

Basel II Pillar 3
Disclosures

2013



PRINCIPALITY
BUILDING SOCIETY

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1. Key Regulatory Metrics

	Core Tier 1 Capital	Core Tier 1 Ratio
2013	£357.7m	16.9%*
2012	£339.4m	11.8%
2011	£326.2m	11.5%

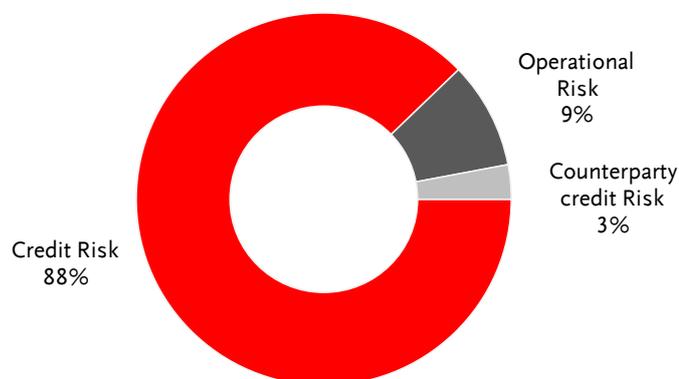
	Tier 1 Capital	Tier 1 Ratio
2013	£397.7m	18.7%*
2012	£396.2m	13.7%
2011	£383.0m	13.5%

	Total Regulatory Capital	Total Capital Ratio
2013	£429.0m	20.2%*
2012	£460.8m	16.0%
2011	£479.3m	16.9%

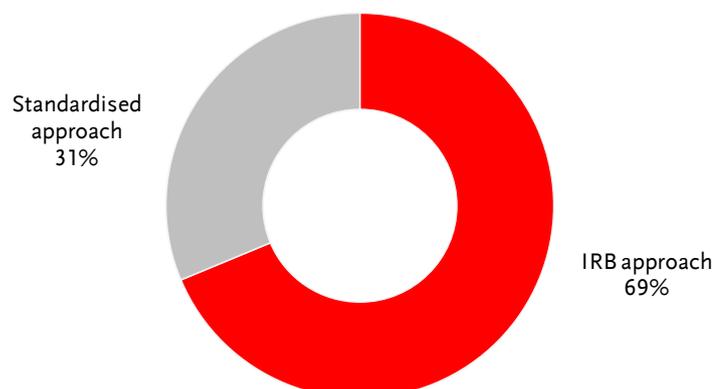
	Estimated CRD IV CET1 Capital	Estimated CRD IV CET1 Ratio
2013	£322.3m	14.7%

*Increase due to movement of exposures to IRB from 2013 - see Section 2.4.4. The second charge lending portfolio is on Standardised with roll out to IRB due in 2014.

RWAs by risk type - December 2013



Credit risk RWAs by Basel approach - December 2013



2. Overview

2.1 Introduction

2013 has seen the final rules of the Capital Requirements Directive version 4 (CRD IV), commonly known as Basel III, published which come into effect on the 1 January 2014. This document reflects the Basel II position for 31 December 2013, comparable with 2012 results. In addition it states the Group's position based on two further scenarios:

- as if the 1 January 2014 rules applied (known as the transitional Basel III position)
- as if the final Basel III rules applied (known as the final Basel III position)

Basel III builds on the Basel II framework and therefore the Group has followed the Basel III requirements for Pillar 3 disclosure (CRD IV Part 8 – Disclosure by Institutions) in this document.

2.2 Overview of Basel II

The Basel II framework has applied since 2008. The framework is made up of three pillars:

- **Pillar 1** – This is the minimum capital requirement and defines rules for the calculation of credit, market and operational risk capital requirements under the following approaches:
 - **Standardised approach:** assesses capital requirements using standard industry-wide risk weightings based on a detailed classification of asset types
 - **Internal Ratings Based approach (IRB):** assesses capital requirements using firm specific data and internal models to calculate risk weightings. The IRB approach is further sub-divided into three approaches:
 - **Advanced IRB (A-IRB):** where internal calculations of probability of default (PD), loss given default (LGD) and credit conversion factors are used to model risk exposures
 - **Foundation IRB (F-IRB):** where internal calculations of PD, but standardised parameters for LGD and credit conversion factors are used
 - **Specialised Lending Exposures:** where standardised parameters for risk weight and expected loss are set based on risk grade allocated.
- **Pillar 2** – Is the supervisory review process which requires firms to undertake an individual capital adequacy assessment process (ICAAP) for other risks (see Section 4.1) and to agree total capital requirements with the regulator; and
- **Pillar 3** – Which outlines market discipline such as requirements for disclosure of risk and capital information as specified in the Basel rules to promote transparency and good risk management allowing the market to assess and compare the capital adequacy of firms.

2.3 Overview of Basel III

Basel III will supersede Basel II and takes effect on 1 January 2014 with transitional arrangements until full implementation in 2021. The three pillar framework of Basel II is unchanged but there have been changes to the detailed requirements within each pillar. Pillar 3 has more detailed disclosure requirements and will adopt generic templates over the course of the transition to allow improved comparability and transparency between institutions covered by the Basel accords. Basel III has strengthened the rules on the quality of capital to ensure loss absorption is adequate and allow financial institutions to deal with shocks and stresses related to financial and economic factors. Basel III requires that the quality of capital to cover Pillar 1 capital requirements is improved in terms of its ability to absorb losses, meaning that more of the Pillar I capital requirement must be met from Common Equity Tier 1 (CET1). Section 5 provides more information on the impact of these changes.

2.4 Basis of Preparation

The sole purpose of these disclosures is to give information on the basis of calculating capital requirements and on the management of risks faced by the Group. This is in accordance with the rules laid out in the Prudential Regulation Authority (PRA) Handbook and CRD IV.

All calculations that include elements of own funds are prepared in line with Basel regulation unless explicitly stated.

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2.4.1 Frequency of Disclosure

Disclosures will be issued at least annually, on the Principality internet site www.principality.co.uk, based on the most recent published Annual Report and Accounts. Unless otherwise stated, all figures are as at 31 December 2013, the Society's financial year end.

2.4.2 Presentation of risk data

This document discloses assets in terms of exposures and capital requirements. For the purposes of this document, credit exposure is defined as the estimate of the amount at risk in the event of a default (before any recoveries) or through the decline in value of an asset. This estimate takes account of contractual commitments related to undrawn amounts. In contrast, an asset in the Group's balance sheet is reported as a drawn balance only. This is one of the reasons why exposure values in the Pillar 3 report will differ from asset values as reported in the 2013 Annual Report and Accounts prepared in accordance with International Financial Reporting Standards (IFRS).

Basel III pro-forma templates have been used where available. The pro-formas are still in the consultation period at the time of preparation.

2.4.3 Scope of Application

The Basel II Framework applies to the Society and its subsidiary undertakings (the Group) (until 1 January 2014 when Basel III comes into force). This is enforced by the PRA and Financial Conduct Authority (FCA) through regulation. The Group is made up of the following main trading entities:

- Principality Building Society
- Nemo Personal Finance Limited
- Peter Alan Limited

Full details of the principal subsidiary undertakings are included in note 23 to the 2013 Annual Report and Accounts.

There is a requirement to calculate and maintain regulatory capital ratios on both a Group basis and on a 'solo consolidation' basis. However, there are no significant differences between the Group and solo consolidation disclosures. Therefore, this document includes only the Group analysis.

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 2013 Annual Report and Accounts.

Restrictions on transfer of funds or regulatory capital

There are no legal or regulatory restrictions that constitute a material limitation on the ability of our subsidiaries to pay dividends or our ability to transfer funds or regulatory capital within the Group.

2.4.4 Scope of permission of Internal Ratings Based Approach

In September 2013 Principality was granted permission by the PRA to adopt the IRB approach for credit risk. The IRB approach has been applied to first charge Retail and Commercial portfolios from the 1 October 2013. The disclosures in this document cover the IRB approach and the standardised approach, which applies to the second charge retail lending, Residential Social Landlords (RSL) and treasury portfolios, with roll-out of the IRB approach to the second charge retail lending portfolio to be implemented during 2014 in line with a plan agreed with the PRA. Operational risk is also calculated on a standardised basis.

2.4.5 Location of Risk Disclosures

These disclosures have been reviewed by the Audit Committee and the Group's Risk Committee (GRC), and are published on the Group's website alongside the Annual Report and Accounts. (www.principality.co.uk)

2.4.6 Verification and sign-off

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 Accounts. They are verified internally by the Audit Committee in accordance with the Group's policies on disclosure and its financial reporting and governance process.

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2.4.7 Remuneration

The responsibilities and decision-making process for determining remuneration policy, the link between pay and performance and the design and structure of remuneration, including the performance pay plans, have been disclosed in the Report of the Remuneration Committee on pages 37-40 in the 2013 Annual Report and Accounts.

Supplementary tables have been included in **Appendix B** to meet the requirements of Pillar 3 disclosures on remuneration analysing remuneration between fixed and variable remuneration for Senior Code Staff.

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3. Capital Resources

3.1 Total Available Capital

As at 31 December 2013 and throughout the year, the Group complied with the capital requirements that were in force as set out by the PRA. The following table shows the breakdown of the total available capital for the Group as at 31 December 2013 under the Basel II rules:

	Notes	2013 £m	2012 £m
General Reserve	1	357.7	339.4
Core Tier 1 Capital		357.7	339.4
Permanent Interest Bearing Shares (PIBS)	2	59.4	59.4
Other Tier 1 Capital		59.4	59.4
Intangible assets	3	(4.4)	(2.6)
Provision deductions	5	(15.0)	-
Deductions from Tier 1 Capital		(19.4)	(2.6)
Total Tier 1 Capital		397.7	396.2
Subordinated notes	4	46.2	64.6
Tier 2 Capital		46.2	64.6
Provision deductions	5	(14.9)	-
Deductions from Total Capital		(14.9)	-
Total Tier 2 Capital		31.3	64.6
Total Capital Resource		429.0	460.8

Notes and General Information on Capital Resources

1. The general reserve represents the Group's accumulated profits.

Further details of the general reserve are provided in note 37 to the 2013 Annual Report and Accounts.

2. Permanent interest bearing shares (PIBS) are unsecured deferred shares and rank behind the claims of all subordinated note holders, depositors, creditors and investing Members of the Society.

Further details of the PIBS are provided in note 36 to the 2013 Annual Report and Accounts.

3. Intangible assets include goodwill and software development costs.

Further details of the intangible assets are provided in note 34 to the 2013 Annual Report and Accounts.

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 the General Prudential Sourcebook (GENPRU), qualifying subordinated notes cannot exceed 50% of the total of Tier 1 capital, and Tier 2 capital cannot exceed Tier 1 capital. The subordinated notes, as a lower Tier 2 instrument, started amortising out of regulatory capital over five years from July 2011 under GENPRU 2.2.196.

Further details of the subordinated notes are included in note 35 to the 2013 Annual Report and Accounts.

5. Provision deductions arise from the transition to the IRB approach. The calculation is the difference between the expected losses from IRB portfolios and the amount of specific and collective provisions held for those same portfolios. GENPRU states this deduction is taken 50% from tier 1 capital and 50% from tier 2 capital.

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3.2 Reconciliation of Regulatory Capital

A reconciliation of total capital is presented below:

	2013 £m	2012 £m
General Reserve	357.7	339.4
Other Reserves	(3.0)	3.4
Subscribed Capital	70.2	76.4
Subordinated Liabilities	92.3	92.3
Total Capital	517.2	511.5
Adjusted for:		
Other reserves not eligible for inclusion in regulatory capital	3.0	(3.4)
Intangibles	(4.4)	(2.6)
Fair value adjustments to subscribed capital	(10.7)	(17.0)
Amortisation adjustments to subordinated liabilities	(46.2)	(27.7)
Provision Deduction	(29.9)	-
Regulatory Capital	429.0	460.8

4. Capital Adequacy

4.1 Capital Management

During September 2013 the PRA granted the Group permission to use the IRB approach. At the end of 2013 the Group was therefore using a mixture of standardised and IRB to calculate Basel II Pillar 1 minimum capital requirement as follows:

- Retail IRB – Society first charge mortgages
- Specialised Lending Exposures – Commercial lending
- Standardised – Second charge mortgages, Registered Social Landlords, Treasury exposures and other assets

Second charge mortgages are expected to migrate to the Retail IRB approach during 2014 under the roll out plan agreed with the PRA.

Details of the methodologies used are included in Section 7.

Pillar 1 capital adequacy is monitored monthly with capital forecasts formally reviewed and approved at least annually. Pillar 2 risks are considered every 6 months with the exception of pension funding risk which is considered annually. Actual capital levels are considered monthly by Board and the Asset and Liability Committee (ALCO).

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

Internal Capital Adequacy Assessment Process

The Group conducts an Internal Capital Adequacy Assessment Process (ICAAP) to assess the Group's capital adequacy and determine the levels of capital required to support the current and future risks faced by the Group. The ICAAP covers all material risks to determine the capital requirement over a five-year horizon and includes stress scenarios which are intended to meet internal and regulatory requirements. The capital requirements are presented to the Board for approval with the most recent review being completed and approved by the Board in December 2012. The ICAAP is used by the PRA to determine and set the Group's Individual Capital Guidance (ICG). The ICG was recalibrated after IRB approval was granted.

The amounts and composition of the Group's capital requirements are determined by assessing the relevant Basel Pillar 1 minimum capital requirement, the requirement for other risks not included in Pillar 1, and the impact of stress and scenario tests under Pillar 2 and the ICG. The Group manages its capital above the minimum ICG threshold, including a capital planning buffer, at all times. Capital levels for the Group are reported to, and monitored by, the Board on a monthly basis.

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4.2 Capital Requirement

The Group's total capital requirement under Pillar 1 is calculated by applying appropriate risk weightings to each class of exposure, then applying a fixed 8% multiplier.

	2013 Average Risk Weights %	2013 £m	2012 £m
Retail financial services^	15%	58.4	118.3
Secured personal lending	44%	18.7	20.3
Retail financial services-Past due items^	172%	4.3	3.3
Secured personal lending-Past due items	102%	3.2	3.3
Retail exposures classes		84.6	145.2
Commercial lending	96%	54.0	48.4
Commercial lending-Housing association	35%	4.7	5.2
Commercial lending-Past due items*	0%	-	1.0
Commercial exposure classes		58.7	54.6
Financial institutions	6%	5.1	7.6
Other exposure classes		5.1	5.1
Fixed and other assets	97%	5.7	8.5
Other		5.7	8.5
Credit risk minimum capital requirement		154.1	215.9
Operational risk		15.8	15.2
Total minimum capital required		169.9	231.1
Total own funds		429.0	460.8
Excess of own funds over minimum capital requirement under Pillar 1		259.1	229.7

^ The Pillar 1 capital calculations for these exposures have changed from standardised to IRB during the year

*Past due items for commercial specialised lending are risk weighted at 0%. [Past due is defined in Section 7.1.6]

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For comparison purposes the table below shows 2013 year end positions on a standardised basis for the exposures that have moved to IRB during 2013.

	Notes	2013 IRB £m	Adjustment £m	2013 Standardised £m	2012 Standardised £m
Retail exposures classes					
Retail financial services	1	58.4	72.8	131.2	118.3
Retail financial services-Past due items		4.3	(0.5)	3.8	3.3
Commercial exposure classes					
Commercial lending	2	54.0	(13.9)	40.1	48.4
Commercial lending-Housing association		4.7	-	4.7	5.2
Commercial lending-Past due items		-	3.8	3.8	1.0

Notes and General Information on Capital Resources

1. Average risk weighting under standardised would be higher at 35.9%
2. Average risk weighting under standardised would be lower at 68.7%

4.3 Movements in RWA

	£m
Position as at 1 January 2013	2,888.3
Increase due to net mortgage book growth	137.4
Decrease due to net treasury book reduction	(5.2)
Movement in risk profile	(112.5)
Increase due to other assets	1.9
Decrease due to implementation of netting derivatives	(17.5)
Increase in operational risk	8.7
Standardised position as at 31 December 2013	2,901.1
Decrease due to change to IRB approach	(777.9)
Position as at 31 December 2013	2,123.2

5. Impact of Basel III

The new regulatory rules, referred to as Capital Requirement Regulation (CRR IV) and CRD IV, have been approved by the European Parliament and Council and will take effect across Europe on 1 January 2014. The key impacts for the Group are outlined below.

5.1 Quality of Capital

The objective of the new rules is to increase the ability of financial institutions to deal with shocks and stresses related to financial and economic factors. To achieve the objectives the definition of capital has been restated and in particular includes specific requirements relating to the ability of firms to absorb losses. Common equity tier 1 is regarded as the higher quality of capital and Basel III rules state that a greater proportion of the Pillar 1 capital requirement must be met from common equity tier 1 (4.5% of the total 8.0%).

As a result of the more stringent rules on loss absorbency the Group's Permanent Interest Bearing Shares (PIBS) will no longer qualify as tier 1 capital. The rules allow for instruments that are no longer eligible to be grandfathered (phased) out of eligibility over the 9 years between 1 January 2014 and 1 January 2022. The Group can recognise a maximum of 80% of PIBS during 2014 and this percentage will reduce by 10% per year.

In addition the Group's subordinated debt will not qualify for inclusion as tier 2 capital and could be similarly grandfathered. However the Group's subordinated debt is already being amortised on a straight line basis due to the maturity of the instrument in June 2016. The grandfathering rules allow any tier 1 capital that exceeds the tier 1 capital grandfathering limit to be included as tier 2 capital provided the maximum tier 2 capital grandfathering limit is not exceeded. Due to the grandfathering limit being based on the notional amount of subordinated debt the Group will be able to include some of its ineligible PIBS as tier 2 capital during the grandfathering period as shown in the table in **Appendix A**.

5.2 Impact

The impact of Basel III has been fully assessed to demonstrate that the Group will remain well capitalised. A draft pro-forma below shows the Group's capital position prepared in accordance with the Basel III rules showing the first year of transitional provisions and the final position.

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	Notes	Basel III at 31 December 2013 £m	Adjustment £m	Transitional Basel III Rules at 1 January 2014 £m	Final Basel III Rules at 1 January 2022 £m
General Reserves		357.7	-	357.7	357.7
CET1 capital before regulatory adjustments		357.7	-	357.7	357.7
Intangible assets (net of related tax liability) (negative amount)	1	-	(4.4)	(4.4)	(4.4)
Unrealised Losses from Available for Sale Assets		-	-	-	(3.0)
Negative amounts resulting from the calculation of expected loss amounts	2	-	(31.0)	(31.0)	(31.0)
Total regulatory adjustments to CET1		-	(35.4)	(35.4)	(38.4)
Common Equity Tier 1 (CET1) Capital		357.7	(35.4)	322.3	319.3
Amount of qualifying items referred to in Article 484 (4) phased out from AT1	3	59.4	(11.4)	48.0	-
AT1 capital before regulatory adjustments		59.4	(11.4)	48.0	-
Intangible assets (net of related tax liability) (negative amount)	1	(4.4)	4.4	-	-
Negative amounts resulting from the calculation of expected loss amounts	2	(15.0)	15.0	-	-
Additional Tier 1 (AT1) capital		40.0	8.0	48.0	-
Tier 1 capital (T1 = CET1 + AT1)		397.7	(27.4)	370.3	319.3
Amount of qualifying items referred to in Article 484 (5) phased out from Tier 2 (T2)		46.2	-	46.2	-
T2 allowance of Grandfathered AT1	5	-	5.5	5.5	-
T2 capital before regulatory adjustments		46.2	5.5	51.7	-
Negative amounts resulting from the calculation of expected loss amounts	2	(14.9)	14.9	-	-
Total regulatory adjustments to T2 capital		(14.9)	14.9	-	-
T2 capital (T2 less regulatory adjustments)		31.3	20.4	51.7	-
Total capital (TC = T1 + T2)		429.0	(7.0)	422.0	319.3
Total risk weighted assets	6	2,123.2	62.0	2,185.2	2,185.2

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	Basel III at 31 December 2013	Adjustment	Transitional Basel III Rules at 1 January 2014	Final Basel III Rules at 1 January 2022
Capital ratios and buffers (%)				
Common Equity Tier 1 (as a percentage of total risk exposure amount)	16.9%	(2.2%)	14.7%	14.6%
Tier 1 (as a percentage of total risk exposure amount)	18.7%	(1.8%)	16.9%	14.6%
Total capital (as a percentage of total risk exposure amount)	20.2%	(0.9%)	19.3%	14.6%
Common Equity Tier 1 available to meet buffers (as % of risk exposure amount)	n/a	n/a	9.4%	8.5%
Amounts below the thresholds for deduction (before risk weighting) (£m)				
Deferred tax assets arising from temporary differences	1.1	-	1.1	1.1
Applicable caps on the inclusion of provisions in Tier 2 (£m)				
Cap on inclusion of credit risk adjustments in T2 under standardised approach	8.3	-	8.3	8.3
Cap for inclusion of credit risk adjustments in T2 under IRB approach	8.8	-	8.8	8.8
Capital instruments subject to phase-out arrangements (only applicable between 1 January 2014 and 1 January 2022) (£m)				
Current cap on AT1 instruments subject to phase out arrangements	-	48.0	48.0	-
Amount excluded from AT1 due to cap	-	12.0	12.0	60.0
Current cap on T2 instruments subject to phase out arrangements	-	51.7	51.7	-
Amount excluded from T2 due to cap	-	6.5	6.5	46.2

Notes and General Information on Basel III Impacts

- Under Basel III as per Article 36 the Group's intangible assets will be deducted from Common Equity tier 1 as opposed to total tier 1 under Basel II.
- Under Basel III as per Article 36 the result of the Group's expected loss less provisions calculation will be deducted from Common Equity tier 1 (Basel II rules deducted 50% from tier 1 and 50% from tier 2 capital). See note 6 below for an explanation of the difference between 31 December 2013 and 1 January 2014.
- As per the PRA's transitional provisions the Group's PIBS will grandfather out of eligibility of tier 1 and therefore only 80% of value at 31 December 2012 can be recognised during 2014. See Appendix A.
- Under Basel III, as per Article 487, the Group can recognise any tier 1 capital that exceeds the tier 1 capital grandfathering limit as tier 2 capital, provided the maximum tier 2 capital grandfathering limit is not exceeded. As the Group's subordinated debt is amortising on a straight line basis due to the maturity in June 2016 it creates an allowance the Group can utilise. See Appendix A.
- Under Basel III as per Article 487 the Group can recognise grandfathered tier 1 capital within tier 2 subject to the tier 2 capital grandfathered limit not being breached. This £5.5m is part of the £11.9m excluded from tier 1 (see note 3) due to grandfathering that can be included in tier 2 capital without exceeding the tier 2 capital limit. See Appendix A.

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6. The movement in RWA's is due to the following:
- The BIPRU preferential treatment waiver for specialised lending exposures no longer being available under Basel III. Both the Group's RWAs (£54.0m) and expected losses (£1.1m) will increase under Basel III rules on 1 January 2014.
 - Basel III requires capital to be held for Credit Valuation Adjustment (CVA) (£6.2m).
 - Basel III requires deferred tax assets that rely on future profitability and arise from temporary differences to be deducted from CET1, however due to threshold exemptions the deduction is not applied and instead is risk weighted at 250% (£1.6m) as opposed to the Basel II treatment of all deferred tax assets being risk weighted at 100%.

Given the phasing of both capital requirements and target levels, in advance of needing to comply with the fully loaded end state requirements, the Society will have the opportunity to continue to generate additional capital from earnings and take management actions to mitigate the impact of Basel III. Ineligible Additional Tier 1 and Tier 2 capital, which qualifies for grandfathering under the transitional relief, will be replaced through annual profits.

5.3 Leverage

Basel III introduces a non-risk based leverage ratio to supplement the risk based capital requirements. The ratio shows tier 1 capital as a proportion of on and off balance sheet assets. The ratio does not distinguish between the credit quality of loans and acts as a primary constraint to excessive lending in proportion to the capital base. The minimum ratio must be 3% (33x leverage) but the leverage ratio will not become a binding component until 1 January 2018. The ratio and its components are disclosed in more detail in below.

	Notes	2013 £m	2012 £m
Total Balance Sheet as per Statutory Accounts		7,058.1	6,784.3
Adjusted for:			
Add back of provisions		59.9	67.1
Potential future credit exposure for swaps		13.2	17.7
10% of off balance sheet exposures with a 0% CCF-Other legally binding commitments		2.6	2.0
Off balance sheet exposures with a 50% CCF-Commercial lending commitments	1	48.5	210.6
Off balance sheet exposures with a 100% CCF-Retail commitments	1	214.4	-
Regulatory adjustment for Goodwill		(2.4)	(0.7)
Regulatory adjustment for Intangibles		(2.0)	(2.0)
Leverage Exposure		7,392.3	7,079.0
Tier 1 capital		397.7	396.2
Tier 1 capital (transitional position)	2	370.3	n/a
Leverage ratio using tier 1 Capital		5.38%	5.55%
Leverage ratio using three month average	3	5.42%	n/a
Leverage ratio using transitional Tier 1 Capital	2	5.02%	n/a

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Notes and General Information on Leverage

1. The movement in off balance sheet items in the year is due to the implementation of IRB. In 2012 off balance sheet mortgage commitments were assigned a 50% credit conversion factor (CCF), under the Group's IRB approach they have been assigned a 100% CCF.
2. The transitional position represents the Tier 1 capital and Leverage ratio at 1 January 2014 following Basel III transitional provisions.
3. As per European Banking Authority (EBA) guidelines the leverage ratio is reported as a straight average of the two previous months and the current month.

5.4 Capital Buffers

To encourage adequate build up of loss absorbing capital that can be used in times of stress Basel III requires the use of common equity capital buffers. A Capital Conservation Buffer (CCB) of 2.5% and a Counter-Cyclical Capital Buffer (CCCB) of up to 2.5% which can be applied by regulators when macroeconomic conditions dictate.

In addition, globally systemically important banks are expected to hold a buffer of up to 2.5%. This is not expected to be applicable to the Society.

The available Common Equity Tier 1 capital as a percentage of risk weighted assets to meet these buffers when they are implemented is shown in Section 5.2.

5.5 Counterparty Credit Risk

As part of the Basel III rules a new capital charge for credit valuation adjustment risk will be required. The additional requirement will be based on derivative instrument exposures that have not been cleared through a central counterparty. The impact on risk weighted assets is shown in Section 5.2 note 6.

5.6 Capital adequacy through transition

	Basel II at 31 December 2013 £m	Transitional Basel III Rules at 1 January 2014 £m	Final Basel III Rules at 1 January 2022 £m
Total minimum Pillar 1 capital requirement	169.9	174.8	174.8
Total own funds	429.0	422.0	319.3
Excess of own funds over minimum capital requirement under Pillar 1	259.1	247.2	144.5

6. Risk Management Objectives and Policies

6.1 Overview

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, raise wholesale funding and to manage the interest rate risk arising from its operations.

The Group'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. The key risks to which the Group is exposed include strategic risk (including reputational risk), credit risk, liquidity risk, market risk, conduct risk, operational risk and pension obligation risk.

Further detail on these risks can be found in Section 7 and in the Risk Management Report on pages 14–20 of the 2013 Annual Report and Accounts.

The ways in which the Group manages these risks include:

- Setting and maintaining a Board approved Statement of Risk Appetite;
- Using models and output from those models to help guide business strategies;
- Producing key risk information and indicators to measure and monitor performance;
- Using Management and Board Committees to monitor and control specific risks; and
- Using limits, and triggers to control portfolio composition.

6.2 Risk Appetite

The Group is a mutual organisation with no shareholders and is the custodian of its Members' long term financial interests. The Members are entitled to take for granted that their money is safe. The Group's Board adopts a prudent attitude to risk when setting its risk appetite.

There is no one single measure that defines the Board's Risk Appetite, but rather, a framework through which the Board has set overarching parameters within which the business is managed and performance monitored. The Board's Statement of Risk Appetite is expressed to reflect the strategy, overall objectives and business plans of the Group within the following broad categories:

- Capital;
- Profitability/Asset Quality (credit risk);
- Return on Capital;
- Liquidity/Funding.

The framework includes business planning, capital planning, liquidity planning and risk management processes. Governance of these processes is achieved through the Group Management Committee (GMC), the Group Risk Committee and their subsidiary committees: Group Credit Risk Committee, Asset and Liability Committee, Group Operational Risk Committee and Model Governance Committee.

The Risk Appetite statement and measures are reviewed at least annually or in the event that there are significant changes in strategy that require an adjustment to Risk Appetite.

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6.3 Risk Management Structure

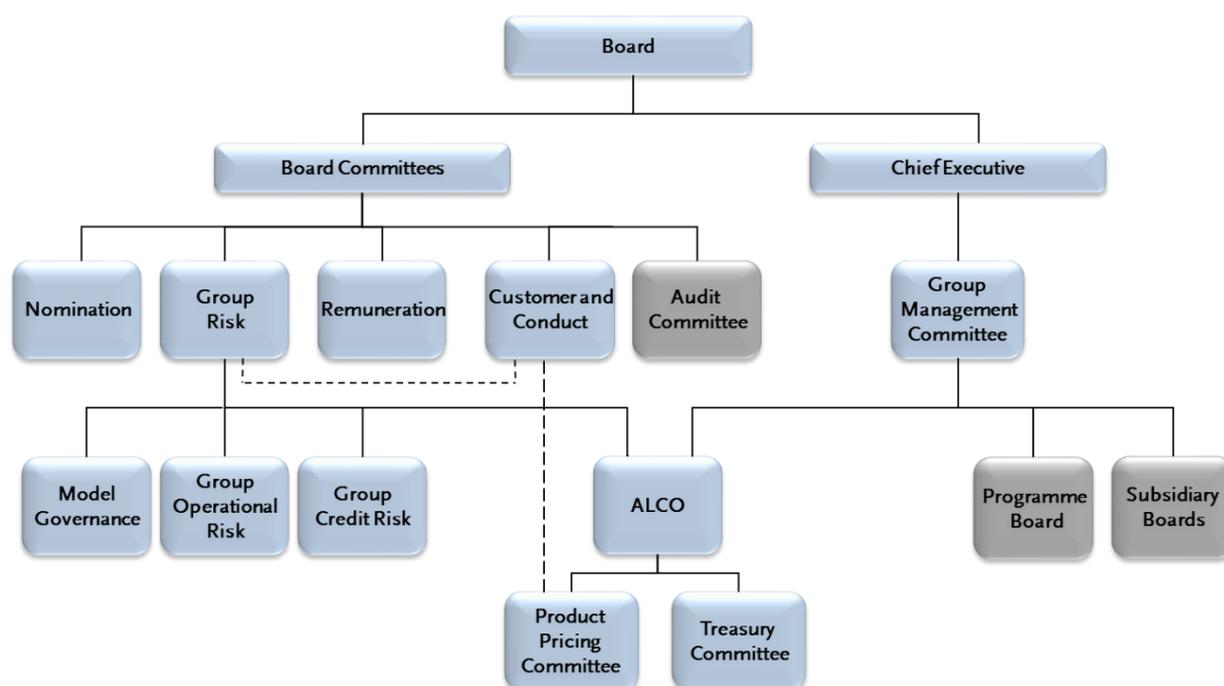
The Group adopts a 'three lines of defence' model as the risk management structure.

- **First line of defence** – primary responsibility for the identification, control, monitoring and mitigation of risk lies with operational areas across each business area.
- **Second line of defence** – oversight and governance will be provided by the second line of defence through specialist support functions such as Group Risk and additionally through Risk Committees. The role of these functional specialists is to maintain and review policies, establish limits and qualitative standards which are consistent with the Group's risk appetite, monitor and report on compliance with those limits and standards, and generally to perform an oversight role in relation to the management of risk.
- **Third line of defence** – the Group's internal audit function and audit committee is responsible for providing independent review of the effectiveness of the risk management structure and adherence to processes in the first and second lines.

6.4 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.

Further details on risk governance is included in the Risk Management Report on pages 14–20 of the 2013 Annual Report and Accounts.



*Committees highlighted in blue are detailed in this document; Committees highlighted in grey are not detailed in this document.

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6.4.1 Board Committees

The Board focuses on strategic issues, control of the business, review of operational and management performance, oversight of subsidiary companies and maintaining a system of effective corporate governance. The Board operates through its regular meetings and five committees – Remuneration, Nomination, Audit, Customer and Conduct and Group Risk Committees.

The Customer and Conduct Committee (CCC) is responsible for providing oversight of the Group's Business Conduct framework and strategy. Key Conduct risks are reviewed by the Committee and reported to the Group Risk Committee.

Further information on Board committee Terms of Reference can be found on the website www.principality.co.uk. This includes frequency of meetings, Committee functions and reporting to/from the committee. Terms of Reference are also held internally for all committees within the Group.

6.4.2 Group Risk Committees

Chaired by a non-executive director the Committee is responsible for considering and recommending the Group's risk appetite, capital and liquidity adequacy to the Board. It is responsible for maintaining an appropriate governance structure to ensure that risks across the Group are identified and managed effectively and for monitoring and reviewing internal and external risks including the assessment and quantification of all material prudential risks to support current and future estimation of regulatory capital requirements.

Group Credit Risk Committee

The Group Credit Risk Committee (GCRC) is a management committee, chaired by the Group Risk Director. The Committee is responsible for the management of the Group's Retail and Commercial credit risk in line with the Board approved Group Risk Appetite statement. The functions of the committee include review and approval of the Retail and Commercial credit risk policies together with the development of detailed limits and triggers for credit risks within the Group's overall risk appetite and for monitoring credit risk exposures. The Chairman of the Committee reports on the Committee's activities to the Group Risk Committee.

Group Operational Risk Committee

The Group Operational Risk Committee (GORC) is a management committee, chaired by the Group Risk Director. The Committee is responsible for the Operational Risk Framework and its implementation. The duties of the committee include the development and implementation of a robust operational risk framework and operational risk policies together with oversight of the key operational risk exposures facing the Group. The Chairman of the Committee reports on the Committee's activities to the Group Risk Committee.

Model Governance Committee

The Model Governance Committee (MGC) is chaired by the Group Finance Director. The committee provides oversight and management of the Group's Risk and Finance models. The main function of the committee is to review the construct and operation of models and modelling tools used across the Group and ensure they are fit for purpose. Formal minutes are submitted to the Group Risk Committee.

The MGC is the designated committee for the approval of the IRB rating system.

6.4.3 Group Management Committee

The Group Management Committee (GMC) is the principal management committee of the Group. It is chaired by the Group Chief Executive and membership includes all the Executive Directors. The functions of GMC 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. This Committee is also responsible for overseeing strategy implementation, monitoring performance of the Society and its subsidiaries, and approving changes to administered interest rates for mortgage accounts.

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Asset and Liability Committee

The Asset and Liability Committee (ALCo) is chaired by the Group Finance Director. Its functions include monitoring the interest rate characteristics of retail, commercial 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 assets held for liquidity purposes and monitoring the performance of the funding and liquid asset portfolios. The minutes and actions are reviewed by the Board, GMC and Group Risk Committee.

Treasury Committee

The Treasury Committee is chaired by the Group Finance Director. The committee has delegated responsibility for monitoring the Group's Treasury Counterparty Credit Risk, Liquidity Risk and Interest Rate Risk in line with the Risk Appetite as set by the ALCo, Group Risk Committee and Board. The minutes and actions are also reviewed by ALCo.

Product Pricing Committee

The Product Pricing Committee is chaired by the Customer Director. The main function of the committee is to approve new business and retention retail mortgage and savings product pricing which are appropriate, given current market conditions and operational constraints, to achieve net interest margin and volume targets contained in the Group's business plans, Board approved risk limits, and within the context of achieving fair outcomes for customers. This committee reports to ALCo and the Customer and Conduct Committee.

6.5 Stress Testing

Group-wide stress tests are an integral part of the annual business planning process and annual review of risk appetite. Tests are designed to ensure that the Group's financial position and risk profile provide sufficient resilience to withstand the impact of severe economic stress on the market (systemic stress) or stress events that would only impact the Society (idiosyncratic stress). Stress testing also informs early-warning triggers, management actions, contingency and recovery plans to mitigate potential stresses and vulnerabilities and as such is integral to the Group's risk management framework.

The stress testing framework also includes reverse stress testing techniques which aim to identify circumstances under which the Group's business model is no longer viable, leading to a significant change in business strategy. Examples include extreme macroeconomic downturn scenarios (e.g. a breakup of the Euro area) and also targeted attacks on the Group (e.g. cyber threats).

Stress testing is used to identify and review the potential effectiveness of management actions that would be taken to mitigate the impact of a stress.

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7. Principal Risk Measurement, Mitigation and Reporting

7.1 Credit Risk Overview

Credit risk is the potential risk that a customer or counterparty will fail to meet its financial obligations to the Group as they become due. Credit risk arises primarily from loans to residential customers, loans to commercial customers and from the 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 strategy and investment portfolio management. The quality of individual lending decisions, subsequent management and control, together with the application of a credit policy that reflects the risk appetite of the business, has a direct impact on the achievement of the financial objectives of the Group. Each of the four business areas, residential first and second charge lending, commercial lending and treasury has its own Credit Risk Policy Statement setting out its risk appetite which includes policy scope, structures and responsibilities, definitions of risk and risk measurement and approach to 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 using credit risk management techniques adopted as part of the Group's overall approach to measure, mitigate and manage credit risk in a manner consistent with the risk appetite approved by the Group Risk Committee (GRC) and Board. Credit risk portfolios are subject to regular stress testing to simulate outcomes and assess the potential impact on capital requirements.

Further details of credit risk governance are included in the Risk Management Report on pages 14–20 of the 2013 Annual Report and Accounts.

7.1.1 Exposures

Exposure at Default (EAD) as shown in these credit risk disclosures is defined as the exposure value under regulatory definitions for capital purposes. EAD is an estimate of the expected utilisation of a credit facility and will be equal to or greater than the currently drawn exposure excluding any Basel III defined credit risk mitigation (CRM).

	EAD Pre-CRM*	EAD Post-CRM*	RWAs	Capital Required
	As at December 2013 £m			
Retail financial services	4,896.8	4,896.8	783.3	62.7
Secured personal lending	567.3	567.3	274.3	21.9
Commercial lending	874.1	874.1	734.5	58.8
	6,338.2	6,338.2	1,792.1	143.4
Treasury				
Central governments or central banks	700.7	700.7	-	-
Multilateral development banks	116.0	116.0	-	-
Financial institutions*	296.6	253.9	63.3	5.1
	1,113.3	1,070.6	63.3	5.1
Other assets	73.2	73.2	71.2	5.7
Total	7,524.7	7,482.0	1,926.6	154.2

*Credit Risk Mitigation (CRM) is relevant to the Group's Financial Institutions exposure, and includes netting and collateral agreements.

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The geographical distribution of these exposures at 31 December 2013 is as follows:

	UK	Other European Countries	North America	Rest of the World	Total
EAD Pre-CRM	£m	£m	£m	£m	£m
Retail financial services	4,896.8	-	-	-	4,896.8
Secured personal lending	567.3	-	-	-	567.3
Commercial lending	874.1	-	-	-	874.1
	6,338.2	-	-	-	6,338.2
Treasury					
Central governments or central banks	700.7	-	-	-	700.7
Multilateral development banks	-	116.0	-	-	116.0
Financial institutions	296.6	-	-	-	296.6
	997.3	116.0	-	-	1,113.3
Other Assets	73.2	-	-	-	73.2
Total	7,408.7	116.0	-	-	7,524.7

The following table shows the residual maturity of the exposures at 31 December 2013:

	Up to 12 months	1-5 years	More than 5 years	Total
EAD Pre-CRM	£m	£m	£m	£m
Retail financial services	25.1	221.0	4,650.7	4,896.8
Secured personal lending	1.3	53.7	512.3	567.3
Commercial lending	89.6	365.9	418.6	874.1
	116.0	640.6	5,581.6	6,338.2
Treasury				
Central governments or central banks	353.6	324.4	22.7	700.7
Multilateral development banks	52.6	63.4	-	116.0
Financial institutions*	207.7	73.8	15.1	296.6
	613.9	461.6	37.8	1,113.3
Other assets	-	-	73.2	73.2
Total	729.9	1,102.2	5,692.6	7,524.7

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

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7.1.2 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.

The Group's residential loan portfolio is managed using a rating system which has been developed in line with the IRB approach to credit risk as described below.

The following table shows the Group's exposure to first charge retail mortgages under IRB at 31 December 2013:

PD Bands	Exposure at Default Estimate 2013 £m	Exposure Weighted Average Loss Given Default 2013 %	Average Risk Weight 2013 %	Average Expected Loss 2013 %
0%≤PD<0.2%	3,526.9	20.8	6.1	0.0
0.2%≤PD<1%	1,100.0	28.0	23.1	0.1
1%≤PD<9.3%	123.8	30.1	75.6	0.9
9.3%≤PD<26.47%	67.8	27.1	156.5	4.8
26.47%≤PD<44.36%	23.6	29.5	171.1	12.6
44.36%≤PD<100%	23.6	27.6	84.3	20.4
In default	31.1	29.7	172.1	15.9
Total	4,896.8	22.9	16.0	0.4

IRB Approach Overview

The Retail IRB ratings system is used to assess the credit risk exposure of the Group and the level of regulatory capital to be held. The models are built using:

- Probability of Default (PD) – the probability of an obligor defaulting in the next 12 months;
- Exposure At Default (EAD) – an estimate of the outstanding balance if the customer does default;
- Loss Given Default (LGD) – an estimate of the outstanding balance not recovered and the costs associated with that recovery process.

Expected loss for the next 12 months is a function of the models listed above.

The PD model predicts the likelihood of a mortgage defaulting within the next 12 months. Default is defined as being six or more months in arrears, or earlier if there are other indicators that the borrower is unlikely to repay. The probability of default is calculated using a combination of the credit score obtained at the point of application, the behavioural score and the arrears status of the mortgage. This approach allows grade migration to occur as account performance is influenced by the economic cycle. The PD for retail mortgages uses a hybrid rating system that combines Point in Time (PiT) grade distributions with conservatively assessed long run default probabilities that are mapped for each grade.

The LGD and EAD models calculate 'best estimate' and 'downturn' values. The downturn values are used when calculating the Pillar 1 capital requirement.

The LGD model uses estimates of the ratio of the outstanding balance to property value, the current point in the house price cycle relative to the trough of the cycle, collections costs and the time that would be taken to take possession and realise the value of the property through sale to predict the loss on sale.

The EAD value conservatively adjusts the current balance to allow for additional interest that would be added to the balance prior to default. Where applicable the balance will also be increased by any available undrawn balance. It also includes any committed exposures, such as undrawn mortgage approvals.

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The PD and LGD models were built using both internal data relating to the borrower and property, and external data obtained from credit reference agencies. Data from the 1990s was used to ensure that an appropriate long run average PD could be calculated, and that LGDs were adjusted for downturn conditions, such as those seen in the recession of the early 1990s.

During 2013, 60 repossessed properties were sold. The actual losses on these properties were lower than the best estimates. This favourable loss experience arose as a result of the discount from the 'forced sale' of a property being lower than that included in estimates of loss i.e. sale prices were higher than anticipated. The rating system produced small over-predictions of the exposure at default for defaulted accounts in 2013. Across the retail mortgage portfolio, the actual default rate was lower than that predicted 12 months earlier. The calibration of PDs to long run averages and LGDs to downturn estimates adds further conservatism to the calculation of regulatory capital requirements.

The models are also used within the Society for the following purposes:

- Pricing of credit risk into mortgage products;
- Providing a risk assessment, or credit score, of the mortgage applicants which is used in the decision-making process;
- Prioritising the work of the Collections department for any mortgage accounts that fall into arrears;
- Capital planning.

IRB model governance

The MGC is the designated committee through which authority to change the IRB Ratings System is obtained. The Committee receives regular management information on the performance of the individual components of the rating system and receives formal annual reviews of the accuracy, adequacy and use of the ratings system. Performance measures with trigger levels are set to ensure that any amendments or updates are made when necessary.

Independent validation of the rating models are undertaken using a combination of MGC and external resource.

All model developments and material adjustments are subject to assessment against a comprehensive validation framework, which incorporates all relevant requirements from BIPRU. For each rating system, the outcome of the validation process is fully documented, and then challenged by the 'second line of defence' MGC.

The IRB models are operated by the Group Risk function through an integrated capital calculation system. The system is regularly backed-up, and can be operated in an event that would require the full or partial operation of the Society's business continuity plans. The Group has a Change Control Policy which specifies how model changes are approved, and procedures describing how physical systems changes are made.

Retail Credit Risk Management

A series of specific limits and thresholds have 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 Group Credit Risk Committee reviews comprehensive risk based information on a monthly basis and has appropriate controls in place to ensure that new lending complies with the Board's stated risk appetite. Limits and triggers 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.

Mortgage intake is monitored daily by reference to product type, Loan to Value (LTV) and channel. Criteria are adjusted, or products withdrawn, if trends are inconsistent with risk appetite.

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7.1.3 Secured Personal Lending Credit risk

The Group's subsidiary, Nemo Personal Finance Limited (Nemo), offers loans to individuals secured by way of a second charge over residential property. All customers therefore have an existing first mortgage, and a typical borrower is seeking to finance purchases or to consolidate existing debts. Depending on the borrower's status, loans are available from £7,500 to £200,000 and are repayable over terms between three and twenty-five years.

Nemo Credit Risk Management

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. The strategy for secured personal lending is to continue to manage the business prudently, but not seeking to grow the level of the loan book. 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 through the proportion of new lending made in various LTV bands and this is monitored monthly by comparison to internal targets.

Management information is presented regularly to Nemo Board, Group Risk Committee 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.

Credit risk under Pillar 1 is calculated using the Standardised methodology for this portfolio, and risk weightings of 35% and 75% are applied to non-defaulted exposures, depending on the LTV. At the point of application no LTV is greater than 100% although historically it has been possible for capitalised Payment Protection Insurance (PPI) premiums to raise the LTV above 100%. Defaulted exposures attract a risk weighting of between 50% and 150% depending on the LTV and the level of provisions held. Adjustments to the exposure calculated under the Effective Interest Rate methodology of IAS 39 are treated as unsecured.

The secured personal lending portfolio is expected to migrate to the Retail IRB approach during 2014 under the roll out plan agreed with the PRA.

7.1.4 Commercial Lending Credit Risk

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

The Group's commercial loan portfolio comprises of the following:

	Drawn commitments £m	Un-drawn commitments £m	Total £m
Loans to Registered Social Landlords secured on residential property	158.6	9.8	168.4
Other loans secured on residential property	256.4	11.9	268.3
Loans secured on Commercial property	434.9	2.5	437.4
	849.9	24.2	874.1

*after the application of the appropriate credit conversion factors

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Commercial Credit Risk Management

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 GCRC and quarterly review by GRC. They are 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 remains cautious with regard to commercial lending which is undertaken on a prudent basis. Management continues to pursue a strategy geared towards reducing the overall exposure to development finance and larger, single counterparty loans.

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.

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 IRB methodology and uses a Specialised Lending Exposures approach. Loans are graded according to risk and assigned a prescribed risk weight and expected loss based on that risk grade.

Slot	Remaining Maturity <2.5 years		Remaining Maturity >=2.5 years	
	EAD £m	RWA %	EAD £m	RWA %
1-Strong	7.4	50.0	5.8	50.0
2-Good	108.8	70.0	270.0	70.0
3-Satisfactory	99.4	115.0	69.4	115.0
4-Weak	33.6	250.0	50.3	250.0
5-Default	12.7	0.0	48.3	0.0
Totals	261.9	106.2	443.8	89.5

Exposures to registered social landlords (EAD = £168.4) are not included in the table above and remain on the standardised approach and are subject to a risk weighting of 35%.

7.1.5 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 sufficient liquid assets to meet both PRA requirements in terms of liquidity buffer-eligibility, and internal requirements calculated using stress testing and having regard to seasonality within the risk exposure caused by savings maturities and other planned business events.

Treasury Credit Risk Management

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). However other factors are taken into account such as credit default swap (CDS) levels, the current share price, the annual report and account statements, as well as associated macro-economic factors, for example sovereign CDS levels, Gross Domestic Product (GDP), fiscal deficits. Institutions, including building societies which do not have external ratings, are individually assessed and approved using Board approved criteria. Limits are also in place for instrument type and country to mitigate against concentration risk arising in the treasury portfolio.

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Limits and tolerance thresholds are calibrated to ensure that expected or potential losses are restricted to levels consistent with the Board's risk appetite. Treasury counterparty lines of credit are reviewed on a weekly basis by the Treasury Committee and on a monthly basis by ALCo. This entails an analysis of the counterparty's financial performance, their ratings status and recent market intelligence to ensure that limits remain consistent with the Group's risk appetite. Changes to lines and limits are approved by ALCo.

The standardised methodology is used to determine risk weights for treasury's exposures to institutions. The risk weights are based on the credit quality, obtained from Moody's and Fitch, of the counterparty to which the exposure is outstanding with.

The Group's exposure to institutions includes an element attributable to derivatives, the Group uses derivatives to reduce its exposure to market risk, for example interest rate and foreign exchange risk.

Basel III requires the Group to calculate a Credit Valuation Adjustment (CVA) charge to capital for derivatives that have not been centrally cleared. The Group will use the standardised approach to CVA and the impact of this can be seen in Section 5.2 note 6.

The following tables show the exposure values of the Group's Treasury function calculated under the standardised approach broken down by credit quality step:

Central governments or central banks

Credit quality step	Risk weighting	Moody's ratings	Fitch's ratings	EAD Pre-CRM £m	EAD Post-CRM £m
1	0%	Aaa to Aa3	AAA to AA-	700.7	700.7

Multilateral development banks

Credit quality step	Risk weighting	Moody's ratings	Fitch's ratings	EAD Pre-CRM £m	EAD Post-CRM £m
1	0%	Aaa to Aa3	AAA to AA-	116.0	116.0

Financial Institutions

Credit quality step	Risk weighting	Moody's ratings	Fitch's ratings	EAD Pre-CRM £m	EAD Post-CRM £m
1	20%	Aaa to Aa3	AAA to AA-	62.8	52.4
2	20%/50%	A1 to A3	A+ to A-	198.8	171.0
3	20%/50%	Baa1 to Baa3	BBB+ to BBB-	30.0	25.6
n/a	20%/50%	Unrated	Unrated	5.0	5.0
				296.6	254.0

Note: the unrated exposures relate to fixed rate deposits held with Building Societies with no Fitch or Moody's ratings. As per BIPRU 3.4 unrated institutions attract a risk weight of 20% or 50% depending on the term of exposure.

Credit risk from derivatives and repurchase agreements are mitigated, where possible, through netting agreements whereby assets and liabilities with the same counterparty can be offset. All netting arrangements are legally documented through International Swaps and Derivatives Association (ISDA) and Global Master Repurchase Agreement (GMRA) master agreements with each counterparty. This provides the contractual framework within which dealing activities across a full range of 'Over The Counter' (OTC) products are conducted and contractually binds both parties to apply close-out netting across all outstanding transactions covered by an agreement if either party defaults or other predetermined events occur.

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Collateral is held or issued based on the market valuation of the Group's derivatives with a counterparty. The collateral document is the ISDA or GMRA Credit Support Annex (CSA). The collateral document gives the Group the power to use any collateral placed with it in the event of the failure of the counterparty. The collateral obtained for derivatives is cash denominated in Sterling.

The exposure value of the derivatives is calculated using the standardised mark to market method and are reduced by netting benefits (offsetting amounts due to and from the same counterparty) and cash collateral obtained through the CSA. The Group has derivatives with a total nominal amount of £3,018m (2012: £2,835m) of which £2,999m (2012: £2,798m) was eligible for netting as part of the CSA.

The following table shows the total exposure and impact of netting specifically for derivatives:

	2013 £m	2012 £m
Interest rate contracts - Prior to netting	37.8	51.1
Foreign exchange contracts - Prior to netting	3.1	2.7
Other contracts - Prior to netting	3.6	3.3
Gross positive fair value of contracts	44.5	57.1
Netting benefits	(24.2)	-
Netted current credit exposure	20.3	57.1
Collateral used	(12.4)	-
Negative replacement costs due to netting	0.3	-
Potential future credit exposure	13.2	17.7
Net derivative credit exposure[†]	21.4	74.8

[†]Net derivative credit exposure is the credit exposure on derivative transactions after considering both the benefits from legally enforceable netting agreements and collateral arrangements

Below is a table which shows how the external credit assessment institutions (ECAI's) ratings mapped to risk weights for the Groups exposures.

Moody's	Fitch	Credit Quality Step	Risk Weights		
			Central governments and central banks	Institutions < 3 months maturity	Institutions > 3 months maturity
Aaa to Aa3	AAA to AA-	1	0%	20%	20%
A1 to A3	A+ to A-	2	20%	20%	50%
Baa1 to Baa3	BBB+ to BBB-	3	50%	20%	50%
Ba1 to Ba3	BB+ to BB-	4	100%	50%	100%
B1 to B3	B+ to B-	5	100%	50%	100%
Caa1 and below	CCC+ and below	6	150%	150%	150%

7.1.6 Impaired Exposures, Past Due Exposures and Impairment Provisions

For accounting purposes, past due but not impaired exposures, impaired exposures and impairment provisions are defined as follows:

- **Past due but not impaired exposures** - An exposure is past due when a counterparty has failed to make a payment when contractually due.
- **Impaired exposures** - An exposure where the Group does not expect to collect all the contractual cash flows or to collect them when they are contractually due.
- **Impairment provisions** - Impairment provisions are a provision held on the balance sheet as a result of the raising of a charge against profit for the incurred loss inherent in the lending book. An impairment allowance may either be individual or collective.

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Accounting Policy

Details of the Group's accounting policy in respect of impaired exposures and impairment provisions raised in respect of loans and receivables are provided on pages 54-55 of the 2013 Annual Report and Accounts

Analysis of Past Due and Impaired Loans and Advances to Customers

The following table shows the net 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 2013.

	Retail financial services £m	Secured personal lending £m	Commercial lending £m	Total £m
Neither past due nor impaired	4,761.8	505.7	864.2	6,131.7
Past due:				
Up to 3 months	94.3	27.4	3.7	125.4
3 to 6 months	17.4	8.5	3.1	29.0
6 to 12 months	13.3	8.2	-	21.5
Over 12 months	4.6	17.5	-	22.1
Possessions	5.4	-	3.1	8.5
	135.0	61.6	9.9	206.5
Total exposures	4,896.8	567.3	874.1	6,338.2
Provisions	5.8	27.2	26.9	59.9
Charge for the year	0.4	5.3	16.7	22.4

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 2013.

	Fully secured on residential property		Fully secured on land		Total £m
	Individual provision £m	Collective provision £m	Individual provisions £m	Collective provision £m	
Balance at 1 January 2013	38.7	20.9	7.5	-	67.1
Charge/(release) for the year	4.5	(5.1)	23.0	-	22.4
Write-offs	(14.9)	-	(14.7)	-	(29.6)
Balance at 31 December 2013	28.3	15.8	15.8	-	59.9

Available for sale assets

As at 31 December 2013, none (2012: none) 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.

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Impairment Analysis by Geography

Other than £116.0m of AAA rated Supranational Bonds the Group does not hold any direct bank exposures outside the UK. The treasury risk function monitors exposure concentrations against a variety of criteria including counterparty and country limits and all exposures are well spread across this risk assessment framework. An assessment has been made of the Society's key counterparties regarding the potential levels of direct or indirect exposure to distressed Eurozone economies. This assessment concludes that no impairment provisions are required.

7.1.7 Credit Risk Concentrations

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.

For residential mortgages, LTV concentration limits are set within policy. Geographic concentration of risk is also monitored. The Group operates across the majority of the UK with a bias towards Wales. As at 31 December 2013, approximately 29.6% of retail and secured personal lending loans exposures by account and 31.9% 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 limits are set restricting the 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 profile, industry sector and geography. In terms of counterparty concentration, the largest single exposure to a commercial counterparty is 3.5% of gross balances in the commercial book.

7.1.8 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.

Collateral values are updated at the date of each statement of financial position based on the best information publically available. Land Registry data is used in the Retail Financial Services sector with Hometrack and Nationwide data being used in the Secured Personal Lending sector. Both indices take account of the geographical location of the collateral. External valuations are used to estimate commercial security values and future cash flows.

All residential property must be insured to cover property risks and this may be effected through a third party.

The value of residential property, conservatively adjusted for downturn economic conditions, is included within the calculation of Loss Given Default (LGD).

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 independent valuers.

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Hedging strategies are considered as part of the approval process and unless borrowers have chosen fixed rates, their exposure to interest rate movements must be deemed acceptable.

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.

7.2 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 Group and to ensure all financial obligations are met.

The day-to-day management of liquidity is the responsibility of the Group Treasury Department, which oversees 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, receiving regular reports on current and projected liquidity positions including the impact of stress testing. The Group conducts an Individual Liquidity Adequacy Assessment (ILAA) at least annually. This is used to assess the Group's liquidity adequacy and determine the levels of liquid assets required to support the current and future liquidity risks in the Group.

The most recent ILAA was approved by the Board in December 2013. The Group's ILAA includes stress tests that consider a range of severe scenarios and their impact on the Group, particularly with respect to retail saving outflows. The ILAA concludes that the Group's liquidity reserves are adequate to sustain the Group over an extended severe stress during which contingent actions aimed at stabilising the situation would be deployed.

7.3 Market Risk

Market risk is the risk that the value of, or income arising from the Group's assets and liabilities changes as a result of changes in market prices, the principal elements being interest rate risk including the use of derivatives, and foreign currency risk.

The Group Treasury Department is responsible for managing the Group's exposure to all aspects of market risk within the operational limits set out in the Group's Treasury Policies. Oversight is provided by the Treasury Committee, Asset and Liability Committee (ALCo), Group Management Committee (GMC) and Group Risk Committee (GRC) which approves the market risk policy and receive 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.

Interest Rate Risk

The Group is exposed to interest rate risk, principally arising from the provision of fixed rate lending and savings products. The various features and maturity profiles for these products, and the use of wholesale funds to support their delivery, 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 statement of financial position arises from administered rate liabilities, the pricing of which is influenced by competition for retail funds, and which are used to fund mortgages and other assets priced relative to the Bank of England base rate, albeit for relatively short durations.

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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 currently used by the Group are interest rate exchange contracts, commonly known as interest rate swaps.

The table below describes the principal activities undertaken by the Group, the related interest rate risks associated with those activities and the types of derivatives which are typically used to manage such risks:

Activity	Risk	Type of derivative
Fixed rate savings products and fixed rate funding	Sensitivity to changes in interest rates	Interest rate swaps
Fixed rate mortgage lending and fixed rate investments	Sensitivity to changes in interest rates	Interest rate swaps
Equity linked investment products	Sensitivity to equity indices	Interest rate swaps and equity linked options

The Group uses derivatives in accordance with the terms of 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.

Pension Obligation Risk

The Group has funding obligations for a defined benefit scheme which is closed to new entrants. It was closed to future accrual on 31 July 2010. Pension risk is the risk that the value of the Fund's assets, together with ongoing employer and member contributions, will be insufficient to cover the projected obligations of the Fund over time. The return on assets, which includes equities and bonds, will vary with movements in equity prices and interest rates. The projection of the Fund's obligations includes estimates of mortality, inflation and future salary rises, the actual out-turn of which may differ from the estimates. The fund is also exposed to possible changes in pension legislation.

To mitigate these risks, management, together with the Trustees of the Fund, regularly review reports prepared by the Fund's independent actuaries and take appropriate actions which may, for example, include adjusting the investment strategy and/or contribution levels. In September 2012 the Society concluded a 'buy-in' arrangement in order to reduce future uncertainty regarding ongoing costs and liabilities associated with its closed defined benefit pension scheme.

Further information on the buy-in can be found in note 12 to the 2013 Annual Report and Accounts.

Foreign 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 and therefore currency risk is not considered to be material for the Group.

Further details of market risk governance are included in the Risk Management Report on pages 14–20 of the 2013 Annual Report and Accounts.

7.4 Conduct Risk

Conduct risk is the risk of the Group treating its retail customers unfairly and delivering inappropriate outcomes.

The sustainability of the Group's business model, and achievement of its longer term strategy are dependent upon the consistent and fair treatment of customers. The emergence of the 'twin peaks' regulatory regime

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reflects the increasing scrutiny of the measures adopted by firms in relation to business conduct and has been mirrored by the Group's approach towards the governance of conduct risk.

The Group's Customer and Conduct Committee forms part of the overall governance and control framework and is responsible for ensuring adherence to the risk strategy and the conduct risk appetite statement.

Further details of conduct risk governance are included in the Risk Management Report on pages 14–20 of the 2013 Annual Report and Accounts.

7.5 Operational Risk

The Group has adopted the standardised approach to operational risk management and applies the industry standard definition namely: 'the risk of loss arising from inadequate or failed internal processes, people and systems or from external events'. This approach underpins the operational risks captured in the Group corporate risk registers and supports appropriate oversight of the key risk exposures facing the Group.

The Group's operational risk management framework sets out the strategy to identify, assess and manage operational risk with senior management having responsibility for understanding the nature and extent of the impacts on each business areas and for embedding the appropriate controls to mitigate those risks. The framework is reviewed periodically to take account of changes in business profile, new product development and the external operating environment.

Risk appetite for all prudential risk categories is expressed by the Board by reference to the most significant net risks recorded in 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, before and after taking into account the effectiveness of management controls, and other forms of mitigation.

The risk registers are subject to regular review by each risk owner 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, where such falls within the Group's control (this is particularly relevant in relation to other prudential risk categories e.g. strategic risk, which may be influenced by macroeconomic factors) and 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 Group Risk Director, the Group Operational Risk Manager and specialist teams forming part of the Group's 'Second Line of Defence' by reference to key risk indicators and operational loss reports. Where appropriate, initial challenge to the risk owners' assessment is provided by Group Risk and subsequently by GMC 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 Operational Risk Committee (GORC) on a quarterly basis. Group Risk Committee 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.

Further details of operational risk governance are included in the Risk Management Report on pages 14–20 of the 2013 Annual Report and Accounts.

8. Securitisation

8.1 Retained Securitisation Positions

In 2011 the Group entered into a Residential Mortgage Backed Security (RMBS) issue to raise funding for the Group. The RMBS issue involved the formation of a special purpose entity, Friary No.1 plc, which purchased beneficial interests in a portfolio of residential mortgages that are funded by the issue of floating rate mortgage backed securities (the Notes).

The Notes were issued by Friary No.1 plc to external counterparties and to the Group, either for the purposes of creating collateral to be used for funding or for subsequent sale of the Notes to investors outside the Group. Principality Building Society is both originator and servicer of the issue.

Other roles fulfilled by the Group are fully described in the Friary No.1 plc base prospectus, a copy of which can be found at www.euroabs.com.

The equity of Friary No.1 plc created for this securitisation is not owned by the Group. However, to comply with the Building Societies Act 1986 (International Accounting Standard and Other Accounting Amendments) Order 2004 and Standing Interpretations Committee (SIC) 12, Friary No.1 plc is included in the consolidated financial statements of the Group.

The Notes are serviceable firstly from cash flows generated by the mortgage assets and thereafter from the proceeds of the subordinated loans. The Group receives the excess spread on the transactions as deferred consideration, after Friary No.1 plc has met its liabilities and repaid the subordinated loan.

As at 31 December 2013, £482.8m (2012:£622.2m) of mortgages issued by the Society had been transferred to Friary No.1 plc which remains on the statement of financial position of the Society as it retains the risks and rewards. These assets are treated as encumbered. The amortised value of the bond was £510.4m (2012:£657.0m), with £358.9m (2012:£422.8m) retained by the Group. These self-issued securities are capable of repo financing either directly with the market or with central banks to which the Group has access. The Group provided a subordinated loan to its securitisation structure of £32.5m at issue.

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 continue to be calculated in line with BIPRU 3 requirements. Securitisation positions held by the Society are valued at Fair Value by Note Class. There have been no changes to the methods and key assumptions used to value the securitisation positions held.

The balances of notes in issue as at 31 December 2013 are as follows:

Note Class	2013 Current Balance £m	2012 Current Balance £m
A1	-	37.2
A2	382.4	457.0
B	128.0	128.0

The Class B Notes were taken up by the Group at the time of the securitisation transaction and were effectively a credit enhancement. There have been four losses, totalling £153.5k (2012: one loss of £13k) on the loans in the portfolio and there are 41 (2011: 33) accounts with arrears of three months or more.

Fitch and Moody's, both recognised ECAI's, rated the Notes under the securitisation.

The credit risk of the underlying mortgage pool is monitored by the Securitisation Manager. The market risk associated with the Notes is monitored by the Treasury function. Interest rate swaps are in place between the Group and Friary No.1 plc to hedge interest rate risk.

In October 2012, the Group became a member of the FLS and during 2013 drew down additional funding of £350m. The scheme allows the Group the ability to pledge mortgage assets with the Bank of England in return for Treasury bills which are capable of repo financing either directly with the market or with the central bank.

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Asset encumbrance is 16.8% (2012: 10.6%) of total assets. The Board has set an encumbrance limit of 30.0%.

	Carrying amount of encumbered assets £m	Fair value of encumbered assets £m	Carrying amount of unencumbered assets £m	Fair value of unencumbered assets £m
Assets of the reporting institution	1,184.2	n/a	5,873.9	n/a
Loans on demand	-	n/a	87.6	n/a
Equity instruments	-	-	-	-
Debt securities	-	-	566.0	566.0
Loans and advances other than loans on demand	1,117.1	n/a	4,820.4	n/a
Other assets	67.1	n/a	399.9	n/a

Further information on accounting policies for securitisations are included in note 1 to the 2013 Annual Report and Accounts.

8.2 Purchased securitisation positions

Since May 2012 the Society has selectively purchased senior tranches of positions in Residential Mortgage Backed Securities (RMBS). The Society's total exposure to purchased securitisation positions at 31 December 2013 was £30.8m (2012: £32.3m) based on market values, with the exposures consisting entirely of residential mortgage-backed securities. Such purchased securitisation positions provides the Society with a diversified, capital-efficient source of investment income. Investments are undertaken within a clearly defined credit risk policy.

The aggregate fair values are calculated based on quoted market prices.

The purchased securitisation positions are all in the most senior tranches of the issued note classes of each securitisation. The following table shows the breakdown of the exposures by credit quality steps with indicative external credit assessment ratings:

Credit quality step	Ratings			Exposures			
	S&P	Moody's	Fitch	2013 Exposure Value	2013 Exposure Weighted Average RW	2012 Exposure Value	2012 Exposure Weighted Average RW
				£m	%	£m	%
1	AAA	Aaa	AAA	30.8	20%	32.3	20%

The purchased securitisation positions are all residential mortgages which have all been originated and issued in the UK.

9. Appendix A – Grandfathering Profile & Capital Allowances

	Limits	Tier 1 Grandfather Limit	Tier 1 assigned	Tier 2 Grandfather Limit	Tier 2 assigned	Excess Tier 1 Available	Excess allowed to be classed as Tier 2	Available for inclusion in Tier 2
		£m	£m	£m	£m	£m	£m	£m
2012 Year End		60.00	60.00	92.29	64.61	n/a	n/a	n/a
01/01/2014	80%	48.00	48.00	51.68	46.15	12.00	5.54	5.54
30/06/2014	80%	48.00	48.00	51.68	36.92	12.00	14.77	12.00
31/12/2014	80%	48.00	48.00	51.68	27.69	12.00	24.00	12.00
30/06/2015	70%	42.00	42.00	45.22	18.46	18.00	26.77	18.00
31/12/2015	70%	42.00	42.00	45.22	9.23	18.00	35.99	18.00
30/06/2016	60%	36.00	36.00	38.76	0.41	24.00	38.35	24.00
31/12/2016	60%	36.00	36.00	38.76	0.00	24.00	38.76	24.00
30/06/2017	50%	30.00	30.00	32.30	0.00	30.00	32.30	30.00
31/12/2017	50%	30.00	30.00	32.30	0.00	30.00	32.30	30.00
30/06/2018	40%	24.00	24.00	25.84	0.00	36.00	25.84	25.84
31/12/2018	40%	24.00	24.00	25.84	0.00	36.00	25.84	25.84
30/06/2019	30%	18.00	18.00	19.38	0.00	42.00	19.38	19.38
31/12/2019	30%	18.00	18.00	19.38	0.00	42.00	19.38	19.38
30/06/2020	20%	12.00	12.00	12.92	0.00	48.00	12.92	12.92
31/12/2020	20%	12.00	12.00	12.92	0.00	48.00	12.92	12.92
30/06/2021	10%	6.00	6.00	6.46	0.00	54.00	6.46	6.46
31/12/2021	10%	6.00	6.00	6.46	0.00	54.00	6.46	6.46

10. Appendix B - Remuneration

The following tables display the 2013 remuneration for the Group's managers and members of staff whose actions have a material impact on the risk profile of the Society (Code Staff). This includes executive and non-executive directors.

The Report of the Remuneration Committee contained within the 2013 Annual Report and Accounts contains the following:

- The decision making process used for determining the remuneration policy
- The link between pay and performance
- The most important remuneration design characteristics

Aggregate Code Staff Remuneration, broken down by business area

Details of remuneration paid to code staff are as follows:

	Fixed remuneration	Variable remuneration	Total remuneration*	Proportion of variable remuneration to total remuneration	Number of beneficiaries
	£k	£k	£k	%	
Core Society	1,828	396	2,224	18	15
Secured Personal Lending	557	128	685	19	3
Group	2,385	524	2,909	18	18

* Total remuneration = fixed remuneration, variable remuneration, director fees, car allowance, pension and benefits in kind.

11. Glossary of Terms

Basel II	The Basel Committee on Banking Supervision's statement of best practice that defines the methods by which firms should calculate their regulatory capital requirements to retain enough capital to protect the financial system against unexpected losses. Basel II became law in the EU Capital Requirements Directive and was implemented in the UK via the PRA Handbook.
Basel III	The Basel Committee on Banking Supervision's statement of best practice that defines the methods by which firms should calculate their regulatory capital requirements to retain enough capital to protect the financial system against unexpected losses. Basel III became law in the EU Capital Requirements Directive IV and was implemented in the UK via the PRA/FCA Handbook on the 1 st January 2014.
BIPRU	The FSA implementation of the Basel II regulation through the FSA Handbook
CCB	Capital Conservation Buffer. A buffer of 2.5% of Common Equity Tier 1 capital held outside periods of stress. Phased in from 2016 to 2019.
CCCB	Counter-Cyclical Capital Buffer. Based on national circumstances a buffer between 0% - 2.5% of Common Equity Tier 1 capital.
CCF	Credit Conversion Factor. An estimation of the drawdown of an undrawn facility.
CET1	Common Equity Tier 1 (CET1) replaces the Core Tier 1 expression used previously for the best quality capital. In Principality's instance this consists mainly of retained earnings.
Code Staff	Executive and non-executive directors, senior management and members of staff whose actions are deemed to have a material impact on the risk profile of the Group.
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.
CQS (Credit Quality Steps)	A credit quality assessment scale as set out in BIPRU 3.4 (Risk weights under the standardised approach to credit risk) and BIPRU 9 (Securitisation).
CRD IV	Capital Requirements Directive IV. This implements Basel III through national law.
Credit risk	The risk that a borrower or counterparty fails to pay the interest or to repay the capital on a loan. Credit risk is the largest risk category to which the Group is exposed and sub-divided as follows: retail lending, commercial lending, and Treasury credit risks.

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Credit risk mitigation	Techniques 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, the assignment of receivables or the use of credit derivatives, guarantees, credit insurance, set off or netting.
CRR IV	Capital Requirements Regulation IV. This implements Basel III directly to firms across the EU.
CVA	Credit Valuation Adjustment. The adjustment reflects the current market value of the credit risk of the counterparty to the institution.
EAD	Exposure at Default. An estimate of the outstanding balance if the customer does default.
ECAI	External Credit Assessment Institution. 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.
FCA	Financial Conduct Authority. The financial services industry regulator in the UK for Conduct issues
FSA	Financial Services Authority. The previous financial services industry regulator in the UK superseded by the PRA and the FCA.
Guarantee	An agreement by a third party to cover the potential loss to a credit institution should a specified counterparty default on their obligations.
ICAAP	Internal Capital Adequacy Assessment Process. The Group's own assessment, as part of Basel II requirements, of the levels of capital that it needs to hold in respect of its regulatory capital requirements (for credit, market and operational risks) and for other risks including stress events.
ICG	Individual Capital Guidance. The minimum amount of capital the Group should hold as set by the PRA under Basel II Pillar 2.
ILAA	Individual Liquidity Adequacy Assessment. The Group's own assessment of the levels of liquidity that it needs to meet its current and financial obligations. These are assessed under normal and stressed condition.
Interest rate risk	Interest rate risk is the exposure of a firm's financial condition to adverse movements in interest rates.
IRB	Internal Ratings Based approach. A Basel II approach for measuring exposure to credit risks. IRB approaches are more sophisticated and risk-sensitive than the Standardised Approach and may only be used with PRA permission.
LIBOR	London Inter Bank Offered Rate.
LGD	Loss Given Default. An estimate of the outstanding balance not recovered and the costs associated with that recovery process.

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LTV	Loan To Value. A ratio which expresses the amount of a mortgage as a percentage of the value of the property. The Group calculates residential mortgage LTV on an indexed basis (the value of the property is updated on a regular basis to reflect changes in the house price index (HPI)).
Maturity	The remaining time in years that a borrower is permitted to take to fully discharge their contractual obligation (principal, interest and fees) under the terms of a loan agreement.
Minimum capital requirement	The minimum amount of regulatory capital that a financial institution must hold to meet the Basel II Pillar 1 requirements for credit and operational risk.
Netting	The ability to reduce credit risk exposures by offsetting the value of any deposits against loans to the same counterparty.
Operational risk	The risk of loss arising from inadequate or failed internal processes, people and systems, or from external events.
PD	Probability of Default. The probability of defaulting in the next 12 months
PIBS	Permanent Interest Bearing Shares. Unsecured, deferred shares of the Society that are a form of Tier 1 capital. PIBS rank behind the claims of all subordinated debt holders, depositors, creditors and investing members of the Group. Also known as subscribed capital.
Pillar 1	The part of the Basel II Framework which sets out the regulatory minimum capital requirements for credit and operational risk.
Pillar 2	The part of the Basel II 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 is an outcome from Pillar 2.
Pillar 3	The part of the Basel II 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.
PPI	Payment Protection Insurance.
PRA	Prudential Regulation Authority. The financial services industry regulator in the UK for prudential risk
Provisions	Amounts set aside to cover losses associated with credit risks.

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Securitisation	A process by which a group of assets, usually loans, are aggregated into a pool, which is used to back the issuance of new securities. A company transfers assets to a special purpose vehicle (SPE) which then issues securities back by the assets. The Group has established securitisation structures as part of its funding activities. These securitisation structures use retail mortgages as the asset pool.
SPE	Special Purpose Entities. Entities that are created to accomplish a narrow and well defined objective. There are often specific restrictions or limits around their ongoing activities. The Group uses an SPE set up under securitisation issue. Where the Group has control of these entities or retains the risks and rewards relating to them they are consolidated within the Group's results. This term is used interchangeably with SPV (special purpose vehicle).
Stress testing	Various techniques that are used by the Group to gauge the potential vulnerability to exceptional but plausible events.
Subordinated debt	A form of Tier 2 capital that is unsecured and ranks behind the claims of all depositors, creditors, and investing Members but before the claims of holders of permanent interest-bearing shares.
The Standardised Approach (credit risks)	The basic method used to calculate credit risk capital requirements under Basel II. In this approach the risk weights used in the capital calculation are determined by PRA supervisory parameters. The standardised approach is less risk-sensitive than IRB.
The Standardised Approach (operational risks)	The standardised approach to operational risk, calculated using three year historical net income multiplied by a factor of 12-18%, depending on the underlying business being considered.
Total Remuneration	The sum of fixed pay, variable pay, director fees, car allowance, pension and benefits in kind.