

CAPITAL REQUIREMENTS
DIRECTIVE

PILLAR 3 DISCLOSURES

31 December 2019



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*Authorised by the Prudential Regulation
Authority and regulated by the Financial
Conduct Authority and Prudential Regulation
Authority. FRN 206048*

Member of the Building Societies Association

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TABLE OF CONTENTS

1.	Background	3
2.	Scope	4
3.	Basis and frequency of disclosures	4
4.	Risk Management Objectives and Policies	5
4.1.	Risk Management Framework	5
4.2.	Board and Committee Structure	6
3.4	Internal Audit	9
3.5	Other Risk Management Measures	9
5.	Principal and Other Risks	9
5.1.	Principal Risks	10
5.2.	Other Risks	12
6.	Capital Resources	13
7.	Capital Adequacy	15
8.	Credit Risk	17
8.1.	Provisions	17
8.2.	Treasury Assets	18
8.3.	Counterparty Credit Risk	18
8.4.	Credit Risk Mitigation	19
9.	Remuneration Matters	19
9.1.	PRA Disclosure Requirements	19
9.2.	Governance	19
9.3.	Code Staff	19
9.4.	Remuneration Disclosure	20
10.	Conclusion	21

1. Background

The European Parliament and Council approved new capital reforms which resulted in the implementation of Basel III into the European Union from 1 January 2014. Some of the provisions of Basel III have been implemented via a regulation specific to the UK, whilst others have required approval by the UK regulators the Prudential Regulation Authority ("PRA"). The new rules covering the capital reforms are incorporated in the Capital Requirements Regulations ("CRR") and the Capital Requirements Directive ("CRD") which collectively are referred to as CRD IV.

These capital reforms introduced stringent rules in relation to the eligibility of capital instruments. The main focus is on having 'fully loss absorbing capital' which is termed as 'Common Equity Tier 1 Capital'. Other Tier 1 capital instruments which are not fully loss absorbing can still be treated as additional Tier 1 capital under the transitional arrangements, but will be fully amortised over a nine year period. CRD IV has also brought in certain deductions from Common Equity Tier 1 capital not seen in the previous BIPRU regulations.

Common Equity Tier 1 ('CET1') capital buffer requirements, were brought in under CRD IV. These buffers can be used in a period of stress. In 2019, the Capital Conservation Buffer was 2.5% of Risk Weighted Assets ("RWA") and is not currently scheduled to change. As at 31 December 2019, the Countercyclical Capital Buffer ("CCyB") was 1.0% and was due to increase to 2.0% in December 2020. This rate changes when directed by the Financial Policy Committee ("FPC"). There were currently no further increases in the CCyB indicated after December 2020.

On 11 March 2020, the FPC announced that the CCyB would be reduced to 0% and that no increase should be expected until March 2022 at the earliest.

The CRD is split into three main parts, known as "Pillars":

- Pillar 1 - Minimum capital requirements, calculated by the Group using defined formulae
- Pillar 2 - The Internal Capital Adequacy Assessment Process ("ICAAP") undertaken by the Group, and the Supervisory Review and Evaluation Process ("SREP") undertaken by the PRA
- Pillar 3 – This report has been prepared to meet the disclosure requirements of CRD IV and is issued on an annual basis in conjunction with the Group's Annual Report and Accounts.

Under Pillar 1 the Group has followed the Standardised Approach to both Credit Risk and Market Risk and the Basic Indicator Approach to Operational Risk, permitted by the CRD when calculating the minimum capital requirement. This involves applying a defined risk based capital calculation to produce the Group's credit and operational risk capital requirements.

As required by Pillar 2, the Group's Board has performed a thorough assessment of the risks to which the Group is exposed and has calculated the additional amount of capital that it considers necessary to cover these risks, above and beyond the minimum regulatory level of capital required. This assessment process included stress-testing scenarios to ensure that the Group could maintain adequate capital in the event of a severe economic downturn.

This document deals with the disclosure requirements of Pillar 3 as required by the CRD. This document gives details of the principal business risks which the Society faces and the Society's approach to dealing with them. The document is also required to provide details regarding the remuneration of key staff members, (termed as "Code Staff"), which are subject to the requirements of the Remuneration Code.

Unless otherwise stated all figures within this document are as at 31 December 2019.

2. Scope

This Pillar 3 Disclosure covers the Manchester Building Society Group, which at 31 December 2019 comprises:

- Manchester Building Society ("Society"), and
- MBS (Mortgages) Limited ("MBSM")

The Society is authorised by the Prudential Regulation Authority ("PRA") and regulated by the PRA and by the Financial Conduct Authority ("FCA"). MBSM is regulated by the FCA.

For capital adequacy purposes, the Group's financial results and capital positions include the financial results of the Society and MBSM. In 2018 the group also included MBS (Property) Limited ("MBSP"). This treatment has been confirmed as appropriate by the PRA.

MBSM is a wholly owned Society subsidiary. The Society is committed to supporting its subsidiary both operationally and financially.

3. Basis and frequency of disclosures

This document deals with the requirements for Pillar 3 disclosure and the information provided here is in accordance with the rules and guidance contained in CRD IV and CRR. Unless stated otherwise, all data is as at 31 December 2019. This document will be updated at least annually and will be based on the Society's most recent audited financial statements.

A copy of the 2019 Annual Report and Accounts is available at www.themanchester.co.uk as is this Pillar 3 report.

These disclosures have been reviewed by the Audit Committee and approved by the Board. The disclosures are not subject to external audit; however, some of the information within the disclosures also appears in the Society's audited Annual Report and Accounts for the year ended 31 December 2019.

4. Risk Management Objectives and Policies

The PRA's third Principle for Business is: "A firm must take reasonable care to organise and control its affairs responsibly and effectively, with adequate risk management systems." In order to comply with this principle, the Group's system of internal control is designed to enable it to achieve its corporate objectives within a documented, managed risk profile.

4.1. Risk Management Framework

The Group provides retail savings products and services mortgages.

The Group operates in the UK and has some mortgage assets in Spain.

The main risks within the Group's business are: credit risk, liquidity risk, interest rate risk, currency risk and economic risk; the Group is also exposed to operational risk. The ways in which these risks are managed includes the adoption of Board approved policy documentation (which specify the Board's appetite for risk measured via numerous segmented policy limits), the use of forecasting and stress test models, which guide business strategies, and by producing key risk information and indicators to manage and monitor performance.

The Group operates a three-tiered approach to the allocation of responsibilities for risk identification and management.

- The **Board** reviews reports and management information (including both financial and non-financial measures), which allow it to conclude that the risk management framework is effective. Duly constituted Committees and the Internal Audit function support the Board in the execution of these duties.
- **Senior Managers** oversee the use of the Risk Management Framework and make recommendations to the Board regarding the design of framework matters.
- **Department Managers** are responsible for day-to-day risk management, in line with the policies and procedures laid down.

The documenting of risks and controls is undertaken via:

The Board Procedures Manual – ("BPM")

The BPM has three main purposes:

- To provide the Board with a summary of how the Group is controlled and managed in order to enable the Board to effectively and efficiently carry out their duties
- To provide evidence as to how the Board meets its statutory, regulatory, prudential and compliance responsibilities; in particular those under BSA 1986, FSMA 2000 and the PRA Rulebook and other regulatory requirements
- To be a reference document for the Board and Senior Management with regard to the high level systems and controls and procedures of the Board and their responsibilities, both individually and collectively

Board Policy Statements

The various Board Policy statements (including its risk appetites) set out operating rules that ensure the Group complies on an ongoing basis with all regulatory requirements. They are designed to influence and determine all major decisions and actions and to ensure all activities take place within the Board's documented boundaries.

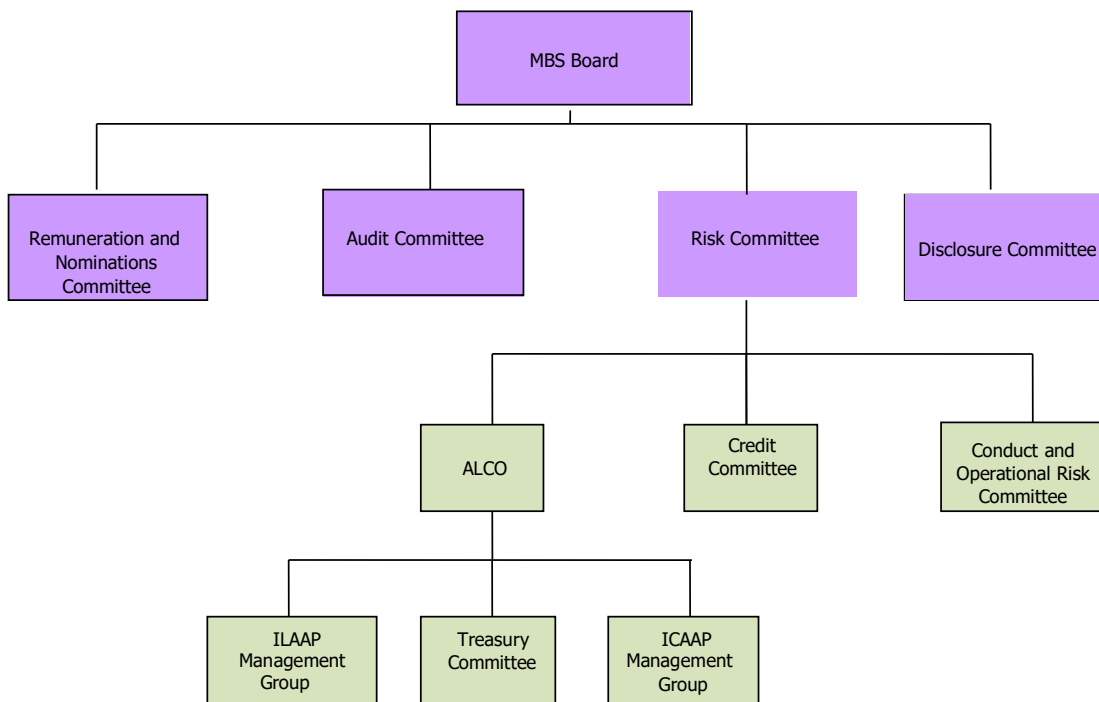
Departmental Procedures

Departmental procedures derive from the Board and Management Policy Statements; they describe the specific methods employed to express policies in action in day-to-day operations of the Group. Ownership of, and responsibility for, the Departmental Procedure Manuals rests with the Senior Managers; Departmental Managers ensure operational compliance.

Together, the policies and procedures ensure that the Board's requirements are translated into steps that result in a compliant outcome.

4.2. Board and Committee Structure

The Board is responsible for ensuring that effective systems and controls are in place for risk management and has established a risk management framework for the Group that is proportionate to both the size of the Group and the risks to which it is exposed. In order to achieve this, the Board has established a committee structure as illustrated in the following diagram (where purple denotes Board oversight Committees and green denotes Management Committees):



Audit Committee

Committee role: oversight

The Group Audit Committee considers and advises the Board on matters relating to:

- The appropriateness and effectiveness of systems and controls, including risk systems
- The adequacy of compliance with all relevant statutory and regulatory requirements
- The scope, operation and effectiveness of the internal audit function
- All aspects of the Group's relationship with its external auditors
- Reviewing and elevating to the Board for its approval the content and presentation of the Annual Report and Accounts

Remuneration and Nominations Committee

Committee role: oversight

The Remuneration and Nominations Committee:

- Leads the process for Board appointments, re-appointments and succession planning
- Regularly reviews the selection, balance of skills, experience and composition of the Board
- Recommends to the Board nominations for the positions of Chairman and Vice-Chairman of the Society and the membership for all Board committees and the subsidiary company board
- Ensures that the performance of all Directors is appraised on a regular basis
- Considers formally all matters relating to the remuneration terms of both Non Executive and Executive Directors. Considers the remuneration arrangements for certain managers, including those holding senior management functions
- Reviews and recommends the appointment of Executive Directors

Risk Committee

Committee role: oversight

The Risk Committee considers matters relating to the promotion of a risk-based approach in accordance to the Group's overall risk strategy and Risk Appetite Statement particularly in the following areas:

- Balance sheet structural risk
- Treasury and liquidity risk
- Credit and insurance risk
- Capital management
- Operational risk
- Currency risk

The Risk Committee acts as the ICAAP Steering Committee and the ILAAP Steering Committee.

ALCO

Committee role: operational management

ALCO considers matters relating to financial risk in line with the Society's risk appetite as set by the Board, specifically including:

- Financial Risk Management Policy (FRMP)
- IRRBB in the Balance Sheet, Structural Risk and Interest Rate View
- Treasury Risk
- Currency Risk
- Economic Risk
- Liquidity matters and ILAAP
- Capital matters and ICAAP

Credit Committee

Committee role: operational management

Credit Committee considers matters relating to the Society's credit risk management in line with the Society's risk appetite as set by the Risk Committee, specifically including:

- Overseeing the risk control of the lending portfolio
- Credit portfolio management review

Treasury Committee

Committee role: operational management

The Treasury Committee meets to discuss operational issues associated with liquidity and balance sheet management and review compliance with policy limits. It reviews all liquidity matters, the availability and pricing of savings and mortgage products, effecting changes as appropriate. Key documents are reviewed weekly.

ICAAP Management Group

Committee role: operational management

The ICAAP Management Group's meetings are arranged to facilitate efficient and timely investigation of all ICAAP matters.

The ICAAP Management Group is responsible for providing documentation in relation to the annual ICAAP analysis and recommendations incorporated within the report and presenting the updated annual ICAAP report to the Risk Committee for their approval. The committee makes proposals and/or recommendations on all ICAAP matters to the Risk Committee. Accordingly it meets as frequently and as regularly as required.

ILAAP Management Group

Committee role: operational management

The ILAAP Management Group's role is to facilitate efficient and timely investigation and analysis of all ILAAP matters.

The ILAAP Management Group is responsible for providing documentation in relation to the ILAAP analysis and recommendations incorporated within the report and presenting the updated annual ILAAP report to both ALCO and to the Risk Committee for their approval. The committee makes proposals and/or recommendations on all ILAAP matters to both committees. Accordingly it meets as frequently and as regularly as required.

Both ALCO and Risk Committee consider analyses, proposals and recommendations arising from the ILAAP Management Group's meetings and the reports presented by the ILAAP Group before they are promoted to the Board for approval.

Operational Risk and Conduct Committee

Committee role: operational management

The Operational Risk and Conduct Committee meets monthly.

Conduct Committee considers matters relating to the fair treatment of customers.

Disclosure Committee

Committee Role: oversight

The Disclosure committee monitors inside information and arranges for its release to the market. The committee will meet at least once a year to review the Society's systems and procedures relative to the discovery, disclosure and control of inside, regulatory and other sensitive information.

3.3 Risk and Compliance Functions

The risk and compliance functions provide a second line of defence against risk through their oversight of the internal control system. These functions report direct to the chair of the Risk Committee.

3.4 Internal Audit

KPMG LLP provides internal audit services to the Group, reporting directly to the Audit Committee.

The Internal Audit function provides independent and objective assurance that the Group's processes are appropriately and effectively applied. The Audit Committee reviews the effectiveness of internal audit formally each year and informally on an ongoing basis.

3.5 Other Risk Management Measures

3.5.1 External Audit

The Group has appointed PricewaterhouseCoopers UK LLP as its External Auditors.

An audit is conducted in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board and includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the Annual Accounts. It also includes an assessment of the significant estimates and judgments made by the Board of Directors in the preparation of the Annual Report and Accounts and on whether the accounting policies are appropriate to the Group's circumstances, consistently applied and adequately disclosed.

The Group Audit Committee reviews the effectiveness and independence of external audit formally each year.

Details of the meetings held during 2019 are set out in the Annual Report and Accounts on page 11 within the Corporate Governance report.

5. Principal and Other Risks

The principal risks facing the Group and the procedures put in place to manage these are described below. Monitoring and managing the risks is undertaken in a number of ways, including:

- Board and Committee constitution
- Board Policies
- Departmental procedures
- Production of key management information, including routine forecasting and stress testing
- Production of periodic key budget and business forecasting information

5.1. Principal Risks

a) Credit Risk

The Group is exposed to the risk that it may not receive back in full any sum that has been loaned (in relation to loans and advances) or any sum that it has deposited with a banking counterparty (in relation to liquid assets) when such amounts fall due. The Board monitors credit risk, underlying security values and the level of impairment provisions on a regular basis. Credit risk is more of a consideration in relation to loans and advances than in relation to the Group's liquid assets; the former involve relationships with individuals or small businesses, whilst the latter are far fewer in number, being restricted to either the Bank of England or UK High Street banks, where credit risk is assessed as being very low.

The Group's management of credit risk in respect of loans and advances recognises that as the portfolio runs off it is likely that a greater part of the residual assets will have a higher credit risk profile.

The assessment of credit risk and the related impairment provisioning is a critical accounting estimate, impacted by judgments relating to customer affordability and economic circumstances, including the level of interest rates. Prior to the current strategy of no new lending, credit risk was mitigated by appropriate mortgage underwriting and by limiting the Group's exposure to particular market sectors or loans exhibiting particular attributes. Since the cessation of new lending credit risk has been mitigated through the monitoring of management information, assessment of arrears and forbearance cases, and regular loan provision reviews. The Group holds two mortgage books (the NMB MAC and CLC books), where previously it held a beneficial interest and these portfolios were administered by third parties. An assessment has been made of the estimated discounted future cash flows expected to arise from both these portfolios of loans which forms the basis for the impairment provision.

b) Insurance Risk

Impairment assessments incorporate the insurance risk attached to the Group's lifetime mortgage contracts, which are euro-denominated. The risk arises from a contractual term within the relevant mortgage contracts which in certain circumstances precludes the Group from pursuing the borrower or the estate for any shortfall on redemption. This risk is managed through oversight of the portfolio, including monitoring valuations, the assessment of redemptions and provisioning policy. The insurance provision is a critical accounting estimate, as its assessment is based on expected future outcomes relating to the date on which an account redeems, expected to be on the death of the borrower, a move into care or through non-health related voluntary pre-payment. It is also affected by the assumptions made in relation to house price appreciation and depreciation. This means that the insurance risk provision can move by a material amount dependent upon these assumptions and market conditions.

c) Liquidity Risk

The Group's strategy is to maintain sufficient funds in unencumbered liquid form at all times to ensure that its liabilities can be met as they fall due. Regular stress testing of liquidity is undertaken by separately using 20 week and 3 month time horizons. The Group operates within closely

monitored Board-approved liquidity policy limits, which are reviewed on a daily basis by the Group's Finance and Treasury departments, reported to the Treasury Committee and considered by the Board each month. During 2019, the Group continued to have a significant proportion of its liquid assets deposited with the Bank of England.

d) Interest Rate Risk

The Group's mortgage and savings products have different interest rate types and differing maturity profiles. This means that the Group is exposed to movements in interest rates. A movement in an external interest rate (e.g. Bank of England Base Rate or LIBOR) does not always affect every mortgage and savings product that the Group holds. The Group has more fixed rate mortgage balances (notably its lifetime mortgages) than it has fixed rate savings balances.

Presently, there are no interest rate swaps in place to mitigate the risk. The interest rate risk position is monitored by the Risk Committee and the Board and is managed via the setting of internal policy limits and through the holding of an ascribed level of regulatory capital to mitigate the risk of interest rate movement. The Board has considered this risk by its review of financial projections under differing interest rate scenarios over the long-term. The Group has a natural partial hedge provided by fixed coupons on capital and some savings products.

The Board does not intend to hedge its fixed rate mortgages using interest rate swaps at this time; this position is monitored regularly. A rise in interest rates gives rise to a risk of decreasing margins as a greater portion of the mortgage portfolio than the deposit portfolio is based on fixed rates. Liquidity risk can also be managed through changes in the interest rate of the deposit book.

e) Currency Risk

The Group faces currency movement risks on its Euro-denominated mortgage balances which represent 20% of total mortgage assets as at 31 December 2019 (2018: 20%). The exchange rate risk arising on these balances is managed and partially mitigated by transacting foreign exchange forward contracts.

The exchange rate risk position is reported to the Asset and Liability Committee ('ALCO') and Board each month.

f) Economic Risk

The Group faces the risk that its interest margin can become subjected to the pressure that is brought to bear from being an institution that is primarily funded through retail deposits. Within this market, there is great competition for attracting retail deposits at sustainable rates of interest.

Market rates offered by retail institutions reduced following the launch of the Bank of England's Funding for Lending and Term Funding Schemes; however, there is a risk that as repayments are required under these schemes there may be upward pressure on rates to prevent savings outflows.

The Group is also exposed to movements in the value of residential and commercial property in both its mortgage impairment provision requirements and the Group's investment properties which are held at fair value.

g) Political Risk

The UK's exit from the EU in January 2020 continues to create additional uncertainties for the economy, financial markets, housing and mortgage markets, government policy and financial services regulation. The impact upon borrower behaviour and collateral values within the Spanish lifetime portfolio is unknown. The Group has taken legal advice and contacted the regulatory authority in Spain and believes that operational risk in relation to the servicing of the loan book is limited.

5.2. Other Risks

a) Market Risk

The Group doesn't currently utilise the wholesale funding market, but may borrow from it on a short-term basis in the future to a limited degree.

Adverse movements in market variables such as settlement prices and valuations pose a risk to an organisation's financial position and constitute market risk. The Group does not operate a trading book. The Board's risk management objective is for a low risk exposure to Market Risk.

b) Concentration Risk

Concentration risk is the risk that arises from a lack of diversification in the Group's business, including geographic, product and funding concentrations. Concentration risk is primarily an extension of credit risk.

The Board recognises that as a regional Building Society it is exposed to concentration risk. Conversely the regional Building Society model protects against Diversification Risk – the risk that the organisation's skills are spread too thinly across a number of diversified business activities.

Geographic concentration risk is considered when undertaking stress testing. The impact of dramatic falls in property prices in the areas of greatest concentration of mortgage balances is considered in the assessment of the level of capital required to cover the impact of recessionary conditions.

The Group regularly monitors its concentration risk and adjusts its lending strategy where appropriate.

c) Operational Risk

Operational risk is the risk of loss arising from inadequate or failed internal processes or systems, human error or external events. The Operational Risk Policy sets out the Group's approach to the management of operational risk.

Other policies and procedures contribute to the overall risk environment, notably, the Business Continuity Plan, the Anti-Money Laundering and Combating the Financing of Terrorism Policy, the Fraud Policy and the Staff Handbook. Departmental procedure manuals reinforce the Operational Risk Policy.

d) Regulatory and Legal Risk

As a regulated entity, the Group is exposed to risks arising from a failure to adhere to relevant regulation. In order to minimise this risk, the Group has deployed a number of risk management policies and procedures. The Group's Risk Management Framework ("RMF") is designed around the present needs of the Group. The RMF includes the responsibilities of the Board, the Risk Committee, the Conduct and Operational Risk Committee and Management as to how the Group meets, monitors and reports on its regulatory requirements. Oversight of Regulatory Risk is the responsibility of the Compliance function and is led by the Compliance Manager.

The majority of the regulatory requirements that the Group faces are laid down by the PRA and the Financial Conduct Authority ("FCA"). The Group monitors developments in all relevant aspects of financial service regulation and undertakes assessments of the present and future impacts of such. Appropriate actions are taken to strengthen controls and amend the Group's strategy to meet changing regulatory requirements.

In addition to considering the impact of any non-compliance on the recoverability of loan balances and thus impairment provisioning, the Group considers the conduct risk which arises from having originated regulated loans and having acquired regulated loan portfolios. As is the case for all financial institutions there is a risk that aspects of current or historic business might be considered as not being conducted in accordance with all relevant regulation, or the fair and reasonable treatment of customers.

Certain activities of the Group, particularly the NMB MAC and CLC second charge loan portfolios carry greater levels of conduct risk. The administration of the NMB MAC and CLC portfolios was brought in-house in December 2015 and following that transfer the historic conduct of these portfolios was reviewed in detail by management and redressed where appropriate. Although a detailed review of these portfolios has been carried out, there is no judicial certainty in the legal position and there is a risk that further conduct issues or cases of non-compliance with regulations could be identified in the future.

6. Capital Resources

The Group's main source of capital is from the Profit Participating Deferred Shares. The Group also generates annual profits and losses which are added to the Group's General Reserves.

The Group's capital resources are calculated in accordance with the regulations specified in the CRD. There are currently no known impediments that would prevent the transfer of capital between the constituent elements of the Group.

At 31 December 2019 the Group's Total Assets were £247m and its Capital Resources totalled £28m.

Table 1 – Group Capital Resources

CRD IV rules	31-Dec 2019	31-Dec 2018
Tier 1 Capital Resources	£k	£k
Common Equity Tier 1 Capital ("CET1")		
Accumulated profits held as general reserves	(10,411)	(10,974)
Profit Participating Deferred Shares (Note 1)	17,461	17,461
CET1 capital prior to regulatory adjustments	7,050	6,487
Regulatory adjustments		
Other deductions	-	-
Common Equity Tier 1 Capital	7,050	6,487
Additional Tier 1 capital		
Permanent Interest Bearing Shares ("PIBS") (Note 2)	14,788	14,788
Regulatory adjustments		
Amortisation of PIBS under transitional rules	(10,352)	(8,873)
Total Tier 1 Capital	11,486	12,402
Tier 2 Capital Resources		
Collective Provisions	-	-
PIBS amortised from Tier 1	10,352	8,873
Long Term Subordinated Debt (Note 3)	14,200	14,200
Tier 2 capital prior to regulatory adjustments	24,552	23,073
Regulatory adjustments		
Amortisation of Subordinated Debt under transitional rules	(7,989)	(5,584)
Total Tier 2 Capital	16,563	17,489
TOTAL CAPITAL	28,049	29,891

Notes

- 1) Profit Participating Deferred Shares ("PPDS") are perpetual instruments with no maturity date or right to repayment other than on a winding-up, in the event of which, the PPDS would rank below claims in respect of subordinated noteholders, depositors, creditors, investing members of the Group and Permanent Interest Bearing Shares holders. Further details about PPDS are provided in Note 25 to the 2019 Annual Report and Accounts.
- 2) Permanent Interest Bearing Shares ("PIBS") are unsecured deferred shares and rank behind the claims of all subordinated noteholders, depositors, creditors and investing members of the Group. Further details about PIBS are provided in Note 23 to the 2019 Annual Report and Accounts. Under CRD IV PIBS are treated as not fully loss absorbing and therefore have to be amortised over a nine year period. The amount for PIBS included in Tier 1 capital resources is after 70% amortisation.
- 3) Subordinated notes are unsecured and rank behind the claims of all depositors, creditors and investing members (other than holders of PIBS) of the Group. More details of the subordinated liabilities are included in Note 21 to the 2019 Annual Report and Accounts. Under CRD IV certain subordinated liabilities must be amortised over a nine year period. The amount of Subordinated Debt shown as Tier 2 capital is after the required amortisation has

been deducted, which is 70% of the nominal value of the Subordinated Debt that requires amortising, plus an additional £4,489k relating to Subordinated Debt which now has less than five years to its maturity date.

7. Capital Adequacy

As at 31 December 2019 the Group continues to have headroom above its total Pillar 1 plus Pillar 2A requirements in total capital terms as set by the PRA, due to the Society's PIBS (that is Additional Tier 1 capital being amortised into Tier 2 capital) and subordinated debt (that is Tier 2 capital), but did not meet the qualitative standards for the level of CET 1 regulatory capital.

Following the Society's CET 1 capital temporarily falling below the required 4.5% of Risk Weighted Assets in 2018, a medium to long term strategic plan was produced which was independently reviewed and acknowledged by the PRA. This plan was updated in 2019 and the PRA agreed to monitor the Society against this revised plan. The PRA continue an open dialogue with the Society on future developments.

In addition, owing to the financial position and challenges faced by the business, there is a risk that the Society will not meet the regulatory requirement to hold 4.5% of CET 1 capital against Risk Weighted Assets in the future. As at 31 December 2019, the requirement was met but a stress event or other significant loss could result in a future breach. This potential risk is monitored and under regular review in ongoing discussions with the PRA.

A forecast is produced monthly which shows how the Society is performing against the plan. This enables the Group to forecast its capital requirements.

The Board produced an updated ICAAP in 2019 which cross-referred to the plan; they both reflect the Board's risk appetite, integrating capital adequacy and forecast capital positions into business strategy.

Under the standardised approach for credit risk, the Group applies a risk weighted asset value to each of its exposure classes and provides 8% of that risk weighted asset value as the minimum capital requirements for credit risk.

Under the basic indicator approach for operational risk, the Group calculates its average net income over the previous three years and provides 15% of the average net income as the minimum capital requirement for operational risk.

The Group faces currency movement risks on its euro denominated mortgage balances. The exchange rate risk on these balances is mitigated by the Group transacting exchange rate swaps. The Group provides 8% of capital on the net difference between the carrying value of the euro denominated mortgages and the exchange rate swaps. The Group carries this amount as the minimum capital requirement for exchange rate risk.

Table 2, below, provides details of the calculation of Pillar 1 capital resources requirements within the Group as at 31 December 2019.

Table 2 – Group Capital Resources Requirement

	Asset £000	Risk Weighted Asset £000	Minimum Capital Requirement £000
Credit Risk Category			
Treasury Exposures			
Central Governments or Central Banks	34,830	0	0
Institutions	11,940	2,388	191
Cash	2	0	0
(A) Total Treasury Exposures	46,772	2,388	191
Loans and advances to customers			
<u>Residential:</u>			
Performing	171,251	87,810	7,025
Past Due	5,901	6,070	486
Commitments	634	476	38
<u>Non Residential and Business:</u>			
Performing	15,051	15,051	1,204
Past Due	1,930	2,299	184
<u>Unsecured loans and current accounts/overdrafts</u>			
Performing	2,499	1,874	150
Past Due	6	8	1
(B) Total loans and advances to customers	197,273	113,588	9,087
(C) Fixed and other assets	3,456	2,295	184
(D) Total Credit Risk Exposures and Capital Resources Requirement (A+B+C)	247,502	118,271	9,462
(E) Foreign Exchange Position Risk Capital Requirement		56	4
(F) Operational Risk Capital Requirement		15,853	1,268
(G) TOTAL CAPITAL RESOURCES REQUIREMENT (D+E+F)		134,180	10,734

Total assets in the table below of £247.5m, reconciles to the total assets figure in the Group's balance sheet in the Annual Report and Accounts for the year ending 31 December 2019 as follows:

	£000
Assets as per Table 2 above	247,502
<i>Less:</i>	
<i>Loan Commitments</i>	(634)
<i>Derivatives</i>	359
<i>Other</i>	(119)
Assets as per 2019 Annual Report and Accounts	247,108

From 27 March 2020 the total amount of capital the Society is required to hold against its risk exposures (Pillar 1 and Pillar 2A), collectively referred to as its Total Capital Requirement ("TCR"), was set at 16.15% of risk weighted assets.

8. Credit Risk

This section provides summary information with respect to the Group's credit risk exposures in relation to residential lending, retail unsecured lending, and treasury assets.

The Group regards as "past due" any mortgage or loan account where more than three monthly repayments have not been made at the accounting date.

A geographical analysis of the Group's Loans and Advances to Customers as at 31 December 2019 may be found in Note 1 of the 2019 Annual Report and Accounts, which summarises regional distribution information.

The Group operates from its head office in Manchester city centre.

Details of the residual maturity analysis may be found at Note 12 to the 2019 Annual Report and Accounts.

8.1. Provisions

The Group's accounting policy in relation to provisions for loans and advances is set out in Note 1 of the 2019 Annual Report and Accounts. A summary of provisions may be found in Note 12 of the 2019 Annual Report and Accounts.

8.2. Treasury Assets

The Group has nominated Moody's Rating Services as its external credit assessment institution.

The following tables analyses the Group's risk exposures to Treasury counterparties as at 31 December (£000).

Table 3 – Counterparty ratings and residual maturities of Treasury assets at 31 December

At 31 December			
Concentration by credit grading		2019	2018
AAA to AA-		40,419	43,075
A+ to A-		6,351	4,997
Baa1 to Baa3		0	0
Total		46,770	48,072

At 31 December			
Concentration by sector		2019	2018
UK Government & Bank of England		34,831	33,123
Financial Institutions		11,939	14,949
Mortgage Backed Securities		0	0
Derivatives		0	0
Total		46,770	48,072

At 31 December 2019			
Residual maturity by sector	≤ 3 months	3 months to 1 year	≥ 1 year
UK Government & Bank of England	34,831	0	0
Financial Institutions	11,939	0	0
Mortgage Backed Securities	0	0	0
Derivatives	0	0	0
Total	46,770	0	0

At 31 December 2018			
Residual maturity by sector	≤ 3 months	3 months to 1 year	≥ 1 year
UK Government & Bank of England	33,123	0	0
Financial Institutions	14,949	0	0
Mortgage Backed Securities		0	0
Derivatives		0	0
Total	48,072	0	0

8.3. Counterparty Credit Risk

Counterparty credit risk in the context of treasury-related instruments is the risk that a banking counterparty could default before the final settlement occurs on the derivative held.

The Group uses derivative instruments for both hedging and non-hedging purposes. The Group uses foreign exchange swaps and forward contracts for hedging purposes. Derivatives are only used by

the Group in accordance with the rules set out in the Building Societies Act 1986 and in line with the FRMP.

Further details on derivative financial instruments held by the Group are contained in Note 11 to the 2019 Annual Report and Accounts.

8.4. Credit Risk Mitigation

Credit Support Annexes ("CSA") exist for collateralising derivative transactions with a number of banking counterparties to which the Group has derivative exposures in order to mitigate the risk of loss on default. Each CSA allows margin calls to be made on the net market value of derivative exposures with the particular counterparty.

9. Remuneration Matters

9.1. PRA Disclosure Requirements

The Society is committed to complying with the PRA's Remuneration Code, as detailed within SYSC 19A, in support of the CRD.

The PRA's rules regarding remuneration disclosure require that the Society should identify those individuals who have a material impact on the Society's risk profile and disclose remuneration levels for those members of staff and the remuneration policies by which they are governed; these individuals are described as "Code Staff".

9.2. Governance

Responsibility for reviewing and approving the Society's remuneration policy, including all aspects of the PRA and FCA's Remuneration Code and any additional disclosure requirements, resides with the Remuneration and Nominations Committee.

The terms of reference of the Remuneration and Nominations Committee may be obtained on request from the Society's Secretary.

The Committee's latest report may be found on page 12 of the 2019 Annual Report and Accounts.

9.3. Code Staff

At 31 December 2019, nine Code Staff were identified, being; two executive directors, five non-executive directors, Head of Compliance and HR Manager. The cost of these Officers has been included in the disclosure below.

It is the Board's view that, beyond those listed above, given the restricted levels of authority delegated to other senior members of staff none could materially affect the risk profile of the Society in a manner similar to members of the Board. All senior members of staff report directly to an executive Board member and are constrained in their actions and day-to-day mandates by the Group's approved policies and operating procedures.

Aggregate remuneration for Code Staff for the year ended 31 December 2019 is shown below and includes pension contributions and other benefits:

	Fixed £000	Variable £000	Total £000
Non-executive Directors	225	-	225
Executive Directors	324	-	324
Other code staff	69	2	71
Total	618	2	620

9.4. Remuneration Disclosure

In order to comply with the disclosure requirements of CRD IV and the PRA's Remuneration Code the Society has provided details of its policy on the remuneration of its executive and non-executive directors on page 12 of the 2019 Annual Report & Accounts.

9. Developments during 2019

The Group's strategy since 2013 has been to reduce its risks and conserve its regulatory capital. This strategy was necessary because of events, fully disclosed in the Annual Report and Accounts for the year ended 31 December 2012, that led to a material write-down of the Group's reserves following a change in the accounting treatment of certain financial assets.

Risk reduction has been achieved via the disposal of almost all of the Group's non-strategic UK lifetime mortgage assets. Further reduction has been sought by investigating the potential for disposals of other mortgage assets. The Board's strategic aim in this regard has been to move the Group's risk profile away from those legacy asset positions that carried higher risks and higher regulatory capital risk weightings.

Regulatory capital conservation has continued to be a priority. As noted in Section 6, above, the Group continued to have headroom above its Pillar 1 and Pillar 2A requirement in total capital terms as set by the PRA, but did not meet the qualitative standards for the level of CET1 regulatory capital. Consequently, the Society did not pay the coupons on PIBS as, in order to conserve capital, such a distribution is prohibited under CRD IV article 141.

The Group has continued to explore ways in which the CET1 regulatory capital position could be improved and a medium to long term strategic plan was updated in 2019 which the PRA has agreed to monitor the Society against. The Group's options include improving the CET1 regulatory capital position through a capital restructuring exercise. In addition, owing to the financial position and challenges faced by the business, there is a risk that the Group will not meet the regulatory requirement to hold 4.5% of CET1 capital against risk weighted assets in the future, though based on present projections this is not the case.

The Board continued to take legal advice regarding the Group's claim for damages against the previous external auditors, Grant Thornton UK LLP. During 2019, the Court of Appeal upheld the initial judgment. The Society was granted the right to appeal to the Supreme Court and that hearing is expected to take place in October 2020.

Against this background the Board continues to hold discussions on a regular basis with the PRA; the uncertainties which exist regarding the longer term prospects of the Group are disclosed in Note 1 of the 2019 Annual Report and Accounts, on page 25.

10. Conclusion

This Pillar 3 Disclosure document has been prepared in accordance with the requirements of CRD IV, as appropriate for a Group of the size and complexity of Manchester Building Society Group and in line with the Group's Board-approved Pillar 3 Disclosure Policy.

Should you have any queries regarding this document please contact Mark Winterbottom, Society Secretary at 125 Portland Street, Manchester, M1 4QD.



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