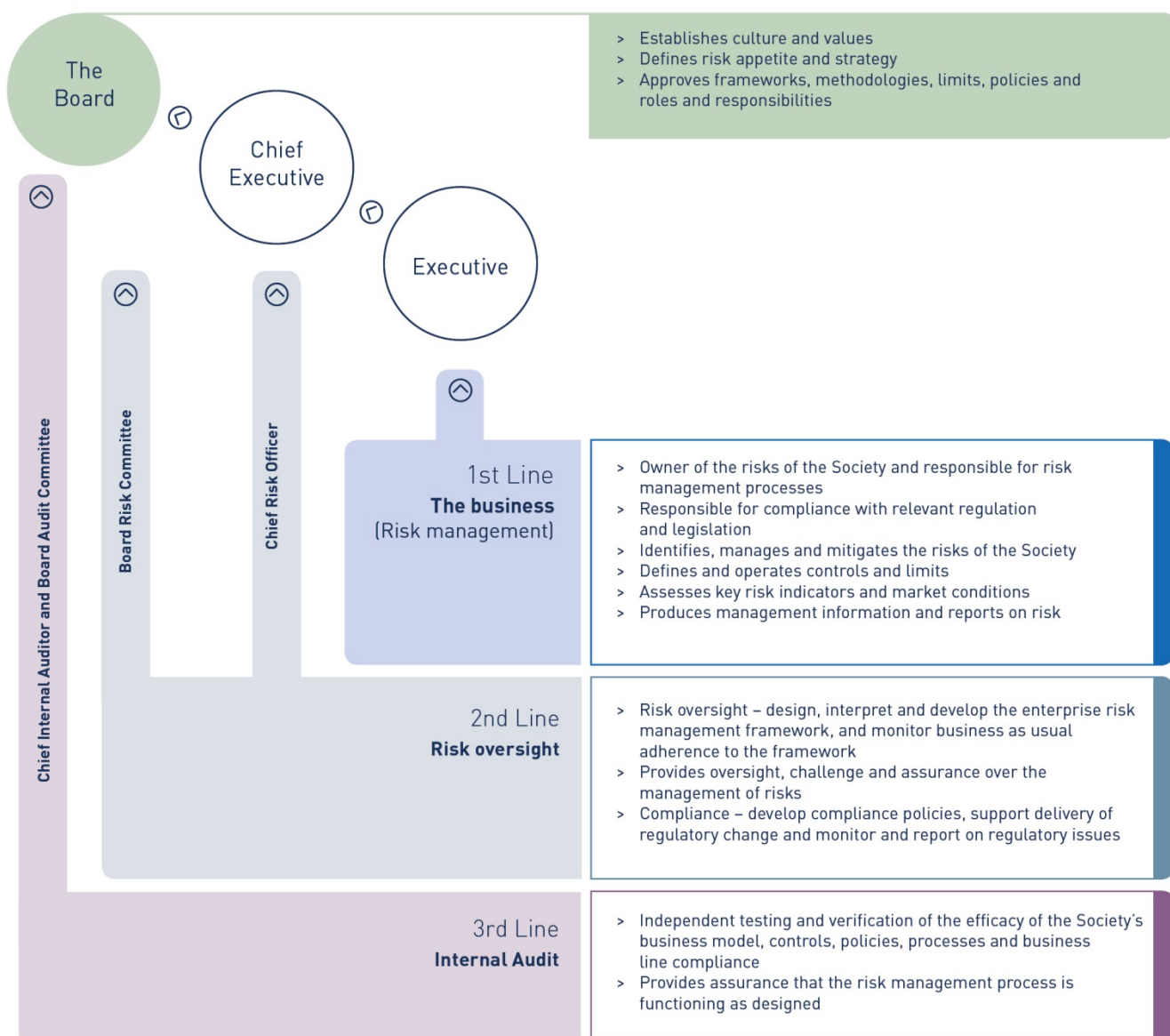
The Board has a risk philosophy to be a 'below median risk mutual' which also provides a backstop against the underlying risk appetite statements and limits for each of the Society's risk categories. Additionally, the Board has set a requirement that the Society is able to withstand a severe but plausible stress and still report an accounting profit and meet minimum capital requirements. The Society operates with a lower level of risk than its stated appetite or boundary conditions, if it is possible to do so and still meet its Strategic Plan targets.

The Society's performance and adherence to Board limits is reviewed as part of a consolidated risk report by the Executive Risk Committee (ERC), the Board Risk Committee (BRC) and the Board.

Three lines of defence

The Society's ERMF is structured along the 'three lines of defence' model which is recognised as an industry standard for risk management. The structure and responsibility of management and Board Committees are set out below:

- First line of defence – risk management is primarily the responsibility of all managers and employees of the Society. Management has a responsibility to understand how risks impact their area of the business and to put in place controls or mitigating activities.
- Second line of defence – independent oversight is required to challenge managers and employees effectively in their performance of risk management activities and to provide risk management expertise. This is provided through the Risk function and Risk Oversight Committee (ROC). The Chief Risk Officer reports to the Chief Executive and has an independent reporting line directly to the Chair of BRC.
- Third line of defence – the Society's Internal Audit function is responsible for providing independent assurance, including reviewing the effectiveness of the Society's risk management structure and adherence to processes. The Chief Internal Auditor has an independent reporting line directly to the Chair of the Board Audit Committee (BAC), and reports to the Chief Executive for day-to-day management. BAC approves the work programme of Internal Audit and receives reports on the results of the work performed.



2.6 Governance and control

Risk governance structure

Governance is maintained through delegation of authority from the Board, through the management hierarchy, supported by a committee-based structure designed to ensure that risk appetites, policies, procedures, controls and reporting are fully in line with regulation, law, corporate governance and industry good practice.

The risk governance structure set out overleaf has been in place since 2015 when it was implemented as part of the ERMF. The key principle is that a first line Risk Committee is in place for each relevant risk category with ROC facilitating a comprehensive second line review of risks across all categories.

Further information on BRC is included in the 2016 Annual Report & Accounts Directors' Report on Corporate Governance on page 69 and on BAC in the BAC Report on pages 74 to 78.

The Board

Please go to pages 64 to 73 for more information on the Board

Board Risk Committee (BRC)
Chair: Non-executive Director

- Oversees and advises the Board on current and potential risk exposures to the Society including reviewing risk appetite, risk limits and tolerances across the full range of risks to which the Society may be exposed.
- Satisfies itself on the design and completeness of the Society's internal control and assurance framework relative to the risk profile.
- Seeks assurance that the Society has an effective risk governance structure.

Please go to page 69 for more information on the Board Risk Committee

Board Audit Committee (BAC)
Chair: Non-executive Director

- Reviews the adequacy of internal control and risk management processes.
- Monitors the integrity of financial statements.

Internal Audit

- Provides assurance that the risk management processes and controls are effective.

External Audit

- Independently examines and expresses an opinion on the financial statements.

Please go to pages 74 to 78 for more information on the Board Audit Committee

Chief Executive

Executive Risk Committee (ERC)
Chair: Chief Executive

- Oversees and monitors strategic risk.
- Ensures that risk is being identified and managed efficiently across the Society.
- Ensures that the Society's risk management framework remains effective.
- Considers any emerging risks which may impact the Society's Strategic Plan.

Risk Oversight Committee (ROC)
Chair: Chief Risk Officer

- Provides independent oversight of the management of risk throughout the Society and ensures that risks are identified, assessed, managed, monitored and reported effectively and consistently.

Conduct Risk and Compliance Committee (CRCC)
Chair: Chief Executive

- Oversees and monitors the Society's delivery of good customer outcomes consistent with the conduct risk appetite statement approved by the Board.

Asset and Liability Committee (ALCO)
Chair: Finance Director

- Oversees the asset and liability risks faced by the Society, specifically market risk, treasury credit risk and liquidity and funding risk.
- Ensures the robustness of the overall stress testing and scenario analysis programme for risks faced by the Society.

Retail Credit Risk Committee (RCRC)
Chair: Chief Risk Officer

- Monitors the management of retail credit risk across the Society and the performance of the mortgage book to ensure compliance with limits approved by the Board.

Operational Risk Committee (ORC)
Chair: Chief Operating Officer

- Provides primary oversight of all operational risk categories.

The page references in the diagram above are to the Society's 2016 Annual Report & Accounts.

2.7 Risk management

The risk management approach encompasses the requirements for identifying, assessing, managing, monitoring, escalating and reporting of risk. Techniques involved include the use of risk and control self-assessment, the use of key risk indicators, risk management information, the monitoring of risks by each of the three lines of defence, risk modelling, stress testing and planning.

The risk management processes are designed to deliver the Society's risk management objectives, which at a strategic level are to:

- Identify risks to the Strategic Plan and Society objectives.
- Assess risk exposures by impact and likelihood.
- Respond to risks by evaluating them against the Society's risk appetite, formulating associated management responses and monitoring the agreed management action plans and progress.

Stress testing and planning

The Society employs stress testing as a key tool to understand and manage the impact of risks crystallising. In support, the Society maintains a stress testing framework covering the frequency, scope and scale of stress testing, scenario planning and contingency planning. As well as an understanding of the Society's resilience to internal and external shocks, stress testing forms a key component of the Society's capital and liquidity assessments.

The stress testing that the Society undertakes is designed to:

- Provide sufficiently severe and forward looking scenarios.
- Confirm the Society has sufficient capital and liquidity resources.
- Ensure the Society remains within its risk appetite.
- Ensure an alignment between the Society's risk management framework and senior management decision making.

ICAAP

The Internal Capital Adequacy Assessment Process (ICAAP) is the Society's evaluation of its capital position and requirements, assessed under the Capital Requirements Regulation and Capital Requirements Directive (CRD IV) framework. The ICAAP provides details of the current approaches used to manage risk across the Society. As part of that assessment, the ICAAP has to assess capital requirements both against the Society's current position and during severe but plausible stresses.

The Society bases its capital requirements on a stressed scenario specified by the regulator but overlaid with additional adverse effects. In addition, a range of more severe stresses are considered in support of the overall capital assessment. The stresses used reflect both low and high Bank of England Base Rate scenarios.

ILAAP

The Internal Liquidity Adequacy Assessment Process (ILAAP) is the Society's documentation of its liquidity position and requirements, assessed against regulatory requirements and the Society's internal risk tolerance. An integral component of the approach to liquidity risk management is stress testing, some of which is prescriptive using very detailed rules and guidance issued within prudential regulations and reported within regulatory returns. In addition to the regulatory prescribed stress testing, the Society undertakes its own stress tests against which it sets Board limits – these tend to be more onerous than those defined by the regulator. The Society's stress tests and regulatory returns are completed weekly, albeit the Society can run these daily if needed. The stress tests are complemented by a monthly operational-based stress test and six-monthly 'alternative' stress tests.

Reverse stress testing

Reverse stress testing is integrated into existing stress testing, but goes beyond standard tests by considering any extreme event that has the capacity to 'break' the Society. As such it complements the existing ICAAP and ILAAP processes, helping to identify risks and possible controls which might ordinarily be missed when using standardised risk assessments.

A key outcome from the process is to consider whether any of the scenarios are sufficiently plausible to necessitate a change to the Society's strategy or underlying controls.

The analysis is formally undertaken every 12 months and reviewed and approved by the Board, although the scenarios are considered more frequently by the Risk function.

Recovery and Resolution Plan

The regulatory authorities are keen to avoid committing more taxpayers' funds towards any failed banks and building societies and require institutions to formulate plans to avoid such eventualities. The recovery section of the plan outlines what actions can be undertaken to stop the Society from failing, whilst the resolution section of the plan provides the data required by the Resolution Authority to effect Stabilisation Powers should the recovery options prove ineffective. The preferred resolution strategy for the Society means it will be required to hold additional subordinated debt in order to meet the minimum requirement for own funds and eligible liabilities (MREL) prior to full regulatory implementation on 1 January 2022. For further details see section 4.5 Minimum requirement for own funds and eligible liabilities.

The process of preparation for such extreme events enables the Board to plan the actions needed to recover from adverse conditions which would otherwise lead to failure. The recovery plan represents a 'menu of options' for the Society to deal with firm-specific or market-wide stresses and which can be incorporated into a credible and executable plan. As part of the annual review of the plan, testing is performed to assess the credibility of combining management actions in order to satisfactorily deal with a range of extreme stress events. The choice of extreme events draws on the analysis conducted for Reverse Stress Testing.

3. Capital resources

3.1 Total available capital and compliance with capital requirements

As at 31 December 2016 and throughout the financial year, the Society complied with the capital requirements that were in force as set out by European and national legislation.

As explained in Section 1 Overview, there is a requirement to calculate and maintain regulatory capital ratios on both a Group basis and on an Individual Consolidated (or solo) basis. However, as there are no significant differences between the Group and Individual Consolidated basis the capital information in this section is set out on a Group basis only and the term Society is used as a reference for the Group.

The Society continues to use an Internal Ratings Based (IRB) approach to retail credit risk and a Standardised approach for other exposures and risks to calculate capital requirements.

Table 1 shows the composition of capital resources for the Society as at 31 December 2016 on a CRD IV basis on both a transitional and end-point basis (i.e. assuming all CRD IV requirements were in force with no transitional provisions permitted). Appendix 1 sets out this information in the template format published by the EBA in 'Implementing Technical Standard (ITS) 2013/01'.

No transitional provisions apply to the Society's Common Equity Tier 1 (CET 1) capital and CET 1 ratio and there is therefore no difference between the end-point and transitional disclosures. Additional Tier 1 (AT 1) and Tier 2 capital (and therefore total capital ratios) include instruments that are grandfathered and are therefore disclosed on both a transitional and end-point basis. The transition period ends on 31 December 2021.

Table 1: CRD IV – transitional and end-point analysis

	Notes	Transitional		End-point	
		As at 31 December 2016 £m	As at 31 December 2015 £m	As at 31 December 2016 £m	As at 31 December 2015 £m
Common Equity Tier 1 (CET 1)					
General reserve		1,376.1	1,222.3	1,376.1	1,222.3
Available-for-sale reserve		6.7	2.5	6.7	2.5
Cash flow hedge reserve		41.6	29.8	41.6	29.8
Common Equity Tier 1 prior to regulatory adjustments		1,424.4	1,254.6	1,424.4	1,254.6
Common Equity Tier 1 regulatory adjustments					
Prudent additional valuation adjustment	1	(1.3)	(1.6)	(1.3)	(1.6)
Intangible assets	2	(32.5)	(16.3)	(32.5)	(16.3)
Cash flow hedge reserve	2	(41.6)	(29.8)	(41.6)	(29.8)
Excess of expected loss over impairment	3	(17.1)	(19.8)	(17.1)	(19.8)
Pension fund surplus adjustment	2	(1.9)	(10.5)	(1.9)	(10.5)
Foreseeable distributions	4	(9.2)	(9.4)	(9.2)	(9.4)
Common Equity Tier 1 capital		1,320.8	1,167.2	1,320.8	1,167.2
Additional Tier 1 capital (AT 1)					
Permanent Interest Bearing Shares (PIBS)	5	40.0	112.0	-	-
Additional Tier 1 - Perpetual Capital Securities (PCS)		396.9	396.9	396.9	396.9
Total Additional Tier 1 capital		436.9	508.9	396.9	396.9
Total Tier 1 capital		1,757.7	1,676.1	1,717.7	1,564.1
Tier 2					
Collective provisions for impairment		4.3	4.3	4.3	4.3
Subordinated debt	5	25.0	38.8	-	-
Total Tier 2 capital		29.3	43.1	4.3	4.3
Total capital		1,787.0	1,719.2	1,722.0	1,568.4
Risk weighted assets					
IRB approach					
Credit risk - retail exposures		3,175.0	3,093.9	3,175.0	3,093.9
Standardised approach					
Credit risk - retail exposures		180.4	199.4	180.4	199.4
Credit risk - liquidity book		110.8	102.5	110.8	102.5
Credit risk - other		52.4	54.9	52.4	54.9
Credit valuation adjustment risk		26.3	37.8	26.3	37.8
Operational risk		554.4	486.1	554.4	486.1
Total risk weighted assets		4,099.3	3,974.6	4,099.3	3,974.6
Capital ratios (as a percentage of risk weighted assets)	6				
Common Equity Tier 1		32.2%	29.4%	32.2%	29.4%
Total Tier 1		42.9%	42.2%	41.9%	39.4%
Total capital		43.6%	43.3%	42.0%	39.5%

Notes

1. A prudent valuation adjustment is applied in respect of assets and liabilities held at fair value.
2. Items do not form part of regulatory capital, net of associated deferred tax.
3. The expected loss over accounting provisions is deducted gross of tax.
4. Foreseeable distributions in respect of AT 1 securities (Perpetual Capital Securities) are deducted, net of tax.
5. Under transitional 'grandfathering' provisions, the extent to which Permanent Interest Bearing Shares (PIBS) and subordinated debt can be considered as eligible capital is subject to an upper limit that reduces on an annual basis. At 31 December 2016, the limit had reduced by 40% (2015: 30%). Following redemptions that occurred during the year, the balances outstanding on PIBS and subordinated debt are below the upper limit, which means that the whole balance is considered to be eligible capital and so is shown in full in the table above. At 31 December 2015 the PIBS and subordinated debt balances in issue at that date were above the upper limit and the eligible amounts shown above reflect this.
6. CRD IV sets a minimum for Tier 1 capital of 6% of risk weighted assets (RWAs) of which CET 1 is required to be a minimum of 4.5% of RWAs. The total of Tier 1 and Tier 2 capital must be a minimum of 8% RWAs.

The increase in end-point CET 1 capital, Tier 1 capital and total capital is primarily caused by retained profit of £182.4 million.

Despite the growth in the mortgage book, total risk weighted assets have only marginally increased as a result of house price inflation reducing effective risk weights.

The Society's CET 1 ratio has increased from 29.4% to 32.2%.

The Individual Consolidated CET 1 ratio on an end-point basis at 31 December 2016 was 32.7% due to assets held by entities that sit outside of the Individual Consolidation.

Table 2 shows the movement in capital during 2016 and that the primary driver of the increase in CET 1 capital was profit for the year. CET 1 capital is disclosed on an end-point basis. Additional Tier 1 (AT 1) and Tier 2 capital (and therefore total capital) are disclosed on a transitional basis.

Table 2: Regulatory capital flow statement

	£m
Common Equity Tier 1 capital at 1 January 2016	1,167.2
Retained profit for the year	182.4
Other changes to General reserves	(28.6)
Change in foreseeable distributions	0.2
Change in prudent valuation adjustments	0.3
Change in intangible assets	(16.2)
Change in Available-for-sale reserve	4.2
Change in expected loss over impairment	2.7
Change in pension fund surplus adjustment	8.6
Common Equity Tier 1 capital at 31 December 2016	1,320.8
Additional Tier 1 capital at 1 January 2016	508.9
Repayment of Permanent Interest Bearing Shares	(120.0)
Adjustment to amortisation of Permanent Interest Bearing Shares following repayment (see Table 1 note 5)	48.0
Additional Tier 1 capital at 31 December 2016	436.9
Total Tier 1 capital at 31 December 2016	1,757.7
Tier 2 capital at 1 January 2016	43.1
Repayment of Subordinated debt	(32.0)
Adjustment to amortisation of subordinated debt following repayment (see Table 1 note 5)	18.2
Tier 2 capital at 31 December 2016	29.3
Total regulatory capital at 31 December 2016	1,787.0

3.2 Tier 1 capital

Tier 1 capital comprises

- General reserve.
- Available-for-sale reserve.
- AT 1 capital – Perpetual Capital Securities (PCS).
- AT 1 capital – Permanent Interest Bearing Shares (PIBS) (transitional basis only).
- Adjustments as set out by the regulatory requirements governing capital resources.

The General reserve represents the Society's accumulated accounting profits.

The Society issued £400.0 million (£396.9 million net of issuance costs) of AT 1 capital in the form of marketable Perpetual Capital Securities in June 2014. These capital securities bear a discretionary distribution coupon of 6.375%, and have no fixed repayment date, although the Society retains the right to repay them in November 2019, with PRA approval. The capital securities are convertible into Core Capital Deferred Shares (the equivalent of common shares for a building society, with a capped return) if the CET 1 capital ratio of the Society should fall below 7%. Due to the low risk nature of the Society's lending, the Society already had a high CET 1 ratio with significant excess capital to meet risk based requirements. The Society issued AT 1 capital to strengthen the leverage ratio – see section 3.4 Leverage ratio below - to a level that comfortably exceeds current proposed minimum regulatory requirements.

In June 2016, £120.0 million of PIBS were repaid with the consent of the PRA.

Appendix 2 show the key features of the Society's Tier 1 capital instruments and further information can be found in notes 29 and 30 to the 2016 Annual Report & Accounts.

The adjustments required by regulatory requirements under CRD IV are set out in Table 1.

3.3 Tier 2 capital

Tier 2 capital comprises

- Subordinated debt (transitional basis only)
- Collective provisions for impairment for Standardised exposures

During 2016, the Society repaid £32.0 million of subordinated debt with the consent of the PRA.

Subordinated debt instruments are unsecured and rank behind the claims of all depositors, creditors and shareholders in the Society other than holders of PIBS and Perpetual Capital Securities. Appendix 2 also shows the key features of the Society's subordinated debt instruments and more information can be found in note 28 to the 2016 Annual Report & Accounts.

3.4 Leverage ratio

CRD IV introduces a non-risk based leverage ratio that is supplementary to the risk based capital requirements and was originally proposed as a 'backstop' measure. The calculation determines a ratio based on the relationship between Tier 1 capital and total exposures, including off- balance sheet items. The leverage ratio does not distinguish between unsecured and secured loans, nor recognise the ratio of loan to value of secured lending. A binding requirement is expected to be introduced at the EU level in 2018.

In the meantime, the PRA has implemented the Financial Policy Committee's (FPC) direction to introduce a UK leverage ratio framework. This currently only applies to banks and building societies with retail deposits of £50 billion or more and on this basis the Society is not currently captured by this requirement. It is anticipated the Society will be subject to the leverage ratio regime from 2018 and given the Society's focus on low risk assets this is expected to be the most binding capital requirement.

The UK leverage ratio framework is more complex than the regime envisaged by the Basel Committee and is intended to 'mirror' aspects of the risk weighted capital requirement. The components of the UK leverage ratio framework are a minimum ratio of 3%, of which a maximum of 25% may be met using high quality AT 1 capital, and two additional buffers that are to be met using CET 1 capital only: a Supplementary Leverage Ratio Buffer (SLRB), which will apply to the largest UK banks and building societies from 2019 (2016 for globally significant firms); and a macro-prudential Countercyclical Leverage Buffer (CCLB). The levels of these buffers will be set to 35% of the corresponding risk weighted SRB and CCyB (see section 4.4 Regulatory capital buffers). The CCyB is set by the FPC and is currently 0% (maximum 0.9% leverage impact). The SLRB is currently set at 0%.

Following the launch of the Term Funding Scheme the FPC recommended that the leverage ratio exposures to on and off-balance sheet items was modified to exclude central bank reserves. However, the FPC also noted that this may lead to a recalibration of the minimum requirement and remains committed to reviewing the UK leverage ratio framework in 2017, after which a binding ratio is expected to apply to the Society from 1 January 2018. The interaction between the EU and UK leverage ratio frameworks should then also become clearer.

The diagram on the following page shows the constituent elements of the UK leverage ratio framework as it might apply to the Society, the phasing in of these requirements and the quality of capital that can be used to meet the minimum requirements.

The maximum theoretical leverage ratio requirement would be 3.9%. The Board is confident that the Society will meet this requirement with an appropriate level of headroom and expects to maintain a ratio of at least 4%.

The Society has policies and procedures in place for the identification, management and monitoring of the risk of excessive leverage. In essence, leverage is controlled by the Society by maintaining a prudent balance between the pace of growth and the pace of capital accumulation.

The Board and management recognise that maintaining the leverage ratio is a constraint on the Society's maximum growth rate and the management of the ratio is therefore explicitly incorporated into the Society's strategy and planning (see section 4.2.2 Internal Capital Adequacy Assessment Process and stress testing). ICAAP stress testing considers the impact of stress events on leverage and the Strategic Plan incorporates checkpoints for review if there are any indications that leverage will deteriorate. Leverage is reported in the monthly management accounts to ALCO and the Board.

UK Leverage Ratio Framework	
Supplementary leverage Ratio Buffer (SLRB)	Full application from 1 January 2019 up to 1.05%. Set at 0% for institutions with total assets less than £175 billion.
Macro-prudential Countercyclical Leverage Buffer (CCLB)	Currently set at 0%. Set at 35% of the risk weighted CCyB (ranges from 0% to 0.9%).
Minimum Leverage	Applies from Jan 2018. Minimum leverage ratio set at 3% which the FPC judges to be consistent with domestic and international loss experience during historical banking crises.

100% Common Equity Tier 1
 Minimum 75% Common Equity Tier 1 and maximum 25% Additional Tier 1

The following table details the leverage ratio on an end-point basis. The calculation has been performed in accordance with CRD IV. The calculation reflects constraints on the inclusion of AT 1 capital under the FPC's UK leverage ratio framework. Whilst all of the Society's AT 1 capital meets the Basel III requirements and therefore serves to protect members' interests, only £296.8 million (2015: £266.5 million) is eligible for this measure.

Table 3: Leverage ratio

	Notes	End-point As at 31 December 2016 £m	End-point As at 31 December 2015 £m
Total Tier 1 capital		1,717.7	1,564.1
Adjustment for AT 1 restriction		(100.1)	(130.4)
Total Tier 1 capital for leverage ratio		1,617.6	1,433.7
Leverage ratio exposures			
Total balance sheet assets		38,295.9	34,114.4
Mortgage pipeline	1	816.1	810.7
Other committed facilities (undrawn lending)	1	27.0	29.5
Repurchase agreements	2	793.9	638.5
Netted derivative adjustments	3	(146.5)	(17.9)
Other adjustments	4	(216.6)	(44.4)
Total leverage ratio exposures		39,569.8	35,530.8
Leverage ratio		4.1%	4.0%
Leverage ratio (modified)	5	4.4%	n/a

Notes

- Mortgage pipeline and other commitments are subject to a 50% risk weighting as per the delegated regulation amending CRD IV.
- Repurchase agreements represent the extent to which collateral provided on repurchase agreements exceeds the amount borrowed.
- The netted derivative adjustment figure converts the accounting value of derivatives to an exposure measure.
- Other adjustments predominantly relate to asset balances that have already been included in the capital calculation and these are therefore removed from the total balance sheet assets figure.
- Leverage ratio under the UK regulatory regime by excluding central bank reserves from the calculation of leverage exposures.

Although risk weighted assets have only marginally increased total leverage ratio exposures have increased much more markedly predominantly due to a £3.5 billion increase in the size of the mortgage book and a £0.5 billion increase in balance sheet liquidity.

However the increase in total Tier 1 capital, wholly attributable to the increase in CET 1 capital primarily driven by retained profits in the year, has resulted in an increase in the leverage ratio to 4.1% (2015: 4.0%). Under the modified basis of measurement (excluding central bank reserves) the Society's leverage ratio at 31 December 2016 would be 4.4%.

The required leverage ratio disclosures using the European Banking Authority Templates published and subsequently adopted by the European Union in February 2016 are set out in Appendix 4.

4. Capital requirements

4.1 Pillar 1

4.1.1 Introduction

The primary purpose of capital is to absorb any losses that might arise from credit losses on lending, trading losses due to pressure on net interest income or expenses and losses from other adverse events such as operational incidents.

The Society manages its capital structure to ensure it continues to exceed minimum regulatory requirements as well as meeting the expectation of other key stakeholders. As part of its risk capital framework, the Society targets a strong CET 1 ratio relative to both regulatory requirements and top 20 lenders¹.

The Society employs a number of tools to support the management of solvency risks. The Board is responsible for setting risk appetite with respect to solvency risk which is articulated through its risk management statement. The Board defines minimum levels of capital (by reference to capital ratios, leverage ratios and surplus over regulatory capital requirements) that it is willing to operate with. These are translated into specific risk metrics which are monitored by the Board Risk Committee and ALCO.

The Society also undertakes an annual Internal Capital Adequacy Assessment Process (ICAAP) to determine the level of capital required to support the Society's business objectives as part of the development of the Strategic Plan. Regular stress testing is also undertaken to enhance the understanding of any potential vulnerabilities to stressed market conditions or tail-risks and management actions that could be deployed to manage these. The ICAAP and stress testing are considered further in section 4.2 Pillar 2 below.

4.1.2 Minimum capital requirement – Pillar 1

As explained in Section 1 Overview, there is a requirement to calculate and maintain regulatory capital ratios on both a Group basis and on an Individual Consolidated (or solo) basis. However, as there are no significant differences between the Group and Individual Consolidated basis the capital information in this section is set out on a Group (referenced as Society) basis only.

The Society's minimum capital requirement under Pillar 1 is the sum of the credit risk capital requirement and the operational risk capital requirement. Market risk is not included in the Pillar 1 requirement because the Society does not have a trading book and foreign exchange risk is negligible.

The credit risk capital requirement is largely dependent upon residential mortgage capital calculated under the IRB approach. The remaining credit risk capital requirement is calculated using the Standardised approach. The capital requirement under both the IRB and Standardised approach is calculated as 8% of the risk weighted exposure amounts for each of the applicable credit risk exposure classes. The operational risk capital requirement is calculated using the Standardised approach. The results of the calculation are well in excess of actual experienced losses, suggesting the approach is prudent.

The following table shows the Society's assessment of its overall minimum capital requirement. CRD IV sets a minimum for Tier 1 capital of 6% of risk weighted assets of which CET 1 is required to be a minimum of 4.5% of RWAs. The total of Tier 1 and Tier 2 capital must be a minimum of 8% RWAs. The surplus calculated reflects these regulatory restrictions.

Table 4: Minimum capital requirement – Pillar 1

	As at 31 December 2016 £m	As at 31 December 2015 £m
IRB approach		
Credit risk – Retail exposures	254.0	247.5
Standardised approach		
Credit risk – Retail exposures	14.4	16.0
Credit risk – Liquidity book	8.9	8.2
Credit risk – Other	4.2	4.4
Credit valuation adjustment risk	2.1	3.0
Operational risk	44.3	38.9
Capital resources requirement under Pillar 1	327.9	318.0
Total capital resources on a transitional basis (per Table 1)	1,787.0	1,719.2
Regulatory restriction ¹	(262.2)	(310.5)
Total capital resources on a transitional basis after regulatory restriction	1,524.8	1,408.7
Capital resources surplus over requirement	1,196.9	1,090.7

1. Reflects that a maximum of 43.75% of Additional Tier 1 and Tier 2 capital can be used to meet total capital requirements.

1. Source: Council of Mortgage Lenders - 2015 top mortgage lenders (balance outstanding) – latest published CET 1 data, as at 23 March 2017.

4.1.3 Minimum capital requirement – credit risk

The following table shows the composition of the minimum capital required for credit risk at 31 December 2016.

Table 5: Minimum capital requirement for credit risk

	Notes	As at 31 December 2016 £m	As at 31 December 2015 £m
Internal Ratings Based (IRB) exposure classes			
Retail mortgages (prime secured against residential property)		254.0	247.5
Standardised exposure classes			
Institutions with short term credit assessments	1	4.0	3.0
Other Institutions		4.7	4.0
Securitisation positions		0.2	1.2
Corporates (commercial lending)		0.3	0.3
Retail mortgages (secured against residential property)		11.1	11.8
Other retail (unsecured loans)		2.0	2.4
Non-credit obligation assets (fixed assets and other)		4.2	4.4
Past due		1.0	1.5
Credit valuation adjustment risk		2.1	3.0
Total minimum capital requirement Standardised		29.6	31.6
Total minimum capital requirement IRB and Standardised		283.6	279.1

Note:

1. Other institutions includes minimum capital requirement of £0.1 million (2015: £0.1 million) for covered bonds and £0.6 million (2015: £0.4 million) for equity.

4.1.4 Movement in credit risk – Risk Weighted Assets (RWAs)

The following table shows the movement in credit risk RWAs over 2016. Movements reflect changes in book size and quality.

Table 6: Risk Weighted Assets (RWA) flow statement

	IRB mortgages £m	Standardised mortgages and loans £m	Treasury £m	Other £m	Total £m
RWAs at 1 January 2016	3,093.9	199.4	102.5	54.9	3,450.7
Book size increase/(decrease)	352.6	(14.5)	12.4	(2.5)	348.0
Book quality improvement	(271.5)	(4.5)	(4.1)	-	(280.1)
RWAs at 31 December 2016	3,175.0	180.4	110.8	52.4	3,518.6

The increase in IRB RWAs attributable to book size is driven by growth of the Society's mortgage book. No new lending is now being undertaken that would be rated under the Standardised approach.

The book quality improvement for both IRB and Standardised mortgages and loans primarily reflects decreasing loan to value ratios due to house price increases and general improving performance of the underlying mortgages and loans.

The increase in on-balance sheet treasury exposures has only resulted in a marginal increase in related RWAs. This primarily reflects more of the treasury assets being held in zero risk weighted assets (central banks and sovereigns) with a corresponding reduction in higher risk weighted Residential Mortgage Backed Securities and covered bonds.

4.2 Pillar 2

4.2.1 Introduction

Pillar 2 covers risks not fully covered by Pillar 1 or those risks outside the scope of Pillar 1 referred to as Pillar 2A; and risks to which the Society may become exposed over a forward looking planning horizon (e.g. due to changes in the economic environment) referred to as Pillar 2B. The Pillar 2A requirement is therefore a 'point in time' assessment whereas the Pillar 2B requirement is forward looking.

4.2.2 Internal Capital Adequacy Assessment Process (ICAAP) and stress testing

The Board determines the level of capital required to support the Society's business objectives by undertaking an annual ICAAP as part of the development of the Strategic Plan. In this process, the Society reviews its risk management framework together with the financial projections developed for the strategic plan in order to assess the significant risks to which it is exposed, the adequacy of risk arrangements and the capital resources it needs to support the risk exposures over the planning horizon. The ICAAP therefore includes consideration of Pillar 1, Pillar 2A and Pillar 2B requirements.

The calculation of the Pillar 2B requirement examines the Society's business plans in detail, subjecting them to economic and operational stresses over a five year planning horizon. The severity and duration of the stress scenarios used is determined by reference to the 'Annual Cyclical' scenario published by the PRA. In addition the Society incorporates additional second order stresses to make the capital stress even greater than that prescribed by the regulator.

These additional stresses include:

- A compression of the spread between mortgage rates and the Bank of England Base Rate when interest rates rise significantly from their current level.
- Increased retail funding costs arising from stresses driven by the increased competition for retail savings.
- The impact of a two notch rating downgrade on the Society, on top of the economic stresses.

This stress testing enables the Society to estimate the magnitude of losses that may be incurred, determine the impact of these losses on the stock of capital available to the Society, and compare this with the additional capital requirements that may be needed in a stressed environment.

The impact of the stress testing is compared with the ability of the Society to react to stressed conditions by modifying its business plans. The Society retains the ability to control the rate of asset growth and therefore has the flexibility necessary to react to stressed conditions by reducing the overall capital requirement, and so maintain adequate capitalisation. The Society also continues to ensure that it has a significant proportion of discretionary variable rate savings and mortgages on its balance sheet, which has given it flexibility to manage a prolonged low interest rate environment, and can be used to mitigate the impact from a Bank of England Base Rate rise or fall.

The Pillar 2B requirement is therefore set having regard to both the impact of the stress tests and the ability of the Society to undertake a credible scale of management action in response to the stress scenarios.

The output from the ICAAP financial model, including stress results, is reviewed in detail by ALCO prior to finalisation. The ICAAP stress testing is then reviewed by BRC before submission to the Board for formal approval as part of the strategic planning process.

Capital levels for the Society are reported to, and monitored by the Board on a monthly basis. The Society continues to be strongly capitalised and maintains its capital substantially above current regulatory requirements. The Society's Common Equity Tier 1 ratio is the highest reported by any top 20 lender¹ and the Board believes this reflects the low risk profile of the Society's assets. Consequently it is anticipated that the Society's level of regulatory capital surplus will tend to be driven by non-risk based measures such as the leverage ratio, the minimum requirement for own funds and eligible liabilities (MREL) - see section 4.5 - and other potential regulatory reforms including the Basel Committee on Banking Supervision review of the Standardised approach for calculating credit risk capital requirements and the replacement of the Basel 1 floor - see section 4.6 Future regulatory developments.

The ICAAP is used by the PRA in its Supervisory Review and Evaluation Process (SREP) to calculate the PRA Buffer – see section 4.4 Regulatory capital buffers.

4.3 Pillar 2A

The Society is provided with Individual Capital Guidance (ICG) by the PRA. The ICG is a point in time estimate by the PRA, which may change over time, of the amount of capital required to be held to meet risks not fully covered by Pillar 1 such as credit concentration and operational risk and those risks outside the scope of Pillar 1 such as pensions and interest rate risk.

Following a Supervisory Review process in the first half of 2016 the Society has been issued with an ICG of 12.8% which is the sum of the Pillar 1 and Pillar 2A requirements. With a CET ratio of 32.2% (see Table 1) the Society comfortably meets the requirement using CET 1 capital alone.



4.4 Pillar 2B - Regulatory capital buffers

To promote the conservation of capital and the build-up of adequate buffers that can be drawn down in periods of stress, CRD IV requires the holding of supplementary common equity capital buffers from 1 January 2016, known as Pillar 2B. These comprise a Capital Conservation Buffer (CCoB); a Systemic Risk Buffer (SRB); and a macro-prudential Countercyclical Buffer (CCyB). To the extent that the PRA considers these CRD IV buffers to be insufficient a PRA Buffer will be added to the Society's capital requirement although the PRA has stated that it believes that for most firms, most of the time, the CRD IV buffers are likely to be sufficient once fully phased in.

The following diagram shows the constituent elements of the CRD IV capital requirement that could impact the Society, the phasing in of these requirements, and the quality of capital that can be used to meet the minimum requirement. Capital used to meet the firm-specific Pillar 1 and Pillar 2A and 2B capital requirements, which may include a firm-specific buffer, may not be used to meet the additional CRD IV supplementary buffers.

1. Source: Council of Mortgage Lenders - 2015 top mortgage lenders (balance outstanding) – latest published CET 1 data, as at 23 March 2017.

CRD IV risk adjusted capital requirements

PRA Buffer (Firm specific)	Applicable from Jan 2016. Firm specific buffer assigned by the PRA if CCoB and CCyB buffers are considered to be insufficient.
Capital Conservation Buffer (CCoB)	Phased in from 2016-2019. Used to absorb losses in periods of economic and financial stress. 0.625% from 1 January 2016, increasing to 2.5% by 1 January 2019.
Systemic Risk Buffer (SRB)	Full application from 1 January 2019 up to 3%. Set at 0% for institutions with total assets less than £175 billion.
Macro-prudential Countercyclical Buffer (CCyB)	Applies now but currently set at 0%. FPC uses core indicators, with other relevant economic and financial data to set the CCyB (from 0% to 2.5%).
Pillar 2A	Firm specific calculation for risks not fully captured under Pillar 1.
Pillar 1	Firm specific calculation based upon individual risks (IRB or standardised) – minimum of 8%.
 100% Common Equity Tier 1	 Minimum 56% Common Equity Tier 1, up to 44% Additional Tier 1 (incl. maximum 25% Tier 2)

Appendix 5 discloses information relevant for the calculation of the CCyB as at 31 December 2015 in accordance with Regulation (EU) 2015/1555.

4.5 Minimum requirement for own funds and eligible liabilities (MREL)

The Bank of England announced new rules in November 2016 that are designed to make it easier to manage the failure of banks and building societies in an orderly way, as part of reforms to prevent future taxpayer bail-outs in the UK. The rules require the Society to meet an interim MREL requirement of 18% of risk weighted assets by 1 January 2020 with the full requirements to be met by 1 January 2022.

MREL capital requirements are split into two elements. Firstly a loss absorption amount, to cover losses up to and in resolution, based on a firm's minimum going concern capital requirement, and secondly a recapitalisation amount, to enable the firm to continue post resolution, likely to be at least equal to minimum going concern capital requirement.

The Bank of England will set MREL requirements on a firm-specific basis, informed by the resolution strategy for that firm. The Bank will review the timing and calibration of the end-state requirement before the end of 2020. The three resolution strategies are:

- Modified insolvency process – MREL will be set at a level of existing capital requirements i.e. recapitalisation is set at zero.
- Partial transfer – MREL will be set at a level which permits a transfer of critical parts of the business to take place i.e. recapitalisation will be set at a level to reflect the proportion of the balance sheet that would be transferred under resolution.
- Bail-in – MREL will be set at a level to absorb losses and, in the event of their failure, to be recapitalised i.e. two times the binding capital requirement.

The preferred resolution strategy for the Society has been set by the Bank of England as Bail-in, reflecting the size of the Society and consequential risks of an insolvency process, and of being able to affect a partial transfer at short notice. Notwithstanding this, the actual approach taken, should the Society require resolution, will depend on the circumstances at the time of a failure, and all available options would be considered.

4.6 Future regulatory developments

Although regulation has been clarified on a number of areas during 2016, significant elements of the final capital requirements (in addition to the leverage ratio framework discussed above) need resolving.

The Society continues to monitor regulatory developments that could lead to increased capital requirements. These include the Basel Committee on Banking Supervision review of the Standardised approach to calculating credit risk capital requirements, the replacement for the Basel 1 floor and MREL.

These reforms could have a significant impact and challenge the ability of the Society to grow at the levels seen in recent years. Given the low risk nature of the balance sheet and the Society's strong performance in stressed conditions, the Board has participated in the consultation processes to ensure the final outcome is applied proportionately. All the confirmed regulatory changes are reflected in the Society's capital management plans based on its understanding of the latest position and the Board is confident the Society will continue to be well capitalised.

5. Credit risk

5.1 Overview

5.1.1 Credit risk overview and exposures

Credit risk is the risk that customers or counterparties will not be able to meet their financial obligations to the Society as they fall due. Credit risk is sub-divided into:

- Credit risk for retail exposures (covered in section 5.2)
- Credit risk for the treasury liquidity book and derivatives (covered in section 5.3)

5.1.2 Credit risk exposures

The exposures below are stated before credit risk mitigation techniques have been employed and are in respect of on balance sheet exposures only. Exposures are net of impairment provisions. The limited number of classes disclosed illustrates the Society's very simple business model. The Society also only operates within the UK financial services market and therefore all of its retail credit risk exposures are in the United Kingdom. A distribution of this lending by region is provided in Table 11.

Table 7: Credit risk exposure

	Notes	Average 1 January 2016 - 31 December 2016 £m	As at 31 December 2016 £m	Average 1 January 2015 - 31 December 2015 £m	As at 31 December 2015 £m
Residential mortgages	1	31,106.9	32,845.6	28,138.3	29,368.1
Unsecured and other lending	1	39.4	36.0	47.0	42.9
Total retail credit risk exposures		31,146.3	32,881.6	28,185.3	29,411.0
Treasury:					
Central banks and sovereigns	1,2	4,067.9	4,315.4	3,575.4	3,820.5
Multilateral development banks (supranational bonds)	2	17.5	-	52.8	35.1
Financial institutions	1,2	472.9	498.6	443.5	447.2
Residential Mortgage Backed Securities (RMBS)	2	43.1	13.8	91.0	72.5
Total treasury credit risk exposures		4,601.4	4,827.8	4,162.7	4,375.3
Total credit risk exposures		35,747.7	37,709.4	32,348.0	33,786.3

Table 8a: Geographical distribution of credit risk 2016

As at 31 December 2016	Notes	United Kingdom £m	Rest of Europe £m	Rest of the World £m	Total £m
Residential mortgages	1	32,845.6	-	-	32,845.6
Unsecured and other lending	1	36.0	-	-	36.0
Total retail credit risk exposures		32,881.6	-	-	32,881.6
Treasury:					
Central banks and sovereigns	1,2	4,315.4	-	-	4,315.4
Financial institutions	1,2	488.2	1.4	9.0	498.6
Residential Mortgage Backed Securities (RMBS)	2	13.8	-	-	13.8
Total treasury credit risk exposures		4,817.4	1.4	9.0	4,827.8
Total credit risk exposures		37,699.0	1.4	9.0	37,709.4

Notes

1. Held at amortised cost using the effective interest method and after deduction of impairment provisions where appropriate.

2. Held at fair value.

Table 8b: Geographical distribution of credit risk 2015

As at 31 December 2015	Notes	United Kingdom £m	Rest of Europe £m	Rest of the World £m	Total £m
Residential mortgages	1	29,368.1	-	-	29,368.1
Unsecured and other lending	1	42.9	-	-	42.9
Total retail credit risk exposures		29,411.0	-	-	29,411.0
Treasury:					
Central banks and sovereigns	1,2	3,820.5	-	-	3,820.5
Multilateral development banks (supranational bonds)	2	-	35.1	-	35.1
Financial institutions	1,2	383.2	62.3	1.7	447.2
Residential Mortgage Backed Securities (RMBS)	2	72.5	-	-	72.5
Total treasury risk credit exposures		4,276.2	97.4	1.7	4,375.3
Total credit risk exposures		33,687.2	97.4	1.7	33,786.3

The maturity of exposures is shown on a contractual basis:

Table 9a: Residual maturity of credit risk 2016

As at 31 December 2016	Notes	Up to 12 months £m	1-5 years £m	5-10 years £m	More than 10 years £m	Total £m
Residential mortgages	1	2,489.3	8,510.9	8,701.7	13,143.7	32,845.6
Unsecured and other lending	1	2.6	8.1	8.7	16.6	36.0
Total retail credit risk exposures		2,491.9	8,519.0	8,710.4	13,160.3	32,881.6
Treasury:						
Central banks and sovereigns	1,2	3,100.4	782.9	432.1	-	4,315.4
Financial institutions	1,2	487.2	7.4	4.0	-	498.6
Residential Mortgage Backed Securities (RMBS)	2	-	-	-	13.8	13.8
Total treasury risk credit exposures		3,587.6	790.3	436.1	13.8	4,827.8
Total credit risk exposures		6,079.5	9,309.3	9,146.5	13,174.1	37,709.4

Table 9b: Residual maturity of credit risk 2015

As at 31 December 2015	Notes	Up to 12 months £m	1-5 years £m	5-10 years £m	More than 10 years £m	Total £m
Residential mortgages	1	2,289.4	7,728.6	7,829.9	11,520.2	29,368.1
Unsecured and other lending	1	3.2	9.3	9.9	20.5	42.9
Total retail credit risk exposures		2,292.6	7,737.9	7,839.8	11,540.7	29,411.0
Treasury:						
Central banks and sovereigns	1,2	2,525.9	537.5	757.1	-	3,820.5
Multilateral development banks (supranational bonds)	2	35.1	-	-	-	35.1
Financial institutions	1,2	436.1	7.3	-	3.8	447.2
Residential Mortgage Backed Securities (RMBS)	2	0.1	-	-	72.4	72.5
Total treasury credit risk exposures		2,997.2	544.8	757.1	76.2	4,375.3
Total retail credit risk exposures		5,289.8	8,282.7	8,596.9	11,616.9	33,786.3

Notes

1. Held at amortised cost using the effective interest method and after deduction of impairment provisions where appropriate.
2. Held at fair value.

5.2 Retail credit risk

5.2.1 Management of retail credit risk

Meeting current and future members' needs for residential mortgages remains fundamental to the Society's simple business model. Credit risk for the Society is therefore most likely to present itself in the potential inability of a borrower to repay their mortgage, and will materialise if that inability to repay results in repossession of the borrower's property, and subsequent loss if the value of the property upon sale is insufficient to pay the mortgage balance in full.

Exposure to this risk is monitored and managed by a specialist department that reports to the Chief Risk Officer, and is overseen by the Retail Credit Risk Committee (RCRC). RCRC's activities and decisions are ultimately overseen by the Board via the Committee hierarchy set out in 2.6 Risk governance structure.

The Board sets risk limits within the context of the Society's prudent risk appetite, and RCRC ensures the quality and mix of new lending and the overall portfolio remain within these limits. The Board does this by setting and monitoring lending policy and ensuring appropriate controls are in place to maintain the quality of lending, including reviewing comprehensive management information and undertaking extensive benchmarking against comparative data. This is sourced from both publically available data and via membership of industry benchmarking groups.

A comprehensive quality assurance programme to review new lending processes and decision making is in place. The first line (i.e. new lending operations teams) undertakes checks whilst applications are being processed, whilst the second line (i.e. the specialist credit risk department) reviews lending decisions post completion, to ensure that continuous learning and improvement is embedded, whilst minimising the chances of systemic issues remaining unidentified and adversely impacting the quality of new lending. The third line (i.e. Internal Audit) regularly reviews the controls and processes surrounding the quality assurance programme, to provide assurance that they are operating effectively.

To meet its objectives with regard to the quality of new lending, the Society operates a combination of statistical modelling (credit scoring) and assessment of applications against lending policy criteria which are embedded as rules within the Society's automated decision system. This system uses information from the statistical modelling and assessment against policy rules to provide consistent lending decisions, and helps determine when manual intervention is required by skilled underwriters.

On all owner-occupier mortgage applications, the Society also assesses borrower affordability to ensure that the applicants' income, after considering key expenditure requirements, is sufficient to meet the mortgage payments both currently and also in a much higher (stressed) interest rate environment. This stressed affordability assessment forms part of the Society's approach to meeting its obligations as a responsible lender.

The Society considers that the risks in its buy to let portfolio are comparable to or even lower than the risks in its owner-occupier portfolio. It makes this assessment after consideration of its prudent lending policy with respect to buy to let lending. This includes limiting the number of properties it will consider when lending to landlords, requiring rental properties to be readily saleable into the owner-occupier market (thereby giving recourse to two markets in the event the property is repossessed), and applying a stressed interest rate to ensure its prudent minimum rental coverage requirements (percentage of the monthly interest payment covered by the rental income) can be met even in a future higher interest rate environment. This latter requirement helps ensure that the borrower can accommodate periods of rental voids or the cost of unexpected repairs without undue strain on the ability to meet monthly payments as they fall due. During the year, the Society increased the minimum interest coverage ratio to 140%, and also the stressed rate upon which this calculation is based to 5.5% in response to the regulatory consultation and changes to income rate tax relief for higher rate taxpayers.

The Society also operates at lower loan to value maximums for buy to let lending than it does for owner-occupier, which means that in the event of default, credit losses are typically low.

The Society has a natural concentration in the UK market, as it only lends on properties within the UK. Close monitoring of the geographical distribution of exposures, lending by distribution channel, and by type of product, together with lending limits to specific segments of the market help to manage the risk of overexposure to any one region or counterparty.

Regular stress testing is undertaken on the mortgage portfolio which seeks to establish the extent to which losses may emerge under a range of macroeconomic and specific stress scenarios and to ensure that the Society continues to remain within its retail credit risk appetite. These stress tests primarily translate a range of economic variables such as interest rates, unemployment rates and house price movements into estimates of default rates and loss severity, and the consequent impact on impairment losses and capital consumption.

The Society places great emphasis on working with existing borrowers who experience financial difficulty on an individual basis, and to consider each case of financial hardship on its own merits, where it affects the borrower's ability to make their mortgage payments. Reasonable and realistic arrangements are sought, based on what the customer can afford, provided there is a high degree of confidence that any missed payments will be repaid over a reasonable timeframe. This work is undertaken by a specialist department. Forbearance remains one of the tools at the disposal of this department, and more information on the extent and type of forbearance offered by the Society is given later in this section. The work undertaken by the specialist department is overseen by RCRC, which monitors arrears performance and sets arrears policy in accordance with the objective of treating customers fairly and within the Society's overarching mission of Putting Members First.

Repossession of a property is only sought where all reasonable efforts to regularise matters and repay missed mortgage payments have failed, or where the mortgage is unsustainable in the longer term.

Regular reviews of the Society's arrears management function and processes are independently undertaken to ensure that borrowers are being treated fairly, appropriately and sympathetically and in line with established policies and procedures, and regulatory guidance. Where shortcomings are identified, action plans are put in place to rectify the issues. These are monitored and closure is subject to independent oversight.

Retail credit risk profile

Lending to low risk owner-occupier and buy to let borrowers continues to be the focus of the Society's business model. Balances on discontinued non-traditional mortgages (near-prime and self-certification, both of which were withdrawn in 2008) and unsecured personal loans (withdrawn in 2009) continue to reduce and now comprise just 1.2% of total gross balances. The Society also has a very small exposure to commercial loans (comprising lending to small businesses and on which no new advances have been undertaken since 2009) that were part of the Stroud & Swindon portfolio that was added to the Society's overall assets upon merger of the two societies in 2010.

The Society does not currently offer interest-only mortgages for owner-occupiers but has a legacy book that is currently in run-off. Balances continue to reduce and by balance 11.1% of the owner-occupier book is on an interest-only product (2015: 14.3%). The Society has a dedicated team which proactively makes contact with customers on an interest-only product in order to help assess the ability to repay the capital amount at the end of the term, and provide alternative solutions where appropriate, for example extending the loan on a capital and interest repayment basis. As at 31 December 2016, 404 cases were past term (2015: 536 cases). The average loan to value of the interest-only owner-occupier book was 39.9% as at 31 December 2016 (2015: 41.2%).

Loans and advances to customers, gross of impairment provisions, are shown below:

Table 10: Credit risk profile

	Notes	2016 £m	2016 %	2015 £m	2015 %
Loans and advances to customers					
Residential mortgages: owner-occupier		20,094.5	61.0	18,402.5	62.6
Residential mortgages: buy to let		12,423.8	37.8	10,595.9	36.0
Total traditional residential mortgages		32,518.3	98.8	28,998.4	98.6
Residential near-prime mortgages		87.8	0.3	95.1	0.3
Residential self-certification mortgages		252.9	0.8	291.1	1.0
Commercial mortgages ¹		3.6	-	4.6	-
Total non-traditional mortgages		344.3	1.1	390.8	1.3
Unsecured personal loans	1	37.5	0.1	43.5	0.1
Total gross balance		32,900.1	100.0	29,432.7	100.0

Note:

1. Legacy books of unsecured personal loans and commercial mortgages. The credit risk for these is immaterial and therefore not considered further in this report.

Residential mortgages: owner-occupier includes £287.9 million (0.9% of total gross balances) (2015: £298.1 million and 1.0%) of 'equity-release mortgages', where the borrower is guaranteed that the amount recoverable by the Society at the end of the mortgage will not exceed the value of the property. The Society is therefore exposed to the risk that the value of the property at the time of redemption is lower than the loan including accumulated interest. The Society manages this risk by granting loans at a relatively low loan to value, subject to the age of the borrower, and through the use of statistical modelling to stress potential exposures within acceptable prudent limits. The Society has not offered new mortgages on this basis since 2009.

Geographical concentration

The mortgage portfolio is well diversified and reflects the national coverage of the Society's distribution channels. The geographical split of mortgages by balance, gross of impairment provisions is shown below:

Table 11: Geographical distribution of residential mortgages

Region	2016 %	2015 ¹ %
London	24.6	22.7
South East England	18.1	17.6
Central England	15.9	17.1
Northern England	14.8	15.7
East of England	11.0	10.6
South West England	9.2	9.4
Scotland	3.7	4.0
Wales and Northern Ireland	2.7	2.9
Total	100.0	100.0

Note:

1. Regions have been redefined in line with those used by the Office for National Statistics and comparative numbers have been updated accordingly.

Loan to value and income multiples

The Society's low risk approach to lending is reflected in the loan to value profile of the mortgage book. The estimated value of the mortgage portfolio is updated on a quarterly basis using the Nationwide Regional House Price Index. For owner-occupier mortgages the standard maximum income multiple at which the Society will lend is 4.5. However, this is subject to the discretion of skilled underwriters on a case by case basis. In 2016 and 2015 less than 1% of lending was above the 4.5 multiple.

For buy to let mortgages a minimum interest coverage ratio of 140% is currently required and was increased to this level during the year in order to reflect the impact of restricted income tax relief for higher rate taxpayers. The Society is planning to introduce a lower interest coverage ratio during 2017, for borrowers not impacted by this tax change.

The loan to value distribution of the mortgage book as at 31 December 2016 is analysed below, together with an analysis of gross new lending in the year. The following tables are by value of loans unless stated otherwise:

Table 12: Total mortgage book loan to value (number of accounts)

Total mortgage book profile	2016 %	2015 %
Indexed loan to value:		
< 50%	49.7	48.8
50% to 65%	25.2	24.5
65% to 75%	14.3	14.1
75% to 85%	7.7	8.7
85% to 95%	2.9	3.6
> 95%	0.2	0.3
Total	100.0	100.0
Average indexed loan to value of stock (simple average)	47.8	48.4
Average indexed loan to value of stock (balance weighted)	54.6	55.2

Table 13: Gross lending new business profile

Gross lending	2016 %	2015 %
Owner-occupier purchase	32.3	36.6
Owner-occupier remortgages	24.8	23.2
Owner-occupier further advances	1.3	1.3
Buy to let	41.6	38.9
Total	100.0	100.0
Average loan to value (simple average)	60.9	63.0
Average loan to value (balance weighted)	63.7	66.1

Extent and use of forbearance

The Society will always seek to work with existing borrowers who experience financial stress to arrive at a mutually acceptable, sustainable solution. The exercising of forbearance will be considered if it is in the best interests of both the borrower and the Society to do so, and it represents a viable means of regularising the mortgage and helping borrowers manage their financial difficulties in a sustainable manner.

Should borrowers find themselves in financial difficulty resulting in arrears, the Society will seek to help and work with them on a case by case basis to resolve matters subject to the mortgage being put back on to a sustainable footing in the longer term.

The principal forbearance measures provided by the Society on arrears cases are as follows:

- Arrangements, where monthly payments are maintained and the arrears are repaid over a period of time.
- Concessions, where it is agreed to accept the normal monthly payment with no contribution towards paying off the outstanding arrears, reduced payments, or in exceptional circumstances no repayments for a short period.
- Mortgage term extensions to reduce the amount of the monthly payment may be considered as part of a longer-term solution, provided that payments will be sustainable over the life of the mortgage.

In very rare cases, the Society may consider eliminating arrears through the capitalisation of arrears or putting the mortgage, if on a repayment basis, onto an interest-only scheme for a temporary period (there have been no such transfers in the last two years).

Capitalisation of arrears will only be considered once during the lifetime of the mortgage and only where the customer has made at least six consecutive monthly payments, and it has been determined that the level of payment required post capitalisation is both affordable and sustainable in the long term. In 2016 the Society capitalised arrears in this manner on just seven accounts (2015: six).

Where the case is not in arrears, the most common means of exercising forbearance as a means of helping borrowers overcome temporary financial difficulties is by granting a short-term payment holiday. Whilst payment holidays are a feature of some of the products offered by the Society, where it has been determined that financial difficulties are the reason for the request, the action is recorded as being a forbearance measure rather than as one where the borrower is utilising the product feature.

Details of forbearance activity are set out in the table below:

Table 14: Forbearance

	Note	2016 No of accounts	2016 Carrying value £m	2015 No of accounts	2015 Carrying value £m
Forbearance: Accounts past due					
Arrangements		1,263	136.3	1,754	196.0
Concessions		44	5.6	64	6.2
Term extensions	1	18	2.8	10	1.4
Capitalisation of arrears	1	1	0.1	1	0.2
Forbearance indicators: Accounts not past due					
Payment holidays granted by Collections department ¹		485	55.9	762	88.7
Term extensions	1	84	12.6	61	9.4
Capitalisation of arrears	1	6	0.5	5	0.4

Note:

1. Granted in the last 12 months.

With the exception of term extensions and capitalisation of arrears (increase of just one case) all the forbearance categories have fallen compared with the previous year end reflecting the improving economic environment and improved credit risk profile of the Society's borrowers. The use of term extensions has increased as a result of the engagement with interest-only borrowers who do not have sufficient means to pay the outstanding capital balance but can sustainably address any shortfall by extending the term of the loan on a repayment basis.

Whilst accounts not past due are not considered to be individually impaired, it is recognised that collectively impairment exists. Provisions have therefore been raised against accounts subject to a forbearance measure (see Table 19), totalling £2.7 million (2015: £4.7 million) for all cases in these forbearance categories.

In addition the Society has identified the following situations as indicating potential impairment amongst members whose mortgages are nonetheless not past due:

- Accounts where direct debits had been cancelled or returned but payment was subsequently made.
- Payments being made by the Department for Work and Pensions.
- The Society has paid ground rent on behalf of members living in leasehold properties.

Members whose mortgage accounts display these potential impairment indicators have a higher than expected propensity to go into arrears, but the increased propensity is not so high as to consider these loans as being individually impaired.

As at 31 December 2016, there were 1,955 members with such potential impairment indicators, to the value of £202.3 million (0.61% of the mortgage book). A collective provision of £0.1 million is being held, which reflects the low probabilities of default (since 31 December 2015, only 10 cases in these categories have gone into arrears by six or more months) and high collateral values (the average simple loan to value is 43.1% and only 12 cases are above 95% loan to value) of these mortgages.

The Society continues to collect information on all requests by borrowers for changes to the terms and conditions of their mortgage, and is tracking the performance of these changes over time to determine if there are further incidences of potential impairment that are not immediately evident at the time of the request. Examples of the types of changes include amendments to payment date or method and requests for permission to temporarily let the (owner-occupier) borrower's property. Currently there is no objective evidence that, following these changes, the performance of these mortgages has deteriorated to the extent that would lead us to conclude that additional provision for these cases was appropriate.

5.2.2 IRB rating system

The Society continues to use the retail IRB approach, permission having been granted by the regulators for use from January 2008, to determine the required level of capital to support the majority of its credit risk for retail exposures. All lending is covered by the IRB approach with the exception of the following, where capital is calculated using the Standardised approach:

- Unsecured personal loans.
- Lifetime mortgages (equity release).
- Housing association loans.
- Credit impaired loans.

Across the Society, nearly 99% of on balance sheet exposures as at December 2016 (2015: 99%) are on the IRB approach to calculating capital.

The internal rating model and process

The models that provide the rating of credit risk are split into two types:

- Probability of default model.
- Loss given default model.

Probability of default model

The Society uses a probability of default (PD) model to determine the risk of default of a mortgage within the retail IRB exposure class. The PD model is built on a default definition of six or more months in arrears in the next 12 months, or earlier if there is an indication that the borrower is unlikely to repay (e.g. if the borrower is less than six months in arrears but has been made bankrupt or has entered into an Individual Voluntary Arrangement).

The PD model uses internal data about the borrower and property, and external data in the form of regularly updated credit bureau information, to derive a credit score for each borrower within the IRB exposure class. The score is then calibrated to a PD prediction. The individual components of the PD model comprise two application models and a behavioural model.

Two application models assess the risk of default of new applications (one each for owner-occupier and buy to let mortgages) and are built using a combination of loan data, borrower credit details, and in the case of the buy to let model, information about the rental property. The application models provide a point-of-application assessment (via the application credit score, which is calibrated to long run PD via a series of risk grades).

The behavioural model is built using a combination of internal mortgage performance data with regular updates of the borrower's credit behaviour. The behavioural model produces a credit score which is also calibrated to PD.

Either the application PD (for new accounts less than six months on book), behavioural PD (for accounts more than 12 months on book), or a blend of the two (for accounts that have been open for a short period) is taken to be the overall PD rating for the mortgage.

Loss given default model

The Society also uses a loss given default (LGD) model which is calibrated to downturn conditions for use in the regulatory capital calculations.

There are a number of sub-models, built using internal data including from the last downturn in the early 1990s, which contribute to the overall LGD model. These include models to assess the likelihood of repossession once an account defaults, the forced sale discount that is likely to be experienced in selling a property from possession (the 'haircut') and, if repossessed, the likelihood and amount of loss.

The combination of PD and LGD models is used to determine the expected loss and capital requirement for all mortgages within the retail IRB exposure class.

Comparison of impairment provisions with regulatory expected losses

Due to the different methodologies applied, the amount of incurred credit losses provided for in the financial statements under IFRS (£18.5 million at 31 December 2016, £21.7 million 31 December 2015) differs from the amount determined from the expected loss models (£33.9 million at 31 December 2016, £40.4 million 31 December 2015) that are used for regulatory purposes.

The LGD model used for expected losses is calibrated to downturn conditions (i.e. a peak-to-trough fall in house prices is assumed in the expected loss calculation). In the impairment model, current prices are used with no future house price movements being assumed.

In addition, impairment models also use current (point-in-time) roll rates as the basis of estimating probability of default. The expected loss model uses long run average PD estimates and, in the current environment, the long run PD estimate is higher than point-in-time default rates.

Allocation of exposures to risk grades by the IRB rating system

The following table shows the Society's retail exposures under IRB.

Table 15: Allocation of exposures to IRB risk band

PD bands up to and including:	Exposure at default estimate 2016 £m	Average loss given default 2016 %	Average risk weight 2016 %	RWAs 2016 £m	Exposure at default estimate 2015 £m	Average loss given default 2015 %	Average risk weight 2015 %	RWAs 2015 £m
0.10	24,559.5	14.5	5.0	1,224.5	21,542.1	14.8	5.1	1,105.7
0.20	6,671.0	18.8	10.6	704.4	6,151.4	18.9	10.0	618.0
0.30	1,971.3	20.6	16.8	332.2	1,829.3	20.9	16.3	299.1
0.50	1,193.6	20.7	21.8	260.1	1,159.8	21.2	21.4	248.4
1.00	553.9	23.3	39.7	219.9	573.6	25.2	40.1	230.1
3.00	211.5	25.9	60.6	128.2	251.1	28.3	66.7	167.6
9.99	100.8	17.1	63.0	63.6	116.1	18.8	70.3	81.6
99.99	171.8	19.2	94.5	162.4	222.1	20.9	103.4	229.6
In Default	50.6	18.4	157.4	79.7	63.9	20.8	178.1	113.8
Total	35,484.0			3,175.0	31,909.4			3,093.9

The PDs disclosed in the table above are on a point in time basis. The PD model for retail exposures uses a hybrid rating system, which transforms the point in time assessment to a regulatory long run average used in the calculation of capital via the allocation of accounts to risk grades.

Treatment of undrawn exposures

The Society at any point has a number of undrawn exposures that it assigns ratings to using the IRB rating system. These undrawn exposures relate to mortgage applications that have reached the 'offer' stage, i.e. where we have agreed to advance the funds, but completion of the mortgage has not yet taken place. In theory, these offers are unconditionally cancellable by the Society; in practice, these offers will only be cancelled if adverse information is received after it has been made, for example via a late notification from a solicitor. In some cases, offers will not be taken up by the customer and will expire. It is conservatively assumed that all offers will complete, and therefore a conversion factor of 100% is assigned to these undrawn exposures.

At 31 December 2016, the value of undrawn exposures being rated under the IRB approach was £1,671.8 million (2015: £1,663.1 million).

5.2.3 Controls and governance

Systems and change control

Physical control of the underlying IRB models and source data tables used in the models resides within the Society's business systems function. Changes to the models (for example in terms of score to PD calibrations) and data tables can only be carried out by appropriately designated employees in this area and must follow an audited sign-off and change process.

The models are subject to the back-up and disaster recovery processes that govern all Society systems.

Calculations undertaken by the business unit responsible for the final capital calculations, utilising outputs from the underlying models, are subject to the controls prescribed by the Society's End User Computing standards. The processes employed to produce the capital calculations and application of these controls is the subject of regular review by the Internal Audit function.

Monitoring and oversight

Monitoring of the IRB models is the responsibility of the Society's Risk Models function. This team undertakes all monitoring required to properly assess the performance of the models, using various statistical techniques, and presents reports to the Models and Ratings Committee.

Monitoring reports include an assessment of performance against trigger limits. If appropriate, the Risk Models function will make recommendations for amendments or updates to the models. All significant amendments, updates and any new models are reviewed by an independent internal second line function reporting to the Chief Risk Officer. The Models and Ratings Committee, which is chaired by the Head of Finance and comprises the Finance Director and senior management from the credit risk and finance functions, is the designated committee through which authority for changes to models is obtained. The Chief Internal Auditor also attends the Committee.

Independent review and verification

During 2016 the Society moved away from the use of an external independent expert to review its IRB models, and established an internal independent second line function to undertake this work. The independent review function addresses its reports and findings to the Models and Ratings Committee, and agrees its programme of work with the Committee, including an annual review of the work of the Risk Models function, reviews of model developments, and self-assessments against CRR.

The independent internal expert:

- Reviews the frequency, quality and appropriateness of the monitoring reports.
- Reviews the appropriateness of the Risk Models function's own analysis and conclusions about model performance.
- Provides comment and independent assessment on changes to models recommended by the Risk Models function.
- Comments on the documentation surrounding all aspects of the models.
- Provides an assessment of the use of the IRB models within the business.

Use of models

The models are designed for use within the Society's operations in addition to providing the ratings required for the performance of regulatory capital calculations. Examples of use within the business include:

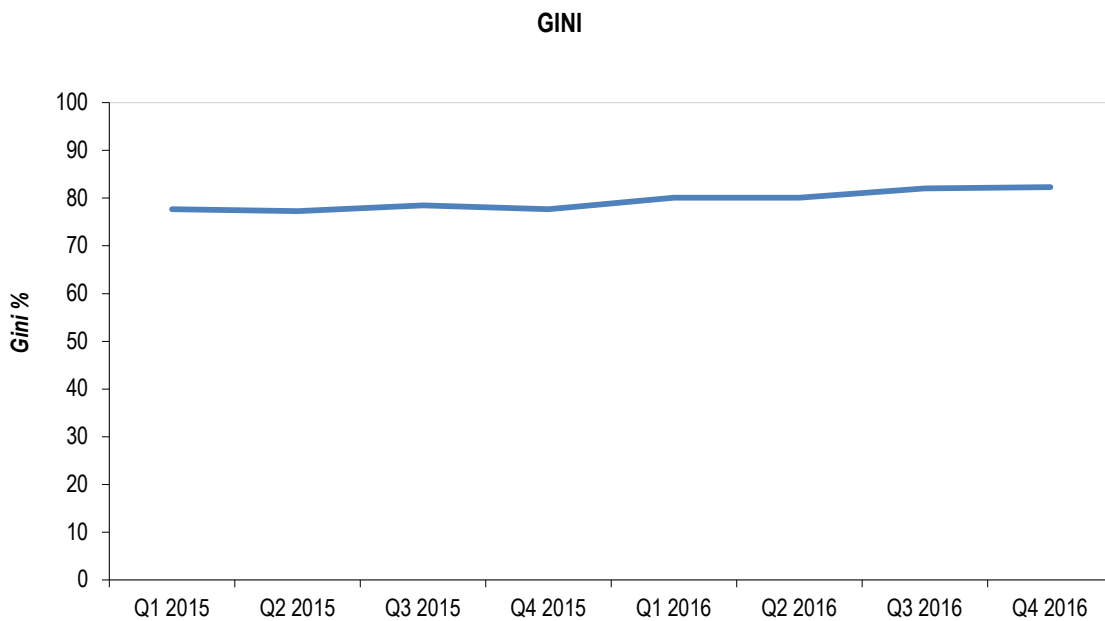
- The application PD model is integrated into the application decision making process – the same application model that provides the PD assessment of new applications is used to determine the credit risk, and hence the level of underwriter involvement (alongside lending policy considerations and valuations) of new mortgage applications.
- Various aspects of the behavioural model contribute to the prioritisation of collections activity.
- Shortfall model outputs are also used to assist in impairment provision calculations.
- Limit setting with regard to the quality of new business taken on.
- Assessment of risk in lending proposals and change.
- The impairment and capital models are incorporated into the stress test models for use within the strategic and capital planning process, to determine projected capital and impairment requirements in various forward looking scenarios and stresses including within the Society's regulatory Internal Capital Adequacy Assessment Process (ICAAP).

5.2.4 IRB model performance over time

Over time, both the power of the PD model to discriminate between good and bad accounts across the score range (as measured by the GINI co-efficient) and the accuracy of predictions in terms of actual defaults against expected defaults is monitored.

The following chart demonstrates the GINI measure of risk discrimination from the Society's PD model. Given the prolonged period of exceptionally low interest rates the Society is developing its models to provide even better risk differentiation, including separate portfolio-specific models, to further enhance its risk management capability. The GINI displayed is in relation to the Society's behavioural model which is used in the majority of cases.

Table 16: Probability of Default (PD) model



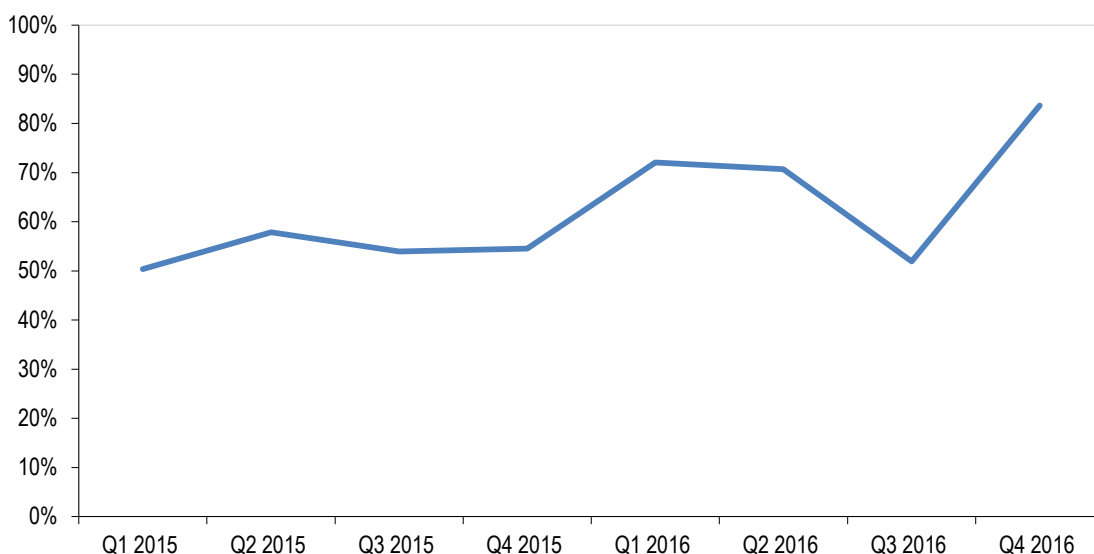
The correlation of recent experience of losses to predicted shortfalls is shown in the following graph. Predicted shortfalls in the capital calculation are made using the downturn LGD model, and are set to an assumed peak-to-trough fall in house prices that mirror a downturn in the housing market. Average actual losses are therefore consistently below predictions given this downturn has not been experienced across the two most recent years.

On average over the course of 2016, fewer than five properties per month were sold from possession (2015: eight properties), resulting in a loss to the Society, which were within the remit of the IRB rating system (there was on average another 1 sale per month of cases that fell under the Standardised approach).

With such small numbers of sales, the loss experience can be affected by individual unusual cases that give rise to losses that could not be reasonably predicted using a statistical model. Generally, however, loss experience has been better than expected reflecting both the conservative nature of the Society's provision calculations and the improving economic environment, particularly in relation to property prices.

Table 17: Actual losses as percentage of predictions

Actual losses as percentage of predictions



For exposures that have defaulted over the past year, the EAD model has performed consistently, slightly over-predicting the value of the exposure at default.

A hybrid approach is utilised for the estimation of regulatory capital. Within the PD model, cases are assigned a risk grade based on their credit score and arrears status, and these accounts are then mapped to a long-run average PD estimated over a full economic cycle. The long-run average PD used for regulatory capital is significantly more conservative than the point in time PD prediction and is in excess of the currently observed default rate across all risk grades.

As noted above, the LGD models used in regulatory calculations are calibrated to reflect downturn conditions, for example via stresses to property prices. The downturn LGD estimates are greater than the point in time estimates shown.

Point in time PD and LGD predictions against actual results are shown below:

Table 18: Actual Probability of Default (PD) and Loss Given Default (LGD) against predicted

	Actual 2016 %	Predicted 2016 %	Actual 2015 %	Predicted 2015 %
IRB retail mortgages				
PD	0.11	0.21	0.14	0.23
LGD	4.54	4.55	4.87	4.89

Note: The PD model predicts defaults from performing (up-to-date) accounts, with a separate roll-rate model used to predict default from accounts already in arrears. The PD predictions shown above relate to performing accounts. Including non-performing accounts the actual PD was 0.18% (2015: 0.22%). As at 31 December the projected portfolio average long run PD was 0.54% (2015: 0.62%).

Predicted and actual PD and LGD rates have fallen, reflecting the continuing benign economic environment and the improved credit risk profile of the book.

Data integrity and quality

The models have been implemented on the Society's internal systems with no reliance on external systems. This gives the Society complete control over how the models are maintained, how data flows in and out of the models and provides a large degree of flexibility and reporting capability, allowing the Risk Models function to drill into any aspect of model performance.

Regular reconciliations and reviews of data quality and accuracy are conducted by the Risk Models function, which as part of its monitoring role also included identifying and investigating outliers and correcting inaccuracies in the data underpinning the rating system.

5.2.5 Credit risk mitigation

The Society does not employ credit risk mitigation techniques in relation to retail credit risk, apart from taking security for mortgage advances by placing a first legal charge on each property being offered as security for a mortgage.

All properties being used as security are valued at the outset of the loan and, if a further advance is made during the lifetime of the loan, at the time of the further advance. With respect to the purchase of properties, the initial value of the security is established by way of an internal physical inspection of the property and written report by a qualified Royal Institution of Chartered Surveyors (RICS) surveyor. In limited circumstances we may use an Automated Valuation Model (AVM) or drive-by valuation as the basis for establishing the security value. AVMs are only used for low loan to value (<65%) owner-occupier remortgages and similarly low loan to value further advances, and only where certain conditions are met. Drive-by valuations are only used with owner-occupier remortgages and further advances between 65% and 75% loan to value. All buy to let properties are valued at the outset of the loan by a qualified RICS surveyor who makes a physical internal inspection of the property.

Regular reviews of the appropriateness and accuracy of the various valuation methods used by the Society are undertaken, to satisfy ourselves that these remain appropriate and accurate for the purposes of establishing the security value.

Once the value of the property has been established, the Nationwide Building Society regional House Price Index is used to provide an updated estimate of the property's value, on a quarterly basis. Monitoring of the accuracy of the Nationwide Building Society index is undertaken on a regular basis, the results of which inform the Society's IRB models.

Regularly updated assumptions regarding work-out costs, the time it takes to effect repossession and sale, and the effect of forced sale on estimated property values are used in the impairment model to determine the realistic value that could be achieved upon repossession and sale of the property.

Conservative, stressed values for these assumptions are used in the rating system for the purposes of inclusion within the calculation of the regulatory capital requirement.

5.2.6 Impairment provisions – Assets held at amortised cost

The Society assesses its loans and advances to customers for objective evidence of impairment at each Statement of Financial Position date. An impairment loss is recognised if, and only if, there is a loss event that has occurred after initial recognition and before the Statement of Financial Position date and has a reliably measurable impact on the estimated future cash flows.

Impairment is categorised as either individual impairment (where individual assets have been assessed for loss) or collective impairment (where losses are assessed as being present in a portfolio of loans, but they cannot be attributed to individual accounts). As well as loans that are individually or collectively identified as being impaired, recognition is also made of accounts where forbearance has been exercised and agreement has been reached with customers in financial difficulty to temporarily forgo some element of the payment due, or where other impairment indicators are present.

If there is objective evidence that an impairment loss on loans and advances to customers has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows.

Estimating future cash flows

Future cash flows are based on prudent assumptions about the value of the property representing the underlying security for the mortgage, workout costs that might be incurred in realising the value of the property (i.e. following repossession and sale), the likelihood of repossession and the time it takes to repossess and sell properties.

- All properties being used as security are valued at the outset of the loan and, if a further advance is made during the lifetime of the loan, at the time of the further advance.
- Once the value of the property has been established, the Nationwide Regional House Price Index is used to provide an updated estimate of the property's value, on a quarterly basis. If repossessed a current valuation is professionally undertaken.
- Assumptions are continuously updated to reflect the time taken to sell a repossessed property and the likely discount to the latest property valuation. Typically, the forced sale discount averages 28% of the property value.
- No assumptions are made as to the future value of properties beyond the estimation of a discount for the forced sale that results from a repossession of a mortgaged property.

Individual assessment of impairment

The identification of loans for individual assessment of impairment is via a days-past-due trigger being met or if, in the opinion of management, there is evidence that individually identifiable loans are impaired even if a days-past-due trigger has not yet been met. For example, a small number of customers have been declared bankrupt but continue to make their mortgage repayments as scheduled. These customers can be individually identified and therefore an individual assessment can be made as to the level of potential impairment.

The Society employs various models to assess the level of impairment. These include models to predict roll rates to default, the likelihood of possession given default, shortfalls in property values over loan balances after accounting for expected costs, the effects of forced sale, and updated valuations including via house price indexation. The assumptions in these models capture the differing experience of different mortgage types, and are updated regularly to reflect ongoing experience, with overlays to ensure appropriate judgement is reflected in the final assessment of impairment.

Collective assessment of impairment

A variety of collective impairment assessments have been made against segments of the mortgage book where there is objective evidence of an impairment event impacting that segment, but which cannot be individually attributed, or more generally where there is evidence of an increased risk of credit losses being present but, again, where the risks cannot be individually attributed. Examples of segments where collective assessments of impairment have been conducted include provisions held to collectively address the risk that, in a downturn, issues will emerge that will adversely affect the value and saleability of properties, something that would otherwise be masked in a growing housing market.

Forbearance impairment assessment

Assessment has also been made of customers who are undergoing some measure of forbearance. Evidence-based results are used to identify potential forbearance indicators, measure the performance of accounts with these indicators and determine the level of impairment provision required.

Use of overlays

Management judgement is used to apply overlays to assumptions in cash flow forecasts. For instance, current point-in-time experience may be for an improvement in a particular roll rate, but if the longer-term view is that the risk remains higher than the short-term backwards looking experience used in the model, an overlay may be applied to reflect forward looking judgement of cash flows. An example is in values applied in the 'probability of possession from default' assumption. An overlay may be applied to the current short term experience of probability of possession to accommodate the fact that the likelihood of possession may increase in the event of an economic slowdown.

Recognition of post-impairment improvement

Impairment provisions are raised as the risk is recognised and measured. If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, an appropriate amount of the previously recognised impairment loss is reversed by adjusting the impairment provision. The amount of the reversal is recognised in the Income Statement.

Write-off policy and recognition of post-loss recoveries

When a loan is not collectable, it is written off against the related provision for loan impairment. Such loans are written off after all the necessary procedures have been completed and the amount of the loss has been determined. Subsequent recoveries of amounts previously written off are recorded in the Income Statement.

The following table shows the movement in the year in impairment provisions. The incurred loss element of the fair value adjustments arising from the merger with Stroud & Swindon Building Society in 2010 of £4.1 million (2015: £4.3 million) has been included within the opening and closing provisions.

Table 19: Movements in impairment provisions

	Loans fully secured on residential property	Other loans	Total	Loans fully secured on residential property	Other loans	Total
	2016 £m	2016 £m	2016 £m	2015 £m	2015 £m	2015 £m
At 1 January						
Individual impairment	9.4	4.3	13.7	11.7	4.4	16.1
Collective impairment	7.1	0.9	8.0	9.2	0.8	10.0
	16.5	5.2	21.7	20.9	5.2	26.1
(Credit)/charge for the year						
Individual impairment	(1.3)	(0.1)	(1.4)	(0.3)	0.1	(0.2)
Collective impairment	(0.1)	-	(0.1)	(1.8)	0.1	(1.7)
	(1.4)	(0.1)	(1.5)	(2.1)	0.2	(1.9)
Charge/(credit) set against fair value adjustment	0.2	-	0.2	(0.4)	-	(0.4)
Amounts written off	(1.9)	-	(1.9)	(1.9)	(0.2)	(2.1)
At 31 December						
Individual impairment	6.4	4.2	10.6	9.4	4.3	13.7
Collective impairment	7.0	0.9	7.9	7.1	0.9	8.0
Total	13.4	5.1	18.5	16.5	5.2	21.7

Loans are categorised by arrears status in line with industry practice and are identified as being either not past due and not impaired (if up to date at the balance sheet date), past due up to three months but not impaired, or impaired if more than three months in arrears or in possession.

In terms of impaired mortgages, the Society's performance is compared with figures published by the Council of Mortgage Lenders (CML). From these figures it can be seen that the performance of the Society has remained strong, with arrears reducing over the year, and favourable to the industry.

The Society's number of accounts in arrears as a percentage of loans and advances to customers compared with the CML data is shown below:

Table 20: Analysis of Society arrears compared with Council of Mortgage Lenders

	2016		2015	
	Society %	CML ¹ %	Society %	CML ¹ %
Greater than three months	0.31	1.00	0.45	1.12
Greater than six months	0.12	0.58	0.17	0.62
Greater than one year	0.04	0.27	0.05	0.27
In possession	0.01	0.03	0.01	0.03

Note:

1. Council of Mortgage Lenders' data as at 31 December 2016 (31 December 2015).

An analysis of past due and impaired loans by value is shown in the following tables.

Table 21a: Past due and impaired loans by loan to value 2016

As at 31 December 2016	Not impaired				Impaired		Total £m
	Not past due £m	Past due up to three months £m	Past due over three to six months £m	Past due over six months or in litigation £m	In possession £m	Impairment provision £m	
Indexed loan to value:							
< 50%	12,456.7	106.9	15.9	7.6	0.1	(2.6)	12,584.6
50% to 65%	10,016.0	82.6	13.9	13.8	0.3	(3.8)	10,122.8
65% to 75%	5,764.1	48.7	10.4	4.8	–	(2.2)	5,825.8
75% to 85%	2,990.4	28.6	7.0	5.0	–	(1.4)	3,029.6
85% to 95%	1,199.3	17.5	5.7	4.0	0.1	(1.5)	1,225.1
> 95%	47.5	7.2	1.8	3.4	3.3	(2.7)	60.5
Unsecured	33.8	3.0	0.4	0.3	–	(4.3)	33.2
Total	32,507.8	294.5	55.1	38.9	3.8	(18.5)	32,881.6

Table 21b: Past due and impaired loans by loan to value 2015

As at 31 December 2015	Not impaired				Impaired		Total £m
	Not past due £m	Past due up to three months £m	Past due over three to six months £m	Past due over six months or in litigation £m	In possession £m	Impairment provision £m	
Indexed loan to value:							
< 50%	10,945.7	106.1	18.3	8.4	–	(3.4)	11,075.1
50% to 65%	8,522.1	91.9	19.9	12.4	0.1	(3.8)	8,642.6
65% to 75%	5,034.6	54.4	13.6	9.8	0.3	(2.0)	5,110.7
75% to 85%	3,155.5	45.1	10.3	8.4	0.1	(1.7)	3,217.7
85% to 95%	1,182.5	22.9	8.2	5.8	0.5	(1.6)	1,218.3
> 95%	85.6	11.7	5.0	5.6	4.4	(4.8)	107.5
Unsecured	39.5	3.3	0.4	0.3	–	(4.4)	39.1
Total	28,965.5	335.4	75.7	50.7	5.4	(21.7)	29,411.0

The Society held properties valued at £3.3 million (2015: £4.0 million) pending their sale against balances of £2.8 million (net of provisions) (2015: £3.7 million). Shortfalls between expected sale proceeds (less anticipated costs) and the balance outstanding are fully provided.

The table below provides further information regarding the impaired status of mortgages and loans. Balances are shown gross of impairment provisions.

Table 22a: Not impaired and impaired loans by segment 2016

As at 31 December 2016	Not impaired				Impaired		Total £m
	Not past due £m	Past due up to three months £m	Past due over three to six months £m	Past due over six months or in litigation £m	In possession £m	Impairment provision £m	
Residential mortgages							
Owner-occupier	19,844.2	189.1	35.1	24.4	1.7	(5.1)	20,089.4
Buy to let	12,348.9	61.8	6.0	5.6	1.5	(7.1)	12,416.7
Non-traditional mortgages							
Residential near-prime	57.5	18.6	7.8	3.9	–	(0.3)	87.5
Residential self-certified	220.1	21.7	5.8	4.7	0.6	(0.9)	252.0
Commercial lending	3.3	0.3	–	–	–	(0.8)	2.8
Unsecured	33.8	3.0	0.4	0.3	–	(4.3)	33.2
Total	32,507.8	294.5	55.1	38.9	3.8	(18.5)	32,881.6

Table 22b: Not impaired and impaired loans by segment 2015

As at 31 December 2015	Not impaired				Impaired		Total £m
	Not past due £m	Past due up to three months £m	Past due over three to six months £m	Past due over six months or in litigation £m	In possession £m	Impairment provision £m	
Residential mortgages							
Owner-occupier	18,097.9	217.9	52.0	32.1	2.6	(7.1)	18,395.4
Buy to let	10,516.2	64.7	6.7	6.7	1.6	(7.7)	10,588.2
Non-traditional mortgages							
Residential near-prime	56.5	22.8	9.1	6.3	0.4	(0.5)	94.6
Residential self-certified	251.3	26.2	7.5	5.3	0.8	(1.2)	289.9
Commercial lending	4.1	0.5	-	-	-	(0.8)	3.8
Unsecured	39.5	3.3	0.4	0.3	-	(4.4)	39.1
Total	28,965.5	335.4	75.7	50.7	5.4	(21.7)	29,411.0

Movement in impaired loans

The table below reconciles the movements in impaired loans in the year.

Table 23: Movement in impaired loans

	Traditional residential mortgages		Non-traditional mortgages			Unsecured £m	Total £m
	Owner-occupier £m	Buy to let £m	Residential near-prime £m	Residential self-certified £m	Commercial lending £m		
Impaired at 1 January 2016	86.7	15.0	15.8	13.6	-	0.7	131.8
Classified as impaired during the year	77.6	18.3	18.0	14.7	0.2	0.8	129.6
Transferred from impaired to unimpaired	(91.6)	(18.7)	(22.4)	(17.8)	(0.2)	(0.5)	(151.2)
Amounts written off	(1.3)	(0.1)	(0.1)	(0.4)	-	-	(1.9)
Charged to impaired loans	1.0	0.3	0.3	0.2	-	-	1.8
Repayments and other movements	(11.2)	(1.7)	0.1	0.8	-	(0.3)	(12.3)
Impaired at 31 December 2016	61.2	13.1	11.7	11.1	-	0.7	97.8

Loan balances are shown gross of provisions. Amounts written off reflect losses on properties sold from possession where the balances on these loans were in excess of the sale proceeds. Repayments and other movements include disposals (sale proceeds from properties in possession), and repayments (from customers reducing the outstanding balances). Amounts charged to impaired loans include interest accrued and charges.

5.3 Treasury credit risk**5.3.1 Management of treasury credit risk**

Credit risk within the treasury book (wholesale credit risk) arises from the portfolio of liquid and other financial assets held, and represents the risk that counterparties will fail to repay amounts when due. The Society has a low appetite for this form of risk. As such, exposures are restricted to good quality counterparties with a low risk of failure, and limits and exposures are set accordingly.

Treasury exposures and limits are focused in the main on UK institutions, with additional limits extended to a small number of highly rated banks in Europe and other developed economies such as Australia and Canada. Limits are set in line with a Board approved Treasury and Prudential Policy Statement, which sets maximum limits taking into account internal analysis, external credit ratings, country of domicile and any other relevant factors. All credit limits require Board approval, and are subject to an initial assessment of the creditworthiness of the counterparty, with the approved limit then subject to at least an annual review. Exposures are reviewed on a real time basis to ensure that they remain within the approved limits. Ongoing developments with treasury counterparties are closely monitored, and are reported to, and reviewed by the Treasury Credit Committee. This Committee meets weekly and is chaired by the Chief Risk Officer. The Committee is empowered to take immediate action to reduce or suspend limits where this is warranted by adverse changes in the creditworthiness of counterparties or market or local developments. The Committee reports through the Asset and Liability Committee (ALCO) to the Board via the Committee structure set out on page 8.

Derivatives are only executed with organisations that have a Board approved credit limit, and the vast majority include arrangements requiring that any movement in the value of the derivative be offset by the placing of cash collateral to reduce the resulting credit exposure. As part of its liquidity management, the Society also enters into sale and repurchase (repo) transactions where highly rated assets such as gilts are sold with an agreement to repurchase at an agreed price on a later date. The cash received may be less than the market value of the asset, creating a credit exposure. Any subsequent market movements in the value of the asset will alter this repo exposure and is therefore subject to daily collateralisation to mitigate this position. All repo counterparties are subject to review by the Treasury Credit Committee and are ultimately approved by the Board. The Society has no exposure to emerging markets, hedge funds, non-UK Residential Mortgage Backed Securities (RMBS), non-UK covered bonds or credit default swaps and in excess of 99% of exposures have an investment grade rating.

The on balance sheet accounting values relating to the Society's liquidity book and by reference to Moody's ratings are as follows:

Table 24a: Treasury assets exposure value by rating 2016

As at 31 December 2016	Notes	Aaa–Aa3 £m	A1–A3 £m	Baa1–Baa3 £m	Unrated ³ £m	Total £m
Central banks and sovereigns	1	4,315.4	-	-	-	4,315.4
Financial institutions		183.9	311.6	1.4 ²	1.7	498.6
Residential mortgage-backed securities		13.8	-	-	-	13.8
Total		4,513.1	311.6	1.4	1.7	4,827.8

Table 24b: Treasury assets exposure value by rating 2015

As at 31 December 2015	Notes	Aaa–Aa3 £m	A1–A3 £m	Baa1–Baa3 £m	Unrated ³ £m	Total £m
Central banks and sovereigns	1	3,820.5	-	-	-	3,820.5
Multilateral development banks (supranational bonds) ¹		35.1	-	-	-	35.1
Financial institutions		113.5	316.1	13.1 ²	4.5	447.2
Residential mortgage-backed securities		68.7	3.8	-	-	72.5
Total		4,037.8	319.9	13.1	4.5	4,375.3

1. Risk weighting for central banks and sovereigns and multilateral development banks (supranational banks) is 0% (2015: 0%).

2. Cash collateral held by counterparties under Credit Support Annexes (CSAs) in relation to derivative liabilities.

3. Unrated financial institutions comprise an exposure to a building society (2015: £1.7 million). In addition, 2015 also included a single credit support annex in relation to a derivative liability with an unrated bank of £2.8 million.

The allocation of capital to credit risk within the liquidity book is calculated using the Standardised approach. For central banks, sovereigns, multilateral banks and UK Financial Institutions with a residual maturity of less than three months, risk weights prescribed in CRD IV are used. At 31 December 2016, the exposure for UK Financial Institutions with a residual maturity of less than three months was £251.1 million (2015: £184.7 million) with a capital requirement of £4.0 million (2015: £3.0 million). For covered bonds, RMBS and other Financial Institutions the Society uses credit ratings published by Moody's and this is unchanged from the previous year. Moody's is recognised as an eligible External Credit Assessment Institution (ECAI) for this purpose. The following table shows the exposure values and rating associated with each credit quality step.

Table 25: ECAI exposure values and ratings

	Moody's rating	Risk weight %	Exposure value 2016 £m	Minimum capital requirement 2016 £m	Exposure value 2015 £m	Minimum capital requirement 2015 £m
Retail Mortgage Backed Securities (RMBS)						
Credit quality step 1	Aaa-Aa3	20	13.8	0.2	68.6	1.1
Credit quality step 2	A1-A3	50	-	-	3.8	0.1
Total RMBS			13.8	0.2	72.4	1.2
Covered bonds						
Credit quality step 1	Aaa-Aa3	10	9.9	0.1	9.6	0.1
Total covered bond			9.9	0.1	9.6	0.1
Financial institutions						
Credit quality step 1	Aaa-Aa3	20	86.6	1.4	103.6	1.7
Credit quality step 2	A1-A3	50	54.1	2.2	45.5	1.8
Credit quality step 3	Baa1	50	9.8	0.4	-	-
Total financial institutions			150.5	4.0	149.1	3.5
Total			174.2	4.3	231.1	4.8

5.3.2 Counterparty credit risk – Derivatives

The Society uses derivative instruments to hedge its exposure to interest rate and foreign exchange risk. Counterparty credit risk includes the risk of default of a counterparty to such a derivative instrument. All counterparties are subject to credit assessments.

In compliance with the European Market Infrastructure Regulation (EMIR) – see 5.3.3 Credit risk mitigation - the Society entered into central clearing during November 2016 but prior to this the majority of the Society's derivatives were over-the-counter (OTC) (*i.e.* bilateral arrangements not cleared through a third party regulated institution). The mitigation of counterparty credit risk by entering into ISDA master netting agreements is discussed in section 5.3.3 Credit risk mitigation. The Society measures derivative counterparty credit exposure values using the counterparty credit risk mark to market method. The balance sheet exposure values of derivative instruments are given in the following table:

Table 26: Derivative counterparty credit exposure

	Exposure value As at 31 December 2016 £m	Exposure value As at 31 December 2015 £m
Gross positive fair value of contracts	354.2	173.0
Netting benefits	(185.2)	(106.9)
Net credit exposure	169.0	66.1
Collateral held ¹	(124.0)	(24.2)
Net derivative credit exposure	45.0	41.9

1. Collateral held is in the form of both cash and UK Government investment securities – see Annual Report & Accounts note 35.

The result of the European Union referendum saw sharp falls in both interest rates and the value of sterling. These falls had a significant impact on the fair value of the Society's derivatives, netting benefits and collateral held. However as derivatives are used solely for risk management purposes there has been no significant impact on the net derivative credit exposure.

As at 31 December 2016, £41.2 million of the £45.0 million exposure is to a single Aa2 rated UK institution with a further £2.8 million to A1 or above rated financial institutions. The derivative exposure can only be settled net following a default or other predetermined event, and therefore there is no right of set-off in the balance sheet.

The net exposure value of derivatives at 31 December 2016, which includes uplifts for Potential Future Credit Exposure (PFCE) under the mark to market method for assessing counterparty credit risk, totalled £142.5 million (2015: £140.2 million).

Wrong way risk occurs when exposure to counterparty is adversely correlated with the credit quality of that counterparty. Specific wrong way credit risk can occur where transactions are collateralised by related party securities. General wrong way credit risk can arise where the credit quality of the counterparty may be correlated with a macroeconomic factor which affects the value of derivative transactions, such as the impact of interest rate movements on derivatives or on securities held as collateral. The Society mitigates wrong way risk by ensuring that exposures on derivatives are managed via CSA agreements, are regularly re-margined and are collateralised with cash.

5.3.3 Credit risk mitigation

Debt securities are generally unsecured with the exception of securitisation and covered bond positions which are secured by pools of financial assets. However, exposures are restricted to good quality counterparties and limits and exposures are set accordingly (see 5.3.1 Management of treasury credit risk).

The Society has entered into International Swaps and Derivatives Association (ISDA) master netting agreements for all of its derivatives (other than swaps undertaken by Coventry Building Society Covered Bonds LLP), whereby outstanding transactions with the same counterparty can be settled 'net' following a default or other predetermined event. Credit Support Annexes (CSAs) are executed in conjunction with these ISDA master agreements which provide for the exchange of collateral on a daily or weekly basis to mitigate net mark to market credit exposures.

EMIR introduced a requirement to clear derivatives in scope through a third party regulated central clearing counterparty in order to reduce systemic and operating risk and the Society became subject to mandatory clearing during November 2016. Under central clearing collateral is exchanged on a daily basis. The Society enters into a number of swaps with other counterparties with an amortising profile and a variable rate linked to the Sterling Overnight Index Average (SONIA) that are not currently cleared by any of the central clearing houses. For these the Society is taking action to move exchange of collateral from a weekly to a daily basis to better manage counterparty risk.

Coventry Building Society Covered Bonds LLP undertakes each swap it executes under a separate ISDA agreement. Each agreement includes a CSA which provides for full collateralisation of the swap exposure, with the exception of one swap, where full collateralisation only occurs when the counterparty bank credit rating falls below a certain threshold. The majority of the £45.0 million net derivative credit exposure in table 27 relates to this latter arrangement. The counterparty has a credit rating of Aa2.

The Society has entered into Global Master Repurchase Agreements for all of its repo transactions. These are legal agreements that cover the terms of transactions between the two parties, including standard provisions that are generic to the market. One such provision covers the requirement for both parties to enter into an exchange of collateral. For the Society, this is calculated on a daily basis to mitigate against net exposure arising from changes in market value.

5.3.4 Impairment provisions – Treasury assets held at fair value (Available-for-sale assets)

Unrealised gains and losses arising from changes in fair values are recognised directly in the Available-for-sale (AFS) reserve, except for impairment losses and foreign exchange gains and losses, which are recognised in the Income Statement. Gains and losses arising on the sale of AFS assets, including any cumulative gains or losses previously recognised in the AFS reserve, are recognised in the Income Statement.

When a decline in the fair value of an AFS financial asset has been recognised directly in the AFS reserve and there is objective evidence that the asset is impaired, accounting standards require that the cumulative loss recognised in the AFS reserve be removed and recognised in the Income Statement. In assessing impairment, the Society considers the credit ratings of the counterparties and current market valuations (such as negative fair value adjustments) as well as the extent to which coupon payments have been made on a timely basis. As at 31 December 2016 no amounts in the treasury portfolio were either past due or impaired, and as such no provision has been made.

5.3.5 Securitisation

Purchased securitisation positions

The exposure values relating to the Society's ownership of Residential Mortgage Backed Securities (RMBS) and their associated risk weightings for capital purposes are included in Table 25 in section 5.3.1 Management of treasury credit risk. All exposures comprise senior tranche RMBS.

Purchases and retention of RMBS are undertaken within a clearly defined credit risk policy and no purchases were made in 2016. RMBS are held as 'Available-for-sale' at fair value on the Society's balance sheet. If the assets are sold before maturity, a gain or loss would be recognised in the Income Statement. RMBS are regularly reviewed in line with article 406 of the Capital Requirements Regulations. Pricing and credit conditions are reviewed weekly and positions are stress tested quarterly against a 30% fall in house prices using Moody's published default frequencies for UK mortgages. Due diligence is performed annually.

As at 31 December 2016, no purchased securitisation positions were past due or impaired (2015: none). The Society uses the Standardised approach for its purchased securitised positions.

Originated securitisations

The Society has securitised certain mortgage loans by transferring the loans to structured entities under the Mercia and Offa securitisation programmes. The programmes enable the Society to obtain secured funding or to create additional collateral which can be used to source additional funding.

The transferred mortgages remain on balance sheet as the Society has retained substantially all the risks and rewards of ownership. These assets are held at amortised cost. The structured entities are fully consolidated into the Group accounts. The transfers of the mortgage loans to the structured entities are not treated as sales and therefore no gains or losses are recognised.

As there is not considered to be a transfer of significant credit risk, the Society does not calculate risk weighted exposure amounts for any positions it holds in the securitisation and these continue to be calculated in line with CRD IV requirements consistent with other mortgage assets. The risk relating to the underlying mortgage pool therefore remains with the Society and is included in 'Residential mortgages' detailed throughout this document.

The Society's obligations in respect of the Mercia and Offa securitisation vehicles are limited to transferring cash flows from the underlying assets and the Society and its subsidiaries are under no obligation to support any losses that may be incurred by the securitisation programmes or holders of the issued notes. The parties holding the notes in issue are therefore only entitled to obtain payment to the extent of the resources in the Mercia and Offa securitisation vehicles respectively.

As at 31 December 2016, Mercia and Offa do, however, create a potential liquidity requirement for the Society due to legal covenants within the swap documentation which need to be fulfilled in the event of a downgrade of the Society. The cash flows from these legal covenants are in respect of amounts required to collateralise swaps and these are considered in the Society's internal assessment of its liquidity requirements. At 31 December 2016, the impact of a one downgrade would be to require additional collateral to be posted of £31.0 million and for a two notch downgrade would be £54.8 million. The Society's covered bond programme gives rise to a similar liquidity risk and for a one notch downgrade the additional collateral required would be £87.2 million. No additional collateral would be required for a two notch downgrade.

Additional information on the Mercia and Offa programmes is contained in note 16 to the Annual Report & Accounts. This note also includes information on the former Leofric securitisation programme and the Society's covered bonds.

Appendix 1: EBA Own Funds Disclosure Template

	Transitional CRD IV		End-point CRD IV	
	2016 £m	2015 £m	2016 £m	2015 £m
Common Equity Tier 1 (CET1) Capital: instruments and reserves				
1	Capital instruments and the related share premium accounts			
2	1,376.1	1,222.3	1,376.1	1,222.3
3	48.3	32.3	48.3	32.3
4	Amount of qualifying items referred to in Article 484 (3) and the related share premium accounts subject to phase out from CET1			
5	Minority interests (amount allowed in consolidated CET1)			
5a	(9.2)	(9.4)	(9.2)	(9.4)
6	1,415.2	1,245.2	1,415.2	1,245.2
Common Equity Tier 1 (CET1) capital: regulatory adjustments				
7	(1.3)	(1.6)	(1.3)	(1.6)
8	(32.5)	(16.3)	(32.5)	(16.3)
10	Deferred tax assets that rely on future profitability excluding those arising from temporary differences (net of related tax liability where the conditions in Article 38 (3) are met) (negative amount)			
11	(41.6)	(29.8)	(41.6)	(29.8)
12	(17.1)	(19.8)	(17.1)	(19.8)
13	Any increase in equity that results from securitised assets (negative amount)			
14	Gains or losses on liabilities valued at fair value resulting from changes in own credit standing			
15	(1.9)	(10.5)	(1.9)	(10.5)
16	Direct and indirect holdings by an institution of own CET1 instruments (negative amount)			
17	Direct, indirect and synthetic holdings of the CET 1 instruments of financial sector entities where those entities have reciprocal cross holdings with the institution designed to inflate artificially the own funds of the institution (negative amount)			
18	Direct, indirect and synthetic holdings by the institution of the CET1 instruments of financial sector entities where the institution does not have a significant investment in those entities (amount above 10% threshold and net of eligible short positions) (negative amount)			
19	Direct, indirect and synthetic holdings by the institution of the CET1 instruments of financial sector entities where the institution has a significant investment in those entities (amount above 10% threshold and net of eligible short positions) (negative amount)			
20a	Exposure amount of the following items which qualify for a RW of 1250%, where the institution opts for the deduction alternative			
20b	of which: qualifying holdings outside the financial sector (negative amount)			
20c	of which: securitisation positions (negative amount)			
20d	of which: free deliveries (negative amount)			
21	Deferred tax assets arising from temporary differences (amount above 10% threshold, net of related tax liability where the conditions in Article 38 (3) are met) (negative amount)			
22	Amount exceeding the 15% threshold (negative amount)			
23	of which: direct and indirect holdings by the institution of the CET1 instruments of financial sector entities where the institution has a significant investment in those entities			
25	of which: deferred tax assets arising from temporary differences			
25a	Losses for the current financial year (negative amount)			
25b	Foreseeable tax charges relating to CET1 items (negative amount)			
27	Qualifying AT1 deductions that exceed the AT1 capital of the institution (negative amount)			
28	(94.4)	(78.0)	(94.4)	(78.0)
29	1,320.8	1,167.2	1,320.8	1,167.2

	Transitional CRD IV		End-point CRD IV		
	2016 £m	2015 £m	2016 £m	2015 £m	
Additional Tier 1 (AT1) capital: instruments					
30	Capital instruments and the related share premium accounts	396.9	396.9	396.9	396.9
31	of which: classified as equity under applicable accounting standards	396.9	396.9	396.9	396.9
32	of which: classified as liabilities under applicable accounting standards				
33	Amount of qualifying items referred to in Article 484 (4) and the related share premium accounts subject to phase out from AT1	40.0	112.0	-	-
34	Qualifying Tier 1 capital included in consolidated AT1 capital (including minority interests not included in row 5) issued by subsidiaries and held by third parties				
35	of which: instruments issued by subsidiaries subject to phase out				
36	Additional Tier 1 (AT1) capital before regulatory adjustments	436.9	508.9	396.9	396.9
Additional Tier 1 (AT1) capital: regulatory adjustments					
37	Direct and indirect holdings by an institution of own AT1 instruments (negative amount)				
38	Direct, indirect and synthetic holdings of the AT1 instruments of financial sector entities where those entities have reciprocal cross holdings with the institution designed to inflate artificially the own funds of the institution (negative amount)				
39	Direct, indirect and synthetic holdings of the AT1 instruments of financial sector entities where the institution does not have a significant investment in those entities (amount above 10% threshold and net of eligible short positions) (negative amount)				
40	Direct, indirect and synthetic holdings by the institution of the AT1 instruments of financial sector entities where the institution has a significant investment in those entities (net of eligible short positions) (negative amount)				
42	Qualifying T2 deductions that exceed the T2 capital of the institution (negative amount)				
43	Total regulatory adjustments to Additional Tier 1 (AT1) capital	-	-	-	-
44	Additional Tier 1 (AT1) capital	436.9	508.9	396.9	396.9
45	Tier 1 capital (T1 = CET1 + AT1)	1,757.7	1,676.1	1,717.7	1,564.1
Tier 2 (T2) capital: instruments and provisions					
46	Capital instruments and the related share premium accounts				
47	Amount of qualifying items referred to in Article 484 (5) and the related share premium accounts subject to phase out from T2	25.0	38.8	-	-
48	Qualifying own funds instruments included in consolidated T2 capital (including minority interests and AT1 instruments not included in rows 5 or 34) issued by subsidiaries and held by third parties				
49	of which: instruments issued by subsidiaries subject to phase out				
50	Credit risk adjustments	4.3	4.3	4.3	4.3
51	Tier 2 (T2) capital before regulatory adjustments	29.3	43.1	4.3	4.3
Tier 2 (T2) capital: regulatory adjustments					
52	Direct and indirect holdings by an institution of own T2 instruments and subordinated loans (negative amount)				
53	Holdings of the T2 instruments and subordinated loans of financial sector entities where those entities have reciprocal cross holdings with the institution designed to inflate artificially the own funds of the institution (negative amount)				
54	Direct and indirect holdings of the T2 instruments and subordinated loans of financial sector entities where the institution does not have a significant investment in those entities (amount above 10% threshold and net of investment in those entities (amount above 10% threshold and net of eligible short positions) (negative amount)				
55	Direct and indirect holdings by the institution of the T2 instruments and subordinated loans of financial sector entities where the institution has a significant investment in those entities (net of eligible short positions) (negative amount)				
57	Total regulatory adjustments to Tier 2 (T2) capital	-	-	-	-
58	Tier 2 (T2) capital	29.3	43.1	4.3	4.3
59	Total capital (TC = T1 + T2)	1,787.0	1,719.2	1,722.2	1,568.4
60	Total risk weighted assets	4,099.3	3,974.6	4,099.3	3,974.6

	Transitional CRD IV		End-point CRD IV		
	2016 £m	2015 £m	2016 £m	2015 £m	
Capital ratios and buffers					
61	Common Equity Tier 1 (as a percentage of total risk exposure amount)	32.2%	29.4%	32.2%	29.4%
62	Tier 1 (as a percentage of total risk exposure amount)	42.9%	42.2%	41.9%	39.4%
63	Total capital (as a percentage of total risk exposure amount)	43.6%	43.3%	42.0%	39.5%
64	Institution specific buffer requirement (CET1 requirement in accordance with article 92 (1) (a) plus capital conservation and countercyclical buffer requirements, plus systemic risk buffer, plus systemically important institution buffer expressed as a percentage of risk exposure amount)				
65	of which: capital conservation buffer requirement				
66	of which: countercyclical buffer requirement				
67	of which: systemic risk buffer requirement				
67a	of which: Global Systemically Important Institution (G-SII) or Other Systemically Important Institution (O-SII) buffer				
68	Common Equity Tier 1 available to meet buffers (as a percentage of risk exposure amount)	27.7%	24.9%	27.7%	24.9%
Amounts below the thresholds for deduction (before risk weighting)					
72	Direct and indirect holdings of the capital of financial sector entities where the institution does not have a significant investment in those entities (amount below 10% threshold and net of eligible short positions)	1.7	1.7	1.7	1.7
73	Direct and indirect holdings by the institution of the CET1 instruments of financial sector entities where the institution has a significant investment in those entities (amount below 10% threshold and net of eligible short positions)				
75	Deferred tax assets arising from temporary differences (amount below 10% threshold, net of related tax liability where the conditions in Article 38 (3) are met)				
Applicable caps on the inclusion of provisions in Tier 2					
76	Credit risk adjustments included in T2 in respect of exposures subject to standardised approach (prior to the application of the cap)	9.1	8.5	9.1	8.5
77	Cap on inclusion of credit risk adjustments in T2 under standardised approach	4.3	4.3	4.3	4.3
78	Credit risk adjustments included in T2 in respect of exposures subject to internal ratings-based approach (prior to the application of the cap)				
79	Cap for inclusion of credit risk adjustments in T2 under internal ratings- based approach				
Capital instruments subject to phase-out arrangements (only applicable between 1 Jan 2014 and 1 Jan 2022)					
80	Current cap on CET1 instruments subject to phase out arrangements				
81	Amount excluded from CET1 due to cap (excess over cap after redemptions and maturities)				
82	Current cap on AT1 instruments subject to phase out arrangements	40.0	112.0	-	-
83	Amount excluded from AT1 due to cap (excess over cap after redemptions and maturities)	-	48.0	-	-
84	Current cap on T2 instruments subject to phase out arrangements	25.0	38.8	-	-
85	Amount excluded from T2 due to cap (excess over cap after redemptions and maturities)	-	12.5	-	-

Appendix 2: Capital Instruments Key Features

1	Issuer	Coventry	Coventry	Coventry (Stroud & Swindon)	Coventry (Stroud & Swindon)
2	ISIN	XS1079786239	GB0002290764	N/a	N/a
3	Gov. law (sub)	English	English	English	English
Regulatory treatment					
4	Trans. CRR rules	AT1	AT1	T2	T2
5	Post-transitional CRR rules	AT1	Ineligible	Ineligible	Ineligible
6	Eligible at Group (G), Individual Consolidated (IC) or Society (S)	G; IC; S	G; IC; S	G; IC; S	G; IC; S
7	Instrument type (types to be specified by each jurisdiction)	Perpetual Capital Security	PIBS	Sub Debt	Sub Debt
8	Regulatory capital value (£m)	396,920,211	40,000,000	15,000,000	10,000,000
9	Nominal amount of instrument	400,000,000	40,000,000	15,000,000	10,000,000
9a	Issue px	100	100.749	100	100
9b	Redemption px	100	100	100	100
10	Accounting classification	Shareholders' equity	Liability - amortised cost	Liability - amortised cost	Liability - amortised cost
11	Date of issue	19-Jun-14	28-May-92	23-Aug-01	29-Aug-03
12	Perpetual or dated	Perpetual	Perpetual	Dated	Dated
13	Original maturity	No maturity	No maturity	23-Aug-32	29-Aug-26
14	Issuer call	Yes	No	Yes	Yes
15	Optional call date, contingent call dates and redemption amount	01/11/2019; par regulatory/tax call	N/a	23-Aug-27	29-Aug-21
16	Subsequent call dates, if applicable	5 yearly	N/a	N/a	N/a
Coupons / dividends					
17	Fixed or floating dividend/coupon	Fixed to fixed	Fixed	Fixed to fixed	Fixed to fixed
18	Coupon rate and any related index	6.375%	12.125%	7.540%	6.327%
19	Existence of a dividend stopper	No	No	No	No
20a/b	Fully discretionary, partially or mandatory (in terms of timing)	Fully discretionary	Partially discretionary	Mandatory	Mandatory
21	Existence of step up or other incentive to redeem	No	No	Yes	Yes
22	Noncumulative or cumulative	Non-cumulative	Non-cumulative	N/a	N/a
23	Convertible or non-convertible	Convertible	Non-convertible	Non-convertible	Non-convertible
24	If convertible, conversion trigger(s)	Contactual - CET1 <7%	N/a	N/a	N/a
25	If convertible, fully or partially	Fully	N/a	N/a	N/a
26	If convertible, conversion rate	One for every £67 held	N/a	N/a	N/a
27	If convertible, mandatory or optional conversion	Mandatory	N/a	N/a	N/a
28	Specify output instrument	CCDS	N/a	N/a	N/a
29	Specify issuer of output instrument	Coventry	N/a	N/a	N/a
30	Write-down features	Contractual: none; statutory: via bail-in	Contractual: none; statutory: via bail-in	Contractual: none; statutory: via bail-in	Contractual: none; statutory: via bail-in
31-34	If w/d, trigger(s), full/partial, PWD/TWD	N/a	N/a	N/a	N/a
35	Instrument type immediately senior	Tier 2	Tier 2	Senior unsecured	Senior unsecured
36	Non-compliant transitioned features	No	Yes	Yes	Yes
37	If yes, specify non-compliant features	N/a	No contractual write- down or conversion	Step-up reset rate	Step-up reset rate

Appendix 3: Asset Encumbrance Disclosure Template

Templates A and C are as prescribed in EBA Guideline EBA/GL/2014/03 on disclosure of encumbered and unencumbered assets. The values disclosed for 2016 and for the comparative year are median values of monthly data on a rolling basis over the previous 12 months.

Template A - Assets

		Carrying amount of encumbered assets £m	Fair value of encumbered assets £m	Carrying amount of unencumbered assets £m	Fair value of unencumbered assets £m
2016		010	040	060	090
010	Assets of the reporting institution	8,087.4		28,012.1	
030	Equity instruments	-	-	5.8	5.8
040	Debt securities	488.5	488.5	991.9	991.9
120	Other assets ¹	-		716.2	
2015					
010	Assets of the reporting institution	7,431.0		25,439.3	
030	Equity instruments	-	-	-	-
040	Debt securities	502.3	502.3	1,063.8	1,063.8
120	Other assets ¹	-		365.1	

Note:

1. Other assets include derivative financial assets; property plant and equipment; intangible assets; prepayments; deferred tax assets and pension benefit surplus and investment properties. These assets would not be available for encumbrance in the normal course of business.

Template B - Collateral received

The EBA Guideline allows competent authorities to waive the requirement to disclose Template B – Collateral received, and in Supervisory Statement SS11/14 (CRD IV11; compliance with the European Banking Authority's Guidelines on the disclosure of encumbered and unencumbered assets) the PRA waived the Template B requirements subject to a firm meeting certain criteria. The Society meets the criteria and therefore Template B is not disclosed.

Template C – Encumbered assets/collateral received and associated liabilities

		Matching liabilities, contingent liabilities or securities lent £m	Assets, collateral received and own debt securities issued other than covered bonds and ABSs encumbered £m
2016		010	030
010	Carrying amount of selected financial liabilities	3,768.5	4,647.2
2015			
010	Carrying amount of selected financial liabilities ¹	3,512.0	4,490.7

Template D – Information on importance of encumbrance

The most material sources of encumbrance for the Society are secured funding via the Society's covered bond and securitisation programmes which are supported by pledging mortgage assets. The Society has also utilised whole mortgage pools with the Bank of England to secure funding as part of the Bank's Funding for Lending scheme and its Ordinary Market Operations. Further detail on these activities is set out in note 16 to the 2016 Annual Report & Accounts. Assets are encumbered in accordance with the contractual requirements of these programmes. Furthermore, these programmes are continually assessed and a prudent buffer of over-collateralisation is voluntarily maintained for operational efficiency. The Society also pledges debt securities as collateral in sale and repurchase transactions – see note 15 to the 2016 Annual Report & Accounts.

An additional source of encumbrance is the collateralisation of derivatives liabilities. The Society also treats some cash and balances with the Bank of England, some loans and advances to credit institutions and some debt securities as encumbered even though there are no associated liabilities. An example of this would be liquid assets held within the Society's covered bond and securitisation programmes as these are not available for use in the Society's day-to-day operations.

In common with many other financial institutions, the Society began to make increasing use of secured funding from the start of the financial crisis with the establishment of its covered bond programme in 2008 and securitisation programmes (Leofric No. 1 plc in 2011 and Mercia No. 1 plc in 2012). In March 2016, the Society established a new Offa No. 1 plc securitisation programme and in November 2016 repaid all of the Leofric notes in issue on their call date.

Over 2016 the trend was for the overall level of encumbrance to increase as more treasury bills were drawn down under the Funding for Lending Scheme (FLS) but with some month on month volatility reflecting the level of sale and repurchase transactions and the restructuring of the Leofric, Mercia and Offa securitisation programmes (see section 5.3.4 Securitisation). The level of encumbrance peaked at the 2016 year end due to an increase in sale and repurchases transactions, the transfer of additional collateral to the covered bond programme to support the issuance that occurred in early January 2017 and other secured funding. A comparison of the 2016 to 2015 median positions primarily reflects an increase in treasury bills drawn down under FLS.

The encumbered assets are predominantly all on the Society's own balance sheet other than around £1.4 billion of mortgage assets (2015: £1.4 billion) from its subsidiary Godiva Mortgages Limited and the liquid assets held within the Society's covered bond and securitisation programmes referenced above.

The over collateralisation of £0.9 billion in Template C (2015: £1.0 billion) predominantly represents over-collateralisation in respect of covered bonds, securitisations and whole mortgage pool operations.

A general description of the terms and conditions of the collateralisation agreements entered into for securing liabilities are available in the 2016 Annual Report & Accounts as follows; for sale and repurchase transactions of debt securities in note 15 and 35; for covered bonds, securitisation and whole mortgage pools in note 16; and for derivatives in note 25. The Society manages its levels of encumbrance in accordance with Board approved limits.

Appendix 4: Leverage Ratio – Disclosure Templates

Reference date 31 December 2016 (31 December 2015 for comparatives)

Entity name Coventry Building Society

Level of application Consolidated

Template A: Table LRSum - Summary reconciliation of accounting assets and leverage ratio exposure

		Applicable Amount	
		2016 £m	2015 £m
1	Total assets as per published financial statements	38,295.9	34,114.4
2	Adjustment for entities which are consolidated for accounting purposes but are outside the scope of regulatory consolidation		
3	(Adjustment for fiduciary assets recognised on the balance sheet pursuant to the applicable accounting framework but excluded from the leverage ratio exposure measure in accordance with Article 429(13) of Regulation (EU) No 575/2013 "CRR")		
4	Adjustments for derivative financial instruments	(146.5)	(17.9)
5	Adjustments for securities financing transactions "SFTs"	793.9	638.5
6	Adjustment for off-balance sheet items (i.e. conversion to credit equivalent amounts of off-balance sheet exposures)	843.1	840.2
EU-6a	(Adjustment for intragroup exposures excluded from the leverage ratio exposure measure in accordance with Article 429 (7) of Regulation (EU) No 575/2013)		
EU-6b	(Adjustment for exposures excluded from the leverage ratio exposure measure in accordance with Article 429 (14) of Regulation (EU) No 575/2013)		
7	Other adjustments	(216.6)	(44.4)
8	Total leverage exposure	39,569.8	35,530.8

Template B - Table LRCOM: Leverage ratio common disclosures

		CRR leverage ratio exposures	
		2016 £m	2015 £m
On balance sheet exposures (excluding derivatives and SFTs)			
1	On-balance sheet items (excluding derivatives, SFTs and fiduciary assets, but including collateral)	37,949.5	33,945.2
2	(Asset amounts deducted in determining Tier 1 capital)	(52.8)	(48.2)
3	Total on-balance sheet exposures (excluding derivatives, SFTs and fiduciary assets) (sum of lines 1 and 2)	37,896.7	33,897.0
Derivative exposures			
4	Replacement cost associated with all derivatives transactions (i.e. net of eligible cash variation margin)	113.4	66.1
5	Add-on amounts for PFE associated with all derivatives transactions (mark-to-market method)	94.3	89.0
EU-5a	Exposure determined under Original Exposure Method		
6	Gross-up for derivatives collateral provided where deducted from the balance sheet assets pursuant to the applicable accounting framework		
7	(Deductions of receivables assets for cash variation margin provided in derivatives transactions)	(171.6)	
8	(Exempted CCP leg of client-cleared trade exposures)		
9	Adjusted effective notional amount of written credit derivatives		
10	(Adjusted effective notional offsets and add-on deductions for written credit derivatives)		
11	Total derivative exposures (sum of lines 4 to 10)	36.1	155.1
Securities financing transaction exposures			
12	Gross SFT assets (with no recognition of netting), after adjusting for sales accounting transactions		
13	(Netted amounts of cash payables and cash receivables of gross SFT assets)		
14	Counterparty credit risk exposure for SFT assets	793.9	638.5
EU-14a	Derogation for SFTs: Counterparty credit risk exposure in accordance with Article 429b (4) and 222 of Regulation (EU) No 575/2013		
15	Agent transaction exposures		
EU-15a	(Exempted CCP leg of client-cleared SFT exposure)		
16	Total securities financing transaction exposures (sum of lines 12 to 15a)	793.9	638.5
Other off-balance sheet exposures			
17	Off-balance sheet exposures at gross notional amount	1,689.7	1,684.2
18	(Adjustments for conversion to credit equivalent amounts)	(846.6)	(844.0)
19	Other off-balance sheet exposures (sum of lines 17 to 18)	843.1	840.2
Exempted exposures in accordance with CRR Article 429 (7) and (14) (on and off balance sheet)			
EU-19a	(Exemption of intragroup exposures (solo basis) in accordance with Article 429(7) of Regulation (EU) No 575/2013 (on and off balance sheet))		
EU-19b	(Exposures exempted in accordance with Article 429 (14) of Regulation (EU) No 575/2013 (on and off balance sheet))		
Capital and total exposures			
20	Tier 1 capital ¹	1,617.6	1,433.7
21	Total leverage ratio exposures (sum of lines 3, 11, 16, 19, EU-19a and EU-19b)	39,569.8	35,530.8
Leverage ratio			
22	Leverage ratio	4.1%	4.0%
Choice on transitional arrangements and amount of derecognised fiduciary items			
EU-23	Choice on transitional arrangements for the definition of the capital measure	Fully phased in	Fully phased in
EU-24	Amount of derecognised fiduciary items in accordance with Article 429(11) of Regulation (EU) NO 575/2013		

Note:

1. Tier 1 capital is calculated to include the constraints on the inclusion of AT 1 capital under the FPC's UK leverage ratio framework. Whilst all of the Society's AT 1 capital meets the Basel III requirements and therefore serves to protect members only £296.3 million (2015: £266.5 million) is eligible for this measure.

Template C: Table LRSpl: - Split-up of on balance sheet exposures (excluding derivatives, SFTs and exempt exposures)

		CRR leverage ratio exposures	
		2016 £m	2015 £m
EU-1	Total on-balance sheet exposures (excluding derivatives, SFTs, and exempted exposures), of which:	37,949.5	33,945.2
EU-2	Trading book exposures		
EU-3	Banking book exposures, of which:	37,949.5	33,945.2
EU-4	Covered bonds	9.9	9.6
EU-5	Exposures treated as sovereigns	4,315.4	3,820.5
EU-6	Exposures to regional governments, MDB, international organisations and PSE - not treated as sovereigns	-	35.1
EU-7	Institutions	461.3	415.6
EU-8	Secured by mortgages of immovable properties	32,841.6	29,358.2
EU-9	Retail exposures	33.2	39.2
EU-10	Corporate	3.3	4.2
EU-11	Exposures in default	12.7	18.0
EU-12	Other exposures (e.g. equity, securitisations, and other non-credit obligation assets)	272.1	244.8

Template D: Table LRQua – Qualitative information on risk of excessive leverage and factors impacting the leverage ratio**1: Description of the processes used to manage the risk of excessive leverage**

How the Society manages the risk of excessive leverage is set out in section 3.4 Leverage ratio.

The maximum theoretical leverage ratio requirement would be 3.9%. The Board is confident that the Society will meet this requirement with an appropriate level of headroom and expects to maintain a ratio of at least 4%.

2: Description of the factors that had an impact on the leverage Ratio during the period to which the disclosed leverage Ratio refers

The Society's leverage ratio has marginally increased to 4.1% (2015: 4.0%). The increase in Tier 1 capital is attributable to the increase in CET 1 capital primarily driven by retained profits in the year. Total leverage ratio exposures have increased predominantly due to a £3.5 billion increase in the size of the mortgage book and a £0.5 billion increase in balance sheet liquidity.

Appendix 5: Countercyclical Capital Buffers - Disclosure Templates

The countercyclical buffer is an additional requirement introduced by CRD IV, calculated by applying a weighted average of country countercyclical buffer rates based on the geographical distribution of relevant exposures to the overall capital requirements of the Society. The following templates disclose information relevant for the calculation of the countercyclical buffer as at 31 December 2016 in accordance with Regulation (EU) 2015/1555 on a consolidated basis.

Template A: Geographical distribution of credit exposures relevant for the calculation of the countercyclical capital buffer

In accordance with Regulation (EU) 1152/2014, as foreign credit exposures represent less than 2% of the Society's aggregate risk weighted exposures, all exposures have been allocated to the UK. Exposures are as defined in Regulation (EU) 2015/1555 and in particular exclude exposures to sovereigns.

Table 1: Geographical distribution of credit exposures relevant for the calculation of the countercyclical capital buffer

Row	General credit exposures		Trading book exposures		Securitisation exposures		Own funds requirements				Own fund requirement weights	Countercyclical capital buffer rate
	Exposure value for SA	Exposure value for IRB	Sum of long and short positions of trading book	Value of trading book exposures for internal models	Exposure value for SA	Exposure value for IRB	Of which: General credit exposures	Of which: Trading book exposures	Of which: Securitisation exposures	Total		
	010	020	030	040	050	060	070	080	090	100	110	120
	£m	£m	£m	£m	£m	£m	£m	£m	£m	£m	Weighting	%
010 Breakdown by country												
UK	946.4	35,484.0	-	-	13.8	-	281.3	-	0.2	281.5	1.0	0.0
020 Total	946.4	35,484.0	-	-	13.8	-	281.3	-	0.2	281.5	1.0	0.0

Table 2: Amount of institution specific countercyclical capital buffer

Row	Column
	010
010 Total risk exposure amount	£4,099.3m
020 Institution specific countercyclical buffer rate	0%
030 Institution specific countercyclical buffer requirement	Nil

Appendix 6: Remuneration

This section provides the disclosures required under CRR Part Eight Article 450 in respect of the Society's Material Risk Takers for the performance year ending 31 December 2016. This includes an explanation of the Society's remuneration policies, practice and governance which comply with the Remuneration Part of the PRA Rulebook and the FCA Remuneration Code for dual-regulated firms SYSC 19D (hereafter referred to as 'the Remuneration Code'). Material Risk Takers are those individuals whose actions have a material impact on the risk profile of the Society, based on criteria set by the EBA and those individuals identified outside the EBA criteria, that the Society has determined have a material impact on the risk profile of the Society.

During the year there were a total of 55 Material Risk Takers. Of these, 20 fall within the Senior Management category (being the executive and non-executive directors of the Board and executive managers).

These disclosures should be read in conjunction with the Directors' Remuneration Report set out in the Society's Annual Report and Accounts 2016 on pages 79 to 91 (thecoventry.co.uk/accounts2016).

Remuneration policy

Overview of remuneration policy for Material Risk Takers

The Society's Remuneration Policy is designed to ensure that Material Risk Takers' remuneration rewards them for their responsibilities, performance and experience, taking into account market data. Remuneration packages aim to aid the recruitment, retention and motivation of high calibre individuals to lead and direct the Society and deliver continuously improving performance and long-term sustainability for our members.

The Remuneration Committee ensures that the Remuneration Policy is aligned with the business strategy, objectives, values and long-term interests of the Society and with the PRA's Rulebook (Remuneration Part) and the Remuneration Code for dual-regulated firms (SYSC 19D). The policy is consistent with the overall financial stability of the Society, promotes sound and effective risk management and does not encourage excessive risk taking.

Decision-making process for determining remuneration policy

The Remuneration Committee has delegated authority from the Board to:

- Review and approve the Society's Remuneration Policy.
- Approve the remuneration of the executive directors and executive managers.
- Oversee the remuneration of all employees in scope of the PRA Rulebook (Remuneration Part) and the Remuneration Code for dual-regulated firms (SYSC 19D).
- Approve all variable pay schemes together with relevant targets.
- Review the remuneration of the Chairman for recommendation to and approval by the Board.
- Review and approve the Society's PRA and FCA Remuneration Policy Statement.
- Review and approve the Directors' Remuneration Report.

No director takes part in the discussion of his or her own remuneration.

Composition of the Committee

The Remuneration Committee comprises independent non-executive directors and the Chairman of the Board. The members of the Committee were:

Ian Geden (Chairman from 1 January 2016)
Janet Ashdown
Bridget Blow (member until 28 April 2016)
Catherine Doran (member from 1 August 2016)
Ian Pickering

The Committee met seven times during the year.

The Society's General Counsel & Secretary was Secretary to the Committee during 2016. The HR Director and Head of Reward prepare the majority of papers and, together with the Chief Executive, are routinely invited to attend Committee meetings to assist the Committee with its duties.

The Committee is further supported by the Chief Risk Officer and Board Risk Committee on risk related matters including the assessment of performance adjustments.

In performing its duties, the Committee draws on the advice of independent external consultants Deloitte LLP. During the year advice was received on the design of the Executive Variable Pay Plan (ExVPP), a replacement of the legacy Long Term Incentive Plan (LTIP), but also on best practice, regulatory compliance and remuneration trends.

Design and structure of remuneration including information on the link between pay and performance

The Policy provides for three main elements of remuneration for employees who are Material Risk Takers:

- Base salary.
- Benefits (e.g. pension and healthcare).
- Variable pay.

Base salary or fees

Salary levels for employees who are Material Risk Takers are reviewed annually, taking into account market, individual experience and performance; the economic environment and the Society's performance. The approach to reviewing salaries for Material Risk Takers is in line with the approach for other employees.

Non-executive directors receive a base fee and an additional fee for chairmanship of a committee and/or holding the position of Senior Independent Director or Deputy Chairman. Reasonable expenses are reimbursed and paid in accordance with the Society's Rules. These fees are the only element of remuneration and are set at a level that reflects the market and is sufficient to attract individuals with appropriate knowledge and experience to support the Society in achieving its strategic objectives. Fees are reviewed annually, taking into account market data, annual pay increases awarded to employees; the economic environment and the Society's performance.

Variable pay plans

Variable pay is determined according to the Society's performance using a balanced scorecard, which reflects the strategic performance measures agreed by the Board. These measures are weighted and grouped as follows: Financial (40%), Member Service (20%), Risk and Projects (20%) and People (20%). The Society believes it is essential that variable pay is not excessive and all variable awards operate within the regulatory limit of 100% of fixed remuneration (base salary and benefits). The Society's variable pay awards in respect of a financial year are currently limited to a maximum total of 80% of base salary for executive directors, 50% for executive managers and 20% for all other employees, which is below the regulatory variable pay cap.

The Society currently operates two variable pay plans: the annual Success Share bonus and the ExVPP and there is also a legacy LTIP.

The annual Success Share bonus applies to all Society employees. Awards are made in cash and for executive directors and executive managers are subject to deferral and retention (see below).

The ExVPP was introduced in 2016 and eligibility is restricted to executive directors and executive managers only. Awards are made in cash and are again subject to deferral and retention.

When reviewing the annual Success Share bonus and the ExVPP, the Remuneration Committee considers the Society's performance against a balanced scorecard as set out above. The Committee considers target ranges taking into account plan targets, market forecasts, credit and risk limits and maintaining long-term sustainability. The nature of the balanced scorecard and inclusion of these factors ensures that outperformance cannot be achieved through excessive risk taking and considers member outcomes. Both Plans are reviewed each year and the Committee has absolute discretion to adjust or recover awards if necessary, including withholding vested awards under malus arrangements and recovering payments made under clawback arrangements.

The LTIP was replaced by the ExVPP in 2016. LTIP eligibility was restricted to executive directors and executive managers only. No LTIP was granted during 2016, although legacy grants under the 2015-2017 scheme remain active and will conclude in 2017.

Deferral and retention

Awards to executive directors and executive managers under the annual Success Share bonus and ExVPP are subject to deferral and retention rules, which aim to ensure a strong link between remuneration and the long-term interests of members. The deferral and retention arrangements differ depending on whether an individual's total remuneration for the performance year is above or below the PRA's 'de minimis' threshold. An exemption applies where total remuneration is below £500,000 and variable pay is less than 33% of total remuneration.

For executive directors above de minimis and subject to the full Remuneration Code requirements, 60% of their total variable pay award (annual Success Share bonus and ExVPP) is deferred and released in equal tranches on the third to seventh anniversaries of the assessment date after the end of the performance period.

No executive managers are above the de minimis. Even so, the Society applies the deferral and retention rules to executive directors and executive managers whose variable remuneration is below the threshold, by requiring that 40% of the ExVPP is deferred until the second anniversary of the assessment date after the end of the performance period. 100% of the annual Success Share bonus is received in the year following the performance period.

For all variable pay, 50% of each annual award released is paid in March, with the remaining 50% being retained for a further six months. During the retention period the retained payment can move both up and down in value. For the upward movement, the retained element will be indexed and increase in line with the Retail Prices Index to preserve the real terms value of the award. It can move down based on the performance of the Society, after the end of the performance period, and will reduce in the event that capital strength or profit declines significantly.

Remuneration disclosures (Material Risk Takers)

The following table shows the remuneration of the Society's Material Risk Takers for the performance year ending 31 December 2016. Senior Management includes non-executive directors, executive directors and executive managers.

Analysis of remuneration by fixed and variable elements

	Notes	Senior Management	Other Material Risk Takers	Total
Number of Material Risk Takers		20	35	55
Fixed pay (£000)	1	3,397	3,090	6,487
Variable pay (£000)	2	1,042	363	1,405
Total (£000)		4,439	3,453	7,892

Notes:

1. Fixed pay includes base salary, benefits, pension and severance pay and fees for non-executive directors.
2. Variable pay includes the 2016 annual Success Share bonus and 2016 ExVPP awards.

Glossary

The following glossary defines terminology within the Pillar 3 disclosures to assist the reader and to facilitate comparison with publications by other institutions:

Additional Tier 1 (AT 1) capital	Capital that meets certain criteria set out in CRD IV. In particular, the criteria require that upon the occurrence of a trigger event, the AT 1 capital instrument converts to Common Equity Tier 1 capital or the principal is written down on a permanent basis; or grandfathered instruments such as Permanent Interest Bearing Shares (PIBS).
Arrears	The financial value of unpaid obligations, which arise when contractual payments are not paid as they fall due.
Available-for-sale reserve (AFS)	The Available-for-sale reserve contains unrealised gains and losses arising from changes in the fair value of non-derivative financial assets that are categorised as Available-for-sale.
Average loan to value	The average of individual loan to values (simple average). The average loan to value of the residential mortgage book, weighted by balance (balance weighted). For indexed loan to value – see ‘Indexed loan to value’.
Basel II	The Basel Committee on Banking Supervision’s statement of best practice that defined the methods by which firms should calculate their regulatory capital requirements to retain sufficient capital to protect the financial system against unexpected losses, prior to 1 January 2014.
Basel III	The Basel Committee on Banking Supervision issued proposals for a strengthened capital regime in response to the financial crisis, which are referred to as Basel III. These standards were implemented in the European Union via CRD IV, which came into force on 1 January 2014.
Buy to let mortgage	A mortgage secured on a residential property that is rented out to tenants.
Capital Conservation Buffer (CCoB)	A buffer for all banks that can be used to absorb losses while avoiding breaching minimum capital requirements. Phased in from January 2016 (0.625% from 1 January 2016, increasing to 2.5% by 1 January 2019).
Capital requirements	Amount of capital required to be held by the Group to cover the risk of losses and to protect against excessive leverage. The level is set by regulators and the firm’s own assessment of its risk profile.
Capital Requirements Regulation and Capital Requirements Directive IV (CRD IV)	CRD IV is the European Union legislation (part regulation and part directive) which came into force from 1 January 2014 to implement Basel III, revising the capital requirements framework and introducing liquidity requirements, which regulators use when supervising firms.
Capital resources	Capital comprising the general reserve, Available-for-sale reserve, eligible Additional Tier 1 capital less all required regulatory adjustments.
Central clearing	The process by which parties to an OTC derivative contract replace this with a separate contract with a central counterparty, which takes over each party’s positions under the original contract.
Collateral	Security pledged by the borrower to the lender in case of default.
Collective assessment of impairments	Where impairment is identified within a portfolio that comprises assets with similar characteristics, but such impairment cannot be individually identified, a collective impairment assessment takes place using appropriate statistical techniques.
Common Equity Tier 1 (CET 1) capital	Common Equity Tier 1 capital comprises general reserves and the Available-for-sale reserve, less regulatory deductions. Common Equity Tier 1 must absorb losses on a going concern basis.
Common Equity Tier 1 ratio	Common Equity Tier 1 capital as a percentage of risk weighted assets.
Core Capital Deferred Shares (CCDS)	A form of Common Equity Tier 1 (CET 1) capital. The Society’s Perpetual Capital Securities (PCS) convert into CCDS at the rate of one CCDS for every PCS if the end-point CET 1 ratio, calculated on either an individual or consolidated basis, falls below 7%.
Council of Mortgage Lenders (CML)	A trade association for the residential mortgage lending industry.
Countercyclical Buffer (CCyB)	A buffer that can be varied over the financial cycle to match the resilience of the banking system to the scale of risk it faces. Individual banks’ buffers will depend on the geographical composition of their exposures. Applies now but currently set at 0%.
Countercyclical Leverage Buffer (CCLB)	As a guiding principle, the FPC sets the CCLB rate at 35% of the risk weighted CCyB (ranges from 0% to 0.9%). Applies now but currently set at 0%.
Counterparty credit risk	Counterparty credit risk is the risk that the counterparty to a transaction could default before the final settlement of the transaction’s cash flows.
Covered bonds	Debt securities that are backed by both the resources of the issuer and a portfolio of mortgages that are segregated from the issuer’s other assets solely for the benefit of the holders of the covered bonds. The Society issues covered bonds as part of its funding activities.
Credit quality step	A credit quality assessment scale as set out in CRD IV.
Credit risk	The risk that borrowers or counterparties do not meet their financial obligations to the Society as they fall due.
Credit risk mitigation	Techniques used to reduce the potential loss in the event that a customer (borrower or counterparty) becomes unable to meet its obligations. This may include the taking of financial or physical security, set off or netting.

Debt securities	Transferable instruments creating or acknowledging indebtedness. They include bonds, certificates of deposit and loan notes. The holder of a debt security is typically entitled to the payment of principal and interest, together with other contractual rights under the terms of the issue. Debt securities are generally issued for a fixed term and redeemable by the issuer at the end of that term. Debt securities can be secured on other assets or unsecured.
Debt securities in issue	Transferable certificates of indebtedness of the Group to the bearer of the certificates. These are liabilities of the Group and include certificates of deposit.
Default	Circumstances in which the probability of default is taken as 100% for the purposes of the calculation of regulatory capital and compliance with CRD IV. This is defined as when a borrower reaches a predefined arrears status or when a borrower is considered unlikely to repay the credit obligation in full without the lender taking action such as realising security.
Deferred tax asset/(liability)	Corporation tax recoverable (or payable) in future periods resulting from the carry forward of tax losses or unused tax credits from deductible (or taxable) temporary differences, between the accounting value of assets and liabilities and the tax base of those assets and liabilities.
Derivative financial instrument	A contract or agreement which derives its value or cash flows from changes in an underlying index such as an interest rate, foreign exchange rate or market index. The most common type of derivative instruments are interest rate swaps.
EEA parent institution	A parent financial institution situated in a Member State of the European Economic Area which is not a subsidiary of another financial institution also situated in the EEA.
Encumbered assets	Assets used to secure third party liabilities or otherwise pledged. This excludes loans and advances to customers that, although technically encumbered, are held in respect of undrawn self-issued notes under the Group's covered bond and securitisation programmes.
End-point	Full implementation of CRD IV with no transitional provisions.
Enterprise Risk Management Framework (ERMF)	A Board approved framework which provides the context, guidance and principles needed for cohesive risk management activity across the Society and its subsidiaries.
European Banking Authority	An independent European Union authority which works to ensure effective and consistent prudential regulation and supervision across the European banking sector.
European Market Infrastructure Regulation (EMIR)	The EU regulation issued in 2012 to improve transparency and reduce the risk associated with the over the counter derivatives market and establish common rules to shift risk management from bilateral agreements to a central clearing process.
Expected loss	A calculation under the IRB approach to estimate the potential losses on current exposures due to expected defaults over a one year time period.
Exposure	The maximum loss that a financial institution might suffer if a borrower or wholesale counterparty fails to meet their obligations.
Exposure at Default (EAD)	A parameter used in IRB approaches to estimate the amount outstanding at the time of default.
External Credit Assessment Institution (ECAI)	An ECAI (e.g. Moody's, Standard and Poor's and Fitch) is an institution that assigns credit ratings to issuers of certain types of debt obligations as well as the debt instruments themselves.
Fair value	The price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Group has access at that date.
Financial Conduct Authority (FCA)	A statutory body responsible for the conduct of business regulation and supervision of UK financial institutions in the UK.
Financial Policy Committee (FPC)	A committee based at the Bank of England, charged with identifying, monitoring and taking action to reduce or remove systemic risks with a view to protect and enhance the resilience of the UK financial system. It is also responsible for supporting the economic policy of the UK Government.
Fitch Ratings	A credit rating agency which provides credit ratings and research covering financial institutions and governments and their debt instruments and securities.
Forbearance	Forbearance takes place when a concession, which can be temporary or permanent, is made on the contractual terms of a loan in response to the borrower's financial difficulties.
Funding for Lending Scheme (FLS)	An initiative by the Bank of England and HM Treasury to incentivise banks and building societies to boost their lending to UK households and small and medium sized enterprises, by providing funding to banks and building societies for an extended period.
General reserve	The general reserve is the accumulation of historical and current year profits and includes remeasurements of the defined benefit pension plan and distributions to holders of Perpetual Capital Securities (net of tax).
Gilts	The name given to long-term fixed income debt securities (bonds) issued by the UK Government.
GINI	The GINI co-efficient, as used by the Society, measures how well the IRB probability of default model performs in discriminating between high and low risks as determined by the credit score.
IFRS/IAS	International Financial Reporting Standards/ International Accounting Standards. A set of international accounting standards stating how particular types of transactions and other disclosures should be reported in financial statements.

Impaired loans	Impaired loans are defined as those which are more than three months in arrears or in possession. However, other indicators of impairment may result in provisioning for losses.
Impairment losses	The reduction in value that arises following an impairment review of an asset that determines that the recoverable amount is less than its carrying value.
Impairment provision	Provisions held against assets on the Statement of Financial Position. The provisions represent management's best estimate of losses incurred in the loan portfolio at the Statement of Financial Position/balance sheet date.
Indexed loan to value	Loan to value calculated on the basis of the latest property valuation being adjusted by the relevant House Price Index movement since that date.
Individual assessment of impairment	Impairment is measured specifically for assets that are individually identified as being impaired at the Statement of Financial Position/balance sheet date.
Individual Capital Guidance (ICG)	The minimum amount of capital the Society should hold as set by the PRA under Pillar 2 and informed by ICAAP.
Interest rate swap	A contract under which two counterparties agree to exchange periodic interest payments based on a predetermined notional principal amount.
Internal Capital Adequacy Assessment Process (ICAAP)	The Society's own assessment of the amount of capital that it needs to hold to support all relevant current and future risks. This assessment includes determination of a number of capital buffers to be held in case of potential future economic stress, and provides confirmation that the Society has appropriate processes in place to ensure compliance with regulatory requirements.
Internal Liquidity Adequacy Assessment Process (ILAAP)	The Society's own assessment of the liquidity resources that are required to remain within the risk tolerances it has set. This will include an evaluation of potential stresses based on regulatory benchmarks and on Society-specific tests.
Internal Ratings-Based approach (IRB)	An advanced approach to measuring capital requirements in respect of credit risk under Pillar 1. The IRB approach may only be used with permission from the PRA.
ISDA	International Swaps and Derivatives Association is the global trade association for over-the-counter (OTC) derivatives and providers of the industry-standard documentation for derivative transactions.
Leverage ratio	A calculation brought in as part of CRD IV which measures the relationship between eligible Tier 1 capital and exposures to on and off balance sheet items. The Society's calculation reflects constraints on the inclusion of AT 1 capital under the FPC's UK leverage ratio framework.
Loan to value	The amount of mortgage loan as a percentage of the value of the property.
Loss Given Default (LGD)	A parameter used to estimate the difference between exposure at default (EAD) and the net amount of the expected recovery expressed as a percentage of EAD.
Material Risk Takers	Material Risk Takers are those individuals whose actions have a material impact on the risk profile of the Society based on criteria set by the European Banking Authority and those individuals identified outside the EBA criteria that the Society has determined have a material impact on the risk profile of the Society.
Member	A person who holds a share in the Society or has a mortgage loan with the Society.
Minimum requirement for own funds and eligible liabilities (MREL)	A requirement under the Bank Recovery and Resolution Directive (BRRD) which requires deposit takers to hold minimum levels of capital plus debt eligible for bail-in.
Moody's Investor Services	Moody's Investor Services is a credit rating agency which provides credit ratings and research covering financial institutions and governments and their debt instruments and securities.
Mortgage backed securities	Asset backed securities that represent interests in a group of mortgages which give the investor the right to cash received from future mortgage payments of both principal and interest.
Near-prime	Loans to borrowers with marginally weakened credit histories such that their credit risk is greater than 'prime' customers, but is not considered heavily adverse.
Netting	The ability to reduce credit risk exposures through entering into ISDA master netting agreements (whereby outstanding transactions with the same party can be settled net following a default or other predetermined event) and the receipt of financial collateral.
Over-the-counter (OTC)	Contracts that are traded (and privately negotiated) directly between two parties without going through an exchange or other intermediary. They offer flexibility because, unlike standardised exchange-traded products, they can be tailored to fit specific needs.
Past due	A financial asset such as a loan is past due when the counterparty has failed to make a payment when contractually due.
Permanent Interest Bearing Shares (PIBS)	Unsecured, perpetual deferred shares of the Society offering a fixed coupon. PIBS rank equally with each other and Perpetual Capital Securities. They rank behind all other creditors of the Society including subordinated liabilities and the claims of Shareholding Members (other than Perpetual Capital Securities) as to principal and interest. Under Basel III PIBS are included as Tier 1 under transitional rules only.
Perpetual Capital Securities (PCS)	Securities that pay a non-cumulative coupon at the discretion of the Society. They rank equally with each other and Permanent Interest Bearing Shares (also AT 1 capital) but behind all other creditors of the Society, including subordinated liabilities and the claims of Shareholding Members (other than Permanent Interest Bearing Shares), as to principal and interest.

Pillar 1	The part of the Basel Framework which sets out the regulatory minimum capital requirements for credit, market and operational risk.
Pillar 2	The part of the Basel Framework which sets out the processes by which financial institutions review their overall capital adequacy. Supervisors then evaluate how well financial institutions are assessing their risks and take appropriate actions in response to the assessments. This includes all risks (including Pillar 1 risks) – ICG (see above) is an outcome of Pillar 2.
Pillar 3	The part of the Basel Framework which sets out the disclosure requirements for firms to publish details of their risks, capital and risk management. The aims are greater transparency and strengthening market discipline.
Point in Time (PiT)	A modelling approach which assesses the credit risk of an exposure at a single point in time.
PRA Buffer	A buffer to ensure that banks that are more at risk of loss than the system in aggregate have additional capital buffers to reflect that risk.
Probability of Default (PD)	Point-in-Time. A modelling approach which assesses the credit risk of an exposure at a single point in time.
Prudential Regulation Authority (PRA)	The statutory body responsible for the prudential regulation and supervision of banks, building societies, credit unions, insurers and major investment firms. The PRA is a subsidiary of the Bank of England.
Residential Mortgage Backed Securities (RMBS)	Asset backed securities that represent interests in a group of residential mortgages which give the investor the right to cash received from future mortgage payments of both principal and interest.
Residual maturity	The remaining period to the contractual maturity date of a financial asset or financial liability.
Risk appetite	The articulation of the level of risk that the Society is willing to accept in order to safeguard the interests of the Society's members, whilst also achieving business objectives.
Risk weighted assets (RWAs)	The value of assets, after adjustment to reflect the degree of risk they represent in accordance with the relevant capital rules.
Sale and repurchase agreement (repo)	An agreement to sell a financial security together with a commitment by the seller to repurchase the asset at a specified price on a given date. In substance this forms a secured loan, with the difference between the purchase price and repurchase price being the interest rate.
Securitisation	A pool of loans used to back the issuance of new securities. The loans are transferred to a structured entity which then issues securities (RMBS) backed by the assets. The Group has used residential mortgages as the loan pool for securitisation purposes.
Sovereign exposure	Exposures to governments and on account of cash balances and deposits with central banks.
Standardised approach	The basic method used to calculate capital requirements for credit and operational risk. In this approach the risk weighting used in the capital calculation is determined by specified percentages.
Stress testing	Testing undertaken to provide an understanding of the Society's resilience to internal and external shocks.
Structured entity	An entity in which voting or similar rights are not the dominant factor in deciding control. Structured entities are consolidated when the substance of the relationship indicates control.
Subordinated liabilities	A form of Tier 2 capital that is unsecured. Subordinated notes rank equally with each other and behind all other creditors of the Society and the claims of Shareholding Members (other than holders of Permanent Interest Bearing Shares and Perpetual Capital Securities) as to principal and interest. Under Basel III are included as Tier 2 under transitional rules only.
Subscribed capital	See Permanent Interest Bearing Shares.
Supervisory Review and Evaluation Process (SREP)	The PRA assessment of a firm's own capital assessment (ICA) under Pillar 2.
Supplementary Leverage Ratio Buffer (SLRB)	Applied to systemically important banks and building societies. As a guiding principle, the FPC sets the buffer at 35% of the risk weighted Systemic Risk Buffer.
Systemic Risk Buffer (SRB)	Buffer set for ring-fenced banks and large building societies to reduce their probability of failure or distress commensurately with the greater cost their failure or distress would have for the UK economy.
Term Funding Scheme	The Term Funding Scheme (TFS) is a tool of the Monetary Policy Committee designed to reinforce the transmission of Bank of England Base Rate cuts to those interest rates actually faced by households and businesses by providing term funding to banks and building societies at rates close to Bank of England Base Rate.
Tier 1 capital	A component of regulatory capital comprising Common Equity Tier 1 and Additional Tier 1 capital.
Tier 2 capital	A component of regulatory capital comprising qualifying subordinated debt and eligible collective impairment allowances.
Trading book	A regulatory classification consisting of positions in financial instruments or commodities held by a bank with an intention to trade. The Society does not have a trading book.

The Standardised Approach: operational risk	The standardised approach to operational risk, calculated using three year historical net income multiplied by a percentage factor depending on the underlying business being considered.
Unencumbered assets	Assets readily available as collateral to secure funding. This includes loans and advances to customers that, although technically encumbered, are held in respect of undrawn self-issued notes under the Group's covered bond and securitisation programmes and are therefore readily available as collateral to secure funding.
Wrong way risk	Defined by the PRA as a situation where there is an adverse correlation between the counterparty's probability of default and the mark-to market value of the underlying transaction.