

Pillar 3 Disclosures

Principality Group
31 December 2008

Contents

	Page
1. Overview	3
1.1 Background	
1.2 Basis and frequency of disclosures	
1.3 Scope of application	
1.4 External audit	
2. Risk Management Objectives and Policies	4
2.1 Principal risk categories	
2.2 Risk governance	
3. Capital Resources	8
3.1 Total available capital	
3.2 Notes and general information on capital resources	
4. Capital Adequacy	10
4.1 Capital management	
4.2 Internal capital adequacy assessment process	
4.3 Capital requirement	
5. Credit Risk Measurement, Mitigation and Reporting	12
5.1 Credit risk overview	
5.2 Retail financial services credit risk	
5.3 Secured personal lending credit risk	
5.4 Commercial lending credit risk	
5.5 Treasury credit risk	
5.6 Impairment provisions	
5.7 Credit risk concentrations	
5.8 Credit risk mitigation	
6. Market Risks	20
6.1 Market risk overview	
6.2 Interest rate risk	
6.3 Currency risk	
7. Operational Risk	22

1. Overview

1.1 Background

The European Union Capital Requirements Directive came into effect on 1 January 2007. It introduced consistent capital adequacy standards and an associated supervisory framework in the European Union based on the BASEL II rules agreed by the G-10.

Implementation of the Directive in the UK was by way of rules introduced by the Financial Services Authority ("the FSA"). Among them are disclosure requirements applicable to banks and building societies which are known as Pillar 3. These are designed to promote market discipline by providing market participants with key information on a firm's risk exposures and risk management processes. Pillar 3 also aims to complement the minimum capital requirements described under Pillar 1 of BASEL II, as well as the supervisory review processes of Pillar 2.

Principality Building Society ("the Society") adopted the Pillar 1 standardised approach to credit risk and operational risk from 1 January 2008; it also became subject to Pillars 2 and 3 from that date. The disclosures in this document are on a standardised basis and in accordance with the rules laid out in the FSA Handbook BIPRU Chapter 11.

The Society has applied to the FSA for permission to use an Internal Ratings Based ("IRB") approach to retail credit risk and capital management. This will allow the Society to use its own estimates of risk, rather than values prescribed by the FSA, after certain conditions have been satisfied. The IRB approach will further enhance the Society's risk management processes.

1.2 Basis and Frequency of Disclosures

This disclosure document has been prepared by the Society in accordance with the requirements of BIPRU Chapter 11. Unless otherwise stated, all figures are as at 31 December 2008, the Society's financial year end.

Future disclosures will be issued at least annually based on the most recent published Annual Report and Financial Statements.

1.3 Scope of Application

The Society is regulated by the FSA and the BASEL II Framework therefore applies to the Society and its subsidiary undertakings ("the Group"). The Group is made up of the following main trading entities:

Principality Building Society
Nemo Personal Finance Limited
Peter Alan Limited
Principality Mortgage and Insurance Services Limited
Loan Link Limited

Full details of the principal subsidiary undertakings are included in Note 22 to the Annual Report and Financial Statements for the year ended 31 December 2008.

There are no differences in the basis of consolidation for accounting and regulatory capital purposes. Full details of the basis of consolidation can be found in Note 1 to the Annual Report and Financial Statements for the year ended 31 December 2008.

1.4 External Audit

These disclosures are not subject to external audit except where they are equivalent to those prepared under accounting requirements for inclusion in the Group's audited Annual Report and Financial Statements.

2. Risk Management Objectives and Policies

2.1 Principal Risk Categories

The Group is primarily a producer and retailer of financial products, mainly in the form of mortgages, secured loans and savings. These products give rise to a financial asset or liability and are termed financial instruments. As well as mortgages, secured loans and savings, the Group also uses wholesale financial instruments to invest liquid asset balances and raise wholesale funding and to manage the interest rate risks arising from its operations.

The Society's principal business objective is to provide members with the benefits of a mutual organisation through the design, manufacture and delivery of attractive savings and mortgage products and aims to manage all the risks that arise from its operations, with the main risks within its business operations being credit risk, market risk (including interest rate risk), liquidity risk, operational risk, concentration risk and pension obligation risk.

The ways in which the Group manages these risks include:

- using models and output from those models to help guide business strategies;
- producing key risk information and indicators to measure and monitor performance; and
- using Management and Board Committees to monitor and control specific risks.

Credit risk

Credit risk is the potential risk that a customer or counterparty will fail to meet their financial obligations to the Group as they become due.

Credit risk arises primarily from loans to retail customers, loans to commercial customers and from the liquid and investment assets held by Group Treasury in order to meet liquidity requirements and for general business purposes.

The controlled management of credit risk is critical to the success of the Group's lending and investment portfolios. The quality of individual lending decisions, the subsequent management and control, together with the application of a credit policy that reflects the "risk appetite" of the business, will all have a direct impact on the achievement of the financial objectives of the Group.

Each business area – residential first and second charge lending, commercial lending and treasury - has its own individual Credit Risk Policy Statement setting out its risk appetite and including such matters as policy scope, structures and responsibilities, definitions of risk and risk measurement and monitoring. In addition, each business area has its own detailed Procedure Manual setting out operating rules and standards.

Day-to-day management of credit risk is undertaken by specialist teams working in each business area in compliance with policies approved by the Society's Board of Directors ("the Board") – such functions undertaken include credit sanctioning, portfolio management and management of high risk and defaulted accounts.

Market risk

Market risk is the risk that the value of income arising from the Group's assets and liabilities varies as a result of changes in interest rates or exchange rates and typically arises from imperfect matching and different interest rate features, repricing dates and maturities of mortgages, savings, and wholesale products.

Group Treasury is responsible for managing Group exposure to all aspects of market risk within the operational limits set out in the Group's Treasury Policies. Oversight is provided by the Asset and Liability Committee (ALCO). ALCO approves the market risk policy and receives regular reports on all aspects of market risk including interest rate risk and foreign currency risk. Reporting lines and terms of reference are set out clearly by the Board which also receives monthly reports from the Group Finance Director covering significant issues dealt with by ALCO.

Liquidity risk

Liquidity risk is the risk that the Group is not able to meet its financial obligations as they fall due, or can do so only at excessive cost. The objective of the Group's liquidity policy is to maintain sufficient liquid assets at all times to cover cash flow imbalances and fluctuations in funding, to maintain full public confidence in the business and to enable the Group to meet all financial obligations.

The day-to-day management of liquidity is the responsibility of Group Treasury, which manages the Group's portfolio of liquid assets and wholesale funding facilities. ALCO exercises control over the Group's liquidity through the operation of strict liquidity policies and close monitoring. The Board applies prudent policies to ensure the interests of members and depositors are protected and that public confidence in the Group is maintained.

The Group also complies with regulatory guidelines which govern the scope and nature of the Group's holdings of liquid assets.

Operational risk

Operational risk is the risk of a loss arising from inadequate or failed internal processes or systems, human error or external events.

The Group's operational risk management framework sets out the strategy for identifying, assessing and managing operational risk with senior management having responsibility for understanding how it impacts on their business areas and for putting in place the appropriate controls, for example, business continuity management, disaster recovery and insurance.

The framework is regularly reviewed and updated to confirm that the risks being managed remain relevant and appropriate to the business.

Concentration risk

Concentration risk is the risk arising from a single exposure or group of exposures with the potential to produce losses large enough to threaten the financial stability of the Group or its ability to maintain core business activities. Concentration risk arises from operating in a particular geographical location, a particular industry sector or from large exposures in the form of large loans to single borrowers. The Society, as a regional building society, has a geographic concentration in Wales.

The Group has a comprehensive range of systems and controls which enable the management committee with responsibility for each business area to identify, measure and monitor concentration risk across each business division, and at Group level. In the first instance, concentrations are monitored to ensure compliance with Board exposure limits. The Group Risk Committee has oversight of all relevant management information and is able to provide assurance and recommendations to the Board in relation to the management of any significant emerging risks.

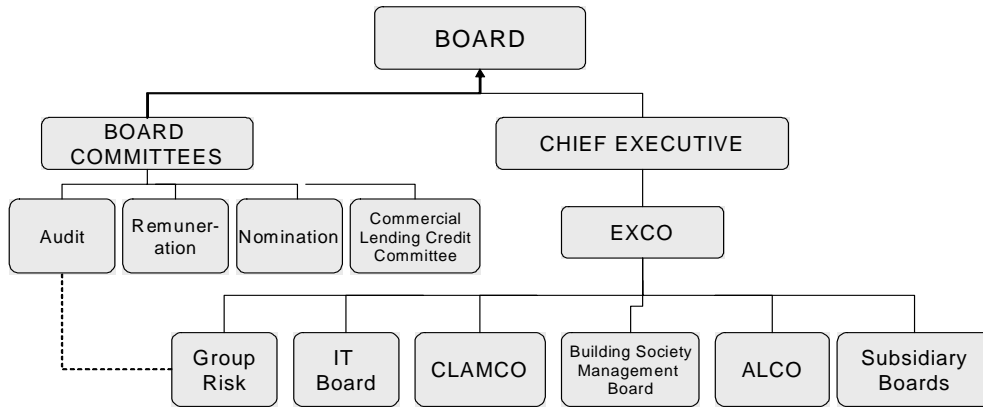
Pension obligation risk

This is the risk that the pension scheme will not have enough assets to fund employee pensions as and when they fall due. The Group has a defined benefit scheme which is closed to new members.

The possibility exists of an impact on Group profitability from increased longevity, increasing scheme liabilities, a fall in asset values or returns, changes to discount factors used to value future pension liabilities or from changes in accounting rules or policy leading to the requirement for extra contributions. Closing the defined benefit scheme to new members has not capped exposure to this risk but it has reduced total risk.

2.2 Risk Governance

The responsibility for the overall framework of risk governance and management lies with the Board of Directors. The Board is responsible for determining risk strategy, setting the Group's risk appetite and ensuring that risk is monitored and controlled effectively. It is also responsible for establishing a clearly defined risk management structure with distinct roles and responsibilities. Within that structure, line managers are responsible for the identification, measurement and management of the risks within their areas of responsibility.



The current terms of reference of the Group's Board committees are published on the Society's website. The following summaries have been extracted from committee terms of reference as at December 2008.

Board of Directors

The Board focuses on strategic issues, control of the business, review of operational and management performance and maintaining a system of effective corporate governance. The Board operates through its regular meetings and four committees – Audit, Remuneration, Nomination and Commercial Lending Credit Committee.

Audit Committee

The Audit Committee assists the Board in ensuring the accounting and reporting systems provide accurate information, there are systems of controls to reflect the risk profile of the Group and that these are reviewed regularly, and also that there is compliance with the requirements of regulatory authorities throughout the Group. The Committee is appointed by the Board from amongst the non-executive directors and comprises not less than three members.

Remuneration Committee

The principal responsibilities of the Remuneration Committee include the approval of the terms of the annual pay review for Group management and staff, the approval of the level of remuneration for the executive directors of the Society and managing directors of subsidiary companies together with determining and agreeing with the Board the framework and policy for the remuneration of those individuals. The Committee is appointed by the Board from amongst the non-executive directors, and comprises not less than three members.

Nomination Committee

The Nomination Committee assists the Board in the appointment of non-executive directors, and is responsible for making recommendations for the appointment of the Chief Executive and other executive directors. The Committee is appointed by the Board from amongst the non-executive directors and comprises not less than three members.

Commercial Lending Credit Committee

The principal function of the Committee is to sanction commercial loan applications which fall within the criteria defined by the Board. The Committee is chaired by the Chief Executive. Other members include the Group Finance Director, Head of Group Risk, Senior Managers from the Commercial Lending Division, together with the Society Chairman and three other non-executive directors. The minutes of Committee meetings are reviewed by the Board.

Executive Director Committee

The Executive Director Committee (EXCO) is the principal management committee of the Group and membership includes all the Board executives and the Human Resources Director. The functions of EXCO are to agree strategy and policies for recommendation to the Board and agree new business initiatives and associated investment appraisal for submission to the Board for approval. They also oversee strategy implementation, monitor performance of the Society and its subsidiaries, approve changes to interest rates for Society savings and mortgage accounts, and the introduction of new products.

Group Risk Committee

The Group Risk Committee is chaired by the Group Finance Director and membership includes the Executive Directors of the Society, the Managing Director of Nemo Personal Finance Limited, the Managing Director of Peter Alan Limited, the Head of Commercial Underwriting, the Head of Group Risk and the Head of Group Compliance. The Group Risk Committee is responsible for assisting the Board in formulating and embedding Group wide risk policy and procedures, risk appetite, and the ongoing management of Group risk. The functions of the committee include advising the Board of the impact of strategic developments on the risk profile of the Group, monitoring the effectiveness of the Group's risk assessment framework, ensuring adequate assessment and quantification of all material prudential risks to support current and future estimation of regulatory capital requirements and monitoring trends in operational losses by category and source. The minutes and actions are also reviewed by the Audit Committee and EXCO.

Asset and Liability Committee

The Asset and Liability Committee (ALCO) is chaired by the Group Finance Director and membership includes the Executive Directors of the Society, the Head of Group Finance and the Treasurer. Its functions include monitoring the interest rate characteristics of retail and wholesale assets and liabilities, ensuring that the Society's liquidity meets the statutory obligations and remains within limits approved by the Board, monitoring the credit risk of liquid assets and monitoring the performance of the funding and liquid asset portfolios. The minutes and actions are reviewed by the Board and EXCO.

Commercial Lending Asset Management Committee

The Commercial Lending Asset Management Committee (CLAMCO) is chaired by the Chief Executive and membership includes the Group Finance Director, Head of Group Risk, and senior management from the Commercial Lending Division. Its functions include review of commercial lending products, monitoring the performance of Society's commercial lending portfolio, review of new lending, high-risk and non-performing assets and provisioning requirements, review and approval of the commercial lending base rate and to review and approve any material amendments to procedures, policy, and documentation. The minutes and actions are also reviewed by EXCO and the Board.

Building Society Management Board

The Building Society Management Board (BSMB) is chaired by the Chief Executive and membership includes, amongst others, the Chief Operating Officer, the Head of Business Change, the Sales Director, the Head of Member Services, the Marketing Director and the IT Director. One of its principal functions is to act in an advisory capacity for the Group Risk Committee and establish a framework to formally review the performance of the scorecards, the quality of the retail lending portfolios, credit acquisition and approval, credit control and recoveries performance, bad debt provisions and credit policy within the context of the evolving business objectives. The BSMB monitors all aspects of the Building Society performance, determines retail policies and procedures for the Building Society and approves proposals for new product design and pricing and makes recommendations to the Group Risk Committee in respect of changes to lending policy. BSMB also identifies and monitors all risks inherent in the Building Society operations and ensures appropriate controls are in place to manage those risks. The minutes and actions are also reviewed by EXCO.

3. Capital Resources

3.1 Total Available Capital

As at 31 December 2008 and throughout the year, the Group complied with the capital requirements that were in force as set out by the FSA. The following table shows the breakdown of the total available capital for the Group as at 31 December 2008:

	Notes	As at December 2008 £'m
Tier 1 Capital		
General reserve	1	283.5
Permanent Interest Bearing Shares (PIBS)	2	60.0
		343.5
Deductions from Tier 1 Capital		
Intangible assets	3	(3.2)
Total Tier 1 Capital		340.3
Tier 2 Capital		
Subordinated debt	4	119.5
Total Tier 2 Capital		119.5
Deductions from Tier 1 and Tier 2 Capital		
Investment in Joint Venture	5	(1.9)
Total Capital Resource		457.9

3.2 Notes and General Information on Capital Resources

1. The general reserve represents the Group's accumulated profits. The regulatory capital rules allow the pension scheme deficit to be added back to regulatory capital, less associated tax.
2. Permanent Interest Bearings Shares (PIBS) are unsecured deferred shares and rank behind the claims of all subordinated noteholders, depositors, creditors and investing members of the Society. Further details about PIBS are provided in note 36 to the 2008 Annual Report and Accounts.

The Group has no innovative Tier 1 instruments.

3. Intangible assets include software development costs where they meet certain criteria. Intangible assets do not qualify as capital for regulatory purposes and therefore have been deducted from capital.
4. Subordinated notes are unsecured and rank behind the claims of all depositors, creditors and investing members (other than holders of PIBS) of the Society. Under FSA rules, qualifying subordinated notes

cannot exceed 50% of the total of Tier 1 capital, and Tier 2 capital cannot exceed Tier 1 capital. Further details of the subordinated notes are included in note 35 to the 2008 Annual Report and Accounts.

5. Investments in joint ventures do not qualify as capital for regulatory purpose and therefore have been deducted from capital.

4. Capital Adequacy

4.1 Capital Management

The Group has adopted the standardised approach to both credit and operational risk since 1 January 2008 in order to calculate the BASEL II Pillar 1 minimum capital requirement.

Pillar 1 capital adequacy is reviewed and approved monthly with capital forecasts formally reviewed and approved at least annually. Pillar 2 risks are considered at least quarterly with the exception of pension funding risk which is considered annually. Forecast capital requirements together with actual capital levels are considered monthly by ALCO.

The Group's minimum capital level is that which the Board considers necessary to protect unsecured creditors from loss. The assessment of the minimum capital requirement is a combination of judgement, exercised by the Board, and reflects the Group's planned activity as a whole, set in the competitive and economic environment in which it operates, model outputs from its standardised systems, supplemented by the use of internal ratings systems.

4.2 Internal Capital Adequacy Assessment Process

The Group undertakes an Internal Capital Adequacy Assessment Process (ICAAP) which is an internal assessment of its capital needs. The internal assessment takes account of the minimum capital requirement and other risks not covered by the minimum capital requirement (Pillar 2). The ICAAP is performed annually or more frequently should the need arise.

The outcome of the ICAAP is presented in a document covering the Society and its subsidiaries. This document covers all material risks to determine the capital requirement over a five-year horizon, and includes stress scenarios which are intended to meet regulatory requirements. Where capital is deemed as not being able to mitigate a particular risk, alternative management actions are identified and described within the ICAAP.

The ICAAP is presented to the Board for challenge and approval with the most recent review being approved in July 2008.

4.3 Capital Requirement

The Group's Pillar 1 capital requirement based on 8% of its risk-weighted assets is derived from capital held against risks from the following exposure classes.

	As at December 2008 £'m
Retail exposure classes	
Retail financial services	91.5
Secured personal lending	27.6
Past due items	6.6
	<u>125.7</u>
Commercial exposure classes	
Commercial lending	56.1
Past due items	2.0
	<u>58.1</u>
Other exposure classes	
Central governments or central banks	-
Financial institutions	27.8
Past due items	-
	<u>27.8</u>
Other	
Fixed and other assets	6.2
	<u>217.8</u>
Credit risk minimum capital requirement	<u>217.8</u>
Operational risk (Standardised)	11.7
	<u>229.5</u>
Total own funds (per section 3.1)	457.9
Excess of own funds over minimum capital requirement under Pillar 1	<u>228.4</u>

5. Credit Risk Measurement, Mitigation and Reporting

5.1 Credit Risk Overview

Risks arising from changes in credit quality and the recoverability of loans and amounts due from counterparties are inherent across most of the Group's activities. Adverse changes in the credit quality of borrowers or a general deterioration in UK economic conditions could affect the recoverability and value of the Group's assets and therefore its financial performance. Comprehensive risk management methods and processes have been established as part of the overall governance framework to measure, mitigate and manage credit risk within the Group's risk appetite.

Exposures

The gross credit risk exposure (based on the definitions for regulatory capital purposes, before credit risk mitigation) is summarised as follows:

	Average to December 2008 £'m	As at December 2008 £'m
Retail financial services	3,223.9	3,203.3
Secured personal lending	715.4	735.1
Commercial lending	1,061.0	1,060.8
	5,000.3	4,999.2
Treasury		
Central governments or central banks	130.4	256.0
Financial institutions	1,218.2	1,225.2
	1,348.6	1,481.2

The geographical distribution of these exposures at 31 December 2008 is as follows:

	UK £'m	Other European Countries £'m	North America £'m	Rest of the World £'m	Total £'m
Retail financial services	3,203.3	-	-	-	3,203.3
Secured personal lending	735.1	-	-	-	735.1
Commercial lending	1,060.8	-	-	-	1,060.8
	4,999.2	-	-	-	4,999.2
Treasury					
Central governments or central banks	256.0	-	-	-	256.0
Financial institutions	663.9	474.5	15.5	71.3	1,225.2
	919.9	474.5	15.5	71.3	1,481.2

The following table shows the residual maturity of the exposures at 31 December 2008:

	Up to 12 months £'m	1-5 years £'m	More than 5 years £'m	Total £'m
Retail financial services	108.2	514.0	2,581.1	3,203.3
Secured personal lending	-	24.1	711.0	735.1
Commercial lending	275.4	361.6	423.8	1,060.8
	383.6	899.7	3,715.9	4,999.2
Treasury				
Central governments or central banks	34.2	86.9	134.9	256.0
Financial institutions	1,030.0	171.9	23.3	1,225.2
	1,064.2	258.8	158.2	1,481.2

The maturity of exposures is shown on a contractual basis. This does not take into account any installments receivable over the life of the exposure.

5.2 Retail Financial Services Credit Risk

Credit risk is inherent in the Group's retail mortgage book. Credit risk is assessed both for the Group's existing mortgage assets and also for mortgage lending to which the Group is committed, for example through a firm commitment to lend against a mortgage offer or through a facility to increase the amount of lending on an existing mortgage.

A series of specific limits and thresholds has been established and reflect the Group's view of and appetite for risk in relation to the retail mortgage portfolio. These limits are calibrated to ensure that expected or potential losses are restricted to levels consistent with the Board's retail lending risk appetite. The Building Society Management Board reviews comprehensive risk based information on a monthly basis and has robust controls in place to ensure that new lending complies with the Board's stated risk appetite. Limits and thresholds are reviewed regularly by Group Risk Committee and annually by the Board, and adjusted in the light of prevailing external conditions and internal experience, which reflects the profile of new business written, portfolio performance, and trends in arrears and crystallised losses.

The Group's residential loan portfolio is managed using a rating system which has been developed in line with BASEL II IRB principles and is therefore more sensitive at measuring risk than the Standardised methodology.

The detailed controls in place to manage credit risk in the retail mortgage book include:

- clear credit approval criteria;
- strict management of product offerings;
- application of risk parameters, product and geographic limits;
- restricted criteria for acceptance of interest only applications;
- maximum advance for loans secured by 'new build' properties and apartments, limited by LTV;
- restricted criteria for 'buy to let' products by reference to LTV and geography;
- restricted availability of products between 75% and 90% LTV;
- use of an affordability model based on prudent criteria reviewed and adjusted as appropriate;
- robust and fair arrears management processes which comply with TCF principles.

Mortgage intake is monitored daily by reference to product type, LTV, channel and property location. Subject to Building Society Management Board approval, criteria are adjusted, or products withdrawn, if trends are inconsistent with risk appetite.

Credit risk under Pillar 1 is calculated using the Standardised methodology with the Society's IRB model being used to support the Standardised calculations. In line with BIPRU 3.4, non-defaulted retail mortgage assets up to 80% LTV attract a 35% risk weighting, whilst the proportion above 80% LTV attracts a 75% risk weighting. Mortgages in default attract a risk weighting of 100% if no provisions are held and LTV is less than or equal to 80%, and 150% where the LTV is greater than 80% and no provisions are held.

5.3 Secured Personal Lending Credit Risk

The Group's subsidiary, Nemo Personal Finance Limited (Nemo), offers loans to individuals secured by way of second charge over residential property. All customers therefore have an existing first mortgage, and a typical borrower is seeking to finance the purchase of fixed assets or to consolidate existing debts. Depending on the borrower's status, loans are available from £10,000 to £100,000 and are repayable over terms between five and twenty-five years.

The Board's overall appetite for credit risk in secured personal lending is reflected in the Group's business plan and asset growth targets over the planning horizon. Limits and tolerance thresholds are calibrated to ensure that expected or potential losses are restricted to levels consistent with the Board's risk appetite. These are subject to regular review by Group Risk Committee and adjusted in the light of prevailing external conditions and internal experience, which reflects the profile of new business written, portfolio performance, and trends in arrears and crystallised losses.

Risk appetite is articulated through Nemo Board approved specific portfolio limits which measure aggregate exposure by reference to the proportion of new lending made to self-employed applicants and the proportion of new lending made in various LTV bands and monitored monthly. Internal targets are also used to monitor arrears performance.

Management Information is presented regularly to Group Risk Committee, Nemo Board and the Group Board. This ensures that the risk appetite, exposure and portfolio limits, product design and arrears management performance can be reviewed in the light of emerging trends.

Credit risk assessment of individual new loans is based on comprehensive policy rules primarily based on credit history, customer profile, affordability, and LTV. Other considerations include, but are not confined to, credit score, property type, the market standing of the first mortgage lender, the nature of the first mortgage, and the extent of available credit history. Exceptions are individually assessed by experienced underwriters. Payment Protection Insurance (PPI) is also available to all qualifying applicants.

Credit risk under Pillar 1 is determined by reference to the Standardised methodology, and risk weightings of 35% and 75% are applied to non-defaulted exposures, depending on LTV. At the point of application no LTV is greater than 100% although historically it has been possible for capitalised PPI premiums to raise the LTV above 100%. Defaulted exposures attract a higher risk weighting dependent on the provision held against the specific exposure.

5.4 Commercial Lending Credit Risk

Commercial lending activity is split between lending to private sector landlords and property investors, registered (and unregistered) social landlords, and funding for commercial projects.

The following table provides an analysis of commercial lending exposure by industry sector as at 31 December 2008:

	Drawn commitments £m	Un-drawn commitments £m	Total £m
Registered social landlords	97.2	60.4	157.6
Residential investments	232.3	-	232.3
Retail outlets, offices and industrial	627.3	43.6	670.9
	956.8	104.0	1,060.8

Limits and tolerance thresholds are calibrated to ensure that expected or potential losses are restricted to levels consistent with the Board's commercial lending risk appetite. These are subject to monthly review by CLAMCO and quarterly review by Group Risk Committee and adjusted in the light of prevailing external conditions and internal experience, which reflects the profile of new business written, portfolio performance, and trends in arrears and crystallised losses.

The Commercial Lending Division operates a relationship management approach - each customer has a specific lending manager who is responsible for submitting credit applications for that customer (whether existing or new customer) and for managing the customer/lender relationship. Each lending manager is a highly experienced property lender with a strong track record gained in a traditional banking environment and/or within the division itself over the past 6 years.

Commercial lending exposures are underwritten judgementally against comprehensive and well established criteria which are articulated in the Division's Policy Manual. A risk grading framework has been developed, and the entire portfolio is risk graded.

Credit risk capital for the Society's commercial lending under Pillar 1 is determined by reference to the Standardised methodology. Risk weights of 100% are applied to lending secured on commercial property and risk weights of 35% or 100%, depending on LTV, are applied to residential lending. Exposures to registered social landlords are risk weighted at 20% or 100% depending on LTV.

5.5 Treasury Credit Risk

The Group has exposures to banks, building societies and sovereigns in its non-trading book treasury portfolio. The Group does not operate a trading book. Exposures in the treasury portfolio are held for liquidity purposes or in the case of fair value exposures on derivatives, for hedging purposes. The Group's policy is to carry an amount of liquid assets equivalent to between 16% and 24% of savings, deposits and loans (SDL).

The Board's policy on managing credit risk relating to treasury exposures is set out in detail within the Group's Treasury Policy Statement (TPS). In particular, credit limits are set for individual counterparties based on external credit ratings (Moody's and/or Fitch). Institutions, including building societies which do not have external ratings, are individually assessed and approved by the Board. Limits are also in place for instrument type and country to mitigate against concentration risk arising in the treasury portfolio.

Limits and tolerance thresholds are calibrated to ensure that expected or potential losses are restricted to levels consistent with the Board's risk appetite. These are subject to monthly review by ALCO and adjusted in the light of prevailing external conditions and internal experience.

The management of credit risk relating to treasury exposures is set out in detail within the Group's TPS. In particular:

- credit ratings are obtained for all bank or sovereign counterparties;
- investment is limited to counterparties on a list approved by ALCO;
- exposures are monitored on a real-time basis, with exposure reports run at the end of each day;
- ALCO receives reports at the end of every month of exposures and limits for all counterparties; and
- the TPS defines clearly the responsibilities of individuals involved in the management of treasury assets and the action plans and escalation processes in place in relation to credit rating downgrades and other indicators of worsening credit risk.

The following tables show the exposure values associated with each credit quality step for treasury exposures under the standardised approach:

Central governments or central banks

Credit step quality	Risk weighting	Moody's ratings	Fitch's ratings	Exposure values £'m
1	0%	Aaa to Aa3	AAA to AA-	256.0
				256.0

Financial Institutions

Credit step quality	Risk weighting	Moody's ratings	Fitch's ratings	Exposure values £'m
1	20%	Aaa to Aa3	AAA to AA-	892.0
2	20%/50%	A1 to A3	A1 to A3	293.0
3	20%/50%	Baa1 to Baa3	BBB+ to BBB-	40.2
				1,225.2

5.6 Impairment Provisions

Assets held at amortised cost

The Group assesses at each balance sheet date whether, as a result of one or more events that occurred after initial recognition, there is objective evidence that a financial asset or group of financial assets are impaired. Evidence of impairment may include indications that the borrower or group of borrowers are experiencing significant financial difficulty, default or delinquency in interest or principal payments or the debt being restructured to reduce the burden on the borrower.

The Group first assesses whether objective evidence of impairment exists either individually for assets that are separately significant or collectively for assets that are not separately significant. If there is no objective evidence of impairment for an individually assessed asset it is included in a group of assets with similar risk characteristics and collectively assessed for impairment.

If there is objective evidence that an impairment loss has been incurred, the amount of the loss is measured as the difference between the carrying amount of the assets and the present value of estimated future cash flows, discounted at the asset's original effective interest rate. The resultant provisions are deducted from the appropriate asset values in the balance sheet.

The methodology and assumptions used for estimating future cash flows are reviewed regularly by the Group to reduce any difference between loss estimates and actual experience.

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, the provision is adjusted and the amount of the reversal is recognised in the income and expenditure statement.

Where a loan is not recoverable, it is written off against the related provision for loan impairment once all the necessary procedures have been completed and the amount of the loss has been determined. Subsequent recoveries of amounts previously written off decrease the amount of the impairment loss recorded in the income and expenditure statement.

Loans subject to individual impairment assessment are subject to ongoing review to determine whether they remain impaired or are considered to be past due.

The following table shows the past due loans and provisions for impaired exposures (equivalent to value adjustments) and charges to the income and expenditure statement for the year to 31 December 2008.

	Retail financial services £'m	Secured personal lending £'m	Commercial lending £'m	Total £'m
Neither past due nor impaired	3,043.2	707.3	1,036.4	4,786.9
Past due:				
Up to 3 months	115.6	11.7	3.1	130.4
3 to 6 months	27.3	6.1	2.8	36.2
6 to 12 months	11.6	6.1	-	17.7
Over 12 months	0.3	3.9	-	4.2
Possessions	5.3	-	18.5	23.8
	160.1	27.8	24.4	212.3
Total exposures	3,203.3	735.1	1,060.8	4,999.2
Provisions	4.6	25.9	7.8	38.3
Charge for the year	1.5	28.2	2.0	31.7

For the purposes of this table, past due is defined as one day or over. The amounts shown as past due represent the full amount of the loan outstanding, not just the amount that is past due. Past due loans, impaired loans and provisions are all UK based.

The following table summarises the movement in impairment provisions for the year ended 31 December 2008.

	Individual provisions £'m	Collective provision £'m	Total £'m
Balance at 1 January 2008	-	19.4	19.4
Charge for the year	6.4	25.3	31.7
Write-offs	-	(12.8)	(12.8)
Balance at 31 December 2008	6.4	31.9	38.3

Available for sale assets

The Group assesses at each balance sheet date whether there is objective evidence that a financial asset or a group of financial assets are impaired. As at 31 December 2008, none (0.0%) of the treasury portfolio exposure was either past due or impaired. There are no assets that would otherwise be past due or impaired whose terms have been renegotiated. In assessing impairment, the Group evaluates among other factors, the normal volatility in valuation, evidence of deterioration in the financial health of the investee, industry and sector performance and operational and financing cash flows.

5.7 Credit Risk Concentrations

For residential mortgages, LTV concentration limits are set within policy. Geographic concentration of risk is also monitored, but no specific parameters are deemed necessary for domestic lending. The Group operates across the whole of the UK with a bias towards Wales. As at 31 December 2008, approximately 58.3% of residential exposures by account and 49.5% by value were concentrated in Wales.

By their nature, residential mortgages comprise a large number of intrinsically highly diversified small loans and have a low volatility of credit risk outcomes.

For commercial lending, exposure to each of the principal lending categories is monitored and total portfolio exposures constrained via a self imposed cap set at 17.5% of the Society's total business assets. Limits are also set restricting the size of aggregate exposure to any single counterparty or group of closely connected counterparties. Concentration of risk within the portfolio is monitored using indicators such as maturity, industry sector and geography, though specific limits are not normally imposed for UK domiciled lending.

In terms of counterparty concentration, the largest single commercial customer, including un-drawn commitments, represents only 4.5% of the commercial book.

Policy limits have also been set to enable the management of treasury credit risk concentration. These limits are actively monitored and relate to aggregate counterparty, country and asset class exposures.

5.8 Credit Risk Mitigation

The Group uses a wide range of techniques to reduce credit risk associated with its lending. The most basic of these is performing an assessment of the ability of the borrower to service the proposed level of borrowing without distress. However the risk is further mitigated by obtaining security for the funds advanced.

Residential mortgages

Residential property is the Group's main source of collateral and means of mitigating credit risk inherent in its residential mortgage portfolio. All mortgage lending activities are supported by an appropriate form of valuation using typically either an independent firm of valuers for mortgages and loans outside Wales or in-house valuation for loans and mortgages within Wales.

The Society's excess of loss insurance policy provides cover for primary mortgage lending above 75% LTV. The Board, acting on the recommendation of the Group Risk Committee, selects the appropriate counterparty insurer, taking account of the financial strength, technical expertise, and quality and breadth of cover provided by the policy.

All residential property must be insured to cover property risks and this may be effected through a third party. Additional protection is also afforded to borrowers through optional payment protection insurance.

Commercial mortgages

Commercial property is the Group's main source of collateral and means of mitigating credit risk inherent in its commercial mortgage portfolio. Collateral for the majority of commercial loans comprises first legal charges over freehold and long leasehold property but guarantees may also be taken as security. Guarantees and other off-balance sheet security are not used in the calculation of Pillar 1 capital requirements therefore the exposure values before and after credit risk mitigation are identical.

For property-based lending, supporting information such as professional valuations are an important tool to help determine the suitability of the property offered as security and, in the case of investment lending, generating the cash to cover interest and repay the advance. All valuations are undertaken by members of an approved panel of valuers.

A syndication strategy may be adopted to avoid large concentrations of risk and hedging strategies are considered as part of the appraisal process where borrowers have chosen fixed rates.

Insurance requirements are always fully considered as part of the application process and the Society ensures that appropriate insurance is taken out to protect the property.

Treasury

The credit limits for each counterparty are derived using a matrix based on external credit ratings. The limits are then calculated by reference to the general reserves of the Group, where the maximum exposure for each institution will be determined by the external rating. Typically all banks will have a minimum rating of A-/A3 and all building societies will be assessed individually. Specific limits may not exceed 10% of the institution's equity without prior approval of the Board. Subsidiaries of any institution will be assessed as a separate entity according to its own ratings. However, in those circumstances the overall exposure cannot exceed the aggregate group limit.

The net exposure value of derivatives as at 31 December 2008 was £40.9m with £8.0m held as collateral.

6. Market Risks

6.1 Market Risk Overview

Market risk is the risk that the value of income arising from the Group's assets and liabilities varies as a result of changes in interest rates or exchange rates and typically arises from imperfect matching and different interest rate features, repricing dates and maturities of mortgages, savings, and wholesale products.

Market risk incorporates a range of risks, but the most significant elements are interest rate risk and foreign currency risk.

6.2 Interest rate risk

Interest rate risk is the risk of loss resulting from adverse movements in market interest rates.

The Group is exposed to interest rate risk principally arising from the fixed rate mortgage and savings products that it offers. The various interest rate features and maturities on these products, and the use of wholesale funds to support these products, create interest rate risk exposures due to the imperfect matching of interest rates between different financial instruments and the timing differences on the re-pricing of assets and liabilities.

Another significant form of interest rate risk arises from the imperfect correlation between re-pricing of interest rates on different assets and liabilities – often referred to as basis risk. The basis risk on the Group's balance sheet arises from administered liabilities which are typically priced relative to base rate, but are invested in money market assets earning a LIBOR return.

Use of derivatives

Derivatives are only used to limit the extent to which the Group will be affected by changes in interest rates, foreign exchange rates or other indices which affect fair values or cash flows. Derivatives are therefore used exclusively to hedge risk exposures.

The principal derivatives used by the Group are interest rate exchange contracts, commonly known as interest rate swaps, interest rate options and interest rate caps.

The Group uses derivatives in accordance with the Building Societies Act 1986. This means that such instruments are not used in trading activity or for speculative purposes and, accordingly, they are used exclusively to reduce the risk of loss arising from changes in interest rates, foreign exchange rates or other factors specified in the legislation.

The Group's Treasury Policy Statement describes processes and controls in place to manage interest rate risk, including:

- monthly agreement at ALCO of the Group's view of the interest rate outlook to act as a basis for liquidity investment and hedging decisions for the coming month;
- day to day review of exposures and market outlook by both the Treasury and Balance Sheet Risk teams and fine-tuning of ALCO's view as appropriate, with agreement from the Group Finance Director;
- all new mortgage and savings ranges reviewed by the Balance Sheet Risk team to determine appropriate hedging activity;
- all new mortgage and savings ranges signed by either the Group Finance Director or Head of Group Finance, to ensure appropriate pricing and to ensure risks are appropriately identified;
- monthly full review of interest rate risk exposures and hedging by the Balance Sheet Risk team, to review actual outcomes against plans for the month and allow hedging proposals to be formed;
- monthly reporting to ALCO, chaired by the Group Finance Director and attended by senior managers including the Group Chief Executive and Chief Operating Officer; and
- the Treasury and Balance Sheet Risk teams involved in interest rate risk management have gained extensive experience and are monitored closely through robust governance processes.

In assessing interest rate risk exposure relating to fixed-rate mortgage assets it is necessary to make assessments of likely prepayment. The risk of prepayment assumptions being inaccurate is mitigated if too low, by additional unexpected early redemption charges, and if too high through additional interest income. These effects broadly offset each other, although timing of cash flows differ (early repayment charges not received in year 1 will be offset by additional margin over several years).

The Group uses interest rate gap sensitivity analysis to assess exposure to interest rate risk. This analysis shows the Group's exposure to interest rate risk in terms of the net risk after taking account of management action to hedge inherent exposures. The Group's Finance function is responsible for reporting monthly the Group's interest rate risk exposure to ALCO.

At 31 December 2008, the Group's interest rate gap sensitivity given a 200bp parallel increase/(decrease) in interest rates was £28.2m/(£28.2m) respectively, taking account of the effect of derivatives.

6.3 Currency risk

Currency risk is the risk of a loss resulting from movements in foreign exchange rates or changes in foreign currency interest rates, particularly on the Group's non-sterling funding.

Currency risk is managed through the use of derivatives, primarily in the form of cross currency swaps.

In line with the prudential guidance applying to all building societies, and after taking account of foreign currency derivatives, the Group has no substantial net exposure to foreign exchange rate fluctuations or changes in current interest rates. ALCO sets limits on the level of exposure by currency which are monitored daily.

7. Operational Risk

The Group has adopted the standardised approach to operational risk and has applied the industry standard definition namely: 'the risk of loss arising from inadequate or failed internal processes, people and systems or from external events'. This has been aligned to the Group corporate risk registers and ensures that there is appropriate oversight of the key risk exposures facing the Group.

Risk appetite is expressed by the Board by reference to the most significant net risks recorded on the Group's risk registers. Each risk on the risk register is assessed using a 'Probability/Impact' matrix which is used to quantify, in financial terms, potential risk to the Group, after taking into account the effectiveness of management controls, and other forms of mitigation.

The risk registers are subject to monthly review by each risk owner (Executive Management) and Group Risk Department with the highest scoring risks for the Group as a whole reported to the Board each month. For individual risks which are deemed unacceptable, remedial action is taken, which will include introducing or enhancing the operational controls and/or risk mitigants related to the individual risk, or taking appropriate action to eliminate the risk altogether.

The risk registers and risk assessment framework are subject to review by Group Internal Audit. The focus and prioritisation of the Internal Audit annual programme is linked closely to an assessment of the risk registers and highest scoring risks.

The effectiveness of management controls are reviewed by the Head of Group Risk and the Operational Risk Manager by reference to key risk indicators and operational loss reports. Where appropriate, initial challenge to individual risk owners is provided by the Head of Group Risk, and subsequently by EXCO prior to completion of the Group key risk report which is submitted to the Board each month.

Operational losses are recorded as they arise, and reported to Group Risk Department each month. A report of all operational losses and 'near misses' is submitted to Group Risk Committee and Audit Committee on a half-yearly basis. Group Risk Committee and Group Internal Audit will determine whether any review of internal procedures or controls is required in order to mitigate against any potential recurring operational losses.

Under the Basel Capital Accord, for the standardised approach to operational risk, gross income is regarded as a proxy for the operational risk exposure within each business line. The capital charge for operational risk is calculated separately, based upon gross income over the preceding three years.