Earl Shilton
BUILDING SOCIETY
YOUR MUTUAL FRIEND

CAPITAL REQUIREMENTS DIRECTIVE

PILLAR 3 DISCLOSURE DOCUMENT

31ST MARCH 2018

CONTENTS

Earl Shilton Building Society ("the Society")

Pillar 3 Disclosures as at 31st March 2018

1. Introduction

The regulatory framework under which the Society operates with effect from 1st January 2014 is based on EU legislation known as CRD IV. The legislative capital adequacy framework is made up of the Capital Requirements Regulation (CRR), which is directly applicable to firms across the EU, and the Capital Requirements Directive (CRD), which must be implemented through national law. The Society seeks to ensure that it protects members savings by holding sufficient capital at all times.

The Prudential Regulation Authority (PRA) is the regulator of the Society and is responsible for implementing and monitoring the CRD in the UK. The Society has adopted the Standardised Approach for Credit risk and the Basic Indicator Approach for Operational risk.

The CRD comprises 3 main elements, or 'Pillars', as follows:

- **Pillar 1**: Minimum capital requirements, using a risk based capital calculation focussing particularly on credit and operational risk, to determine the Capital Resources Requirement.
- **Pillar 2**: Internal capital adequacy assessment process (ICAAP) and supervisory review and evaluation process (SREP). The Board of the Society has undertaken an assessment of all of the key risks facing the Society and additionally has stress tested those risks to establish a level of additional capital to be held under Pillar 2. This has then been reviewed by the PRA, as part of their SREP arrangements.
- **Pillar 3**: Disclosure of information relating to the risks faced by the Society, the risk assessment process and capital adequacy.

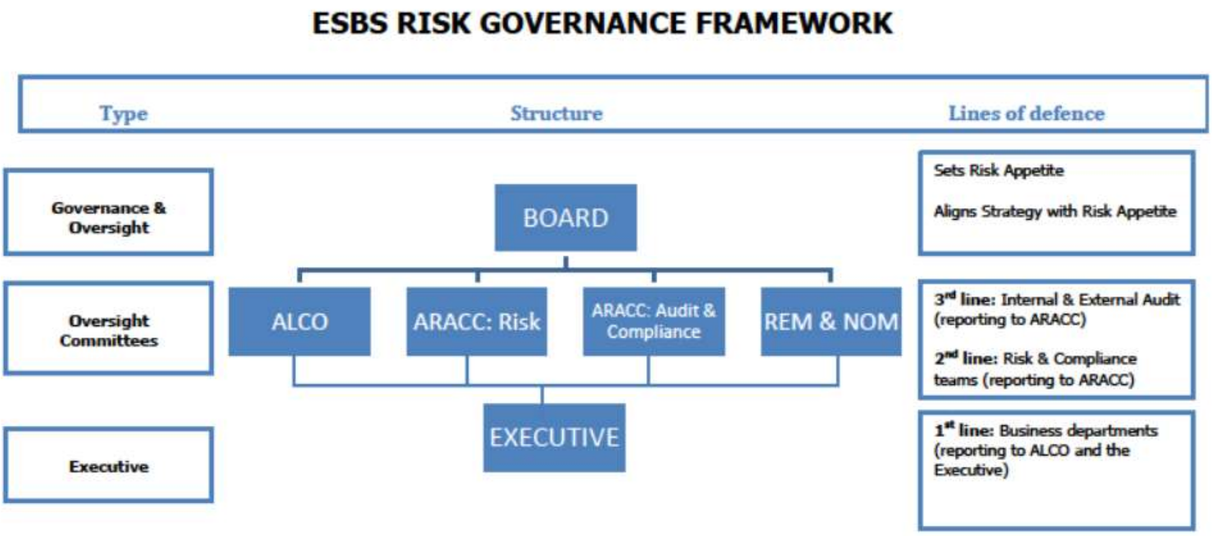
The Society's Board approves the ICAAP annually, using the level of individual capital guidance (ICG) and capital planning buffer advised by the PRA. The level of risk and capital adequacy is monitored by the Board on an ongoing basis.

The Society underwent a formal Supervisory Review and Evaluation Process (SREP) by the PRA in September 2017. The PRA issued Individual Capital Guidance (ICG) confirming the percentage of risk weighted assets to be held under Pillar 2 over and above the Pillar 1 calculation. From 1st January 2016 CRD IV introduced the capital conservation buffer and a countercyclical buffer required during periods of excessive credit growth in the wider market. The ICG issued by the PRA concluded that the level of Society capital held significantly exceeds the regulatory requirement.

The figures quoted in this disclosure have been drawn from the Society's Annual Report and Accounts as at 31st March 2018, unless otherwise stated. The Board's Disclosure Policy for its Pillar 3 report is based on its interpretation of the requirements of CRD IV. The Pillar 3 disclosures will be updated annually, following publication of the Annual Report and Accounts.

2. Risk Management Objectives and Policies

The Board is responsible for determining a framework for risk management and control. There is a formal structure for monitoring and managing risk comprising risk appetite statements approved by the Board, detailed risk registers and independent governance and oversight of risk by the Audit, Risk Assessment and Compliance Committee (ARACC). The Board approves all policies and Committee terms of reference. The Executive Directors are responsible for designing, operating and monitoring risk management and internal control processes. The Society uses a risk register to assess the likelihood and impact of its key risks. This is reviewed throughout the year by the Board and it forms a base for the identification of risks for incorporation into the ICAAP under Pillar 2. A diagrammatic representation of the risk governance framework and the responsibilities of each committee are set out below:



ARACC - Risk Committee

The risk oversight function is performed by the ARACC, a non-executive committee, which is responsible for the oversight of risk management across the business. The overall purpose of the Committee is to ensure that the approach to the identification and management of risk is adequate and managed cost effectively and in an integrated manner. This includes ensuring that key risks and controls are monitored adequately, overseeing, at a high level, the operation of the Internal Capital Adequacy Assessment Process (ICAAP), monitoring the Society's overall capital adequacy and exposure to risk, and ensuring that effective stress and scenario tests are carried out.

ARACC - Audit & Compliance Committee

The audit and compliance function is also performed by the ARACC, with responsibility for ensuring that the Society's accounting and reporting systems provide accurate information, ensuring appropriate internal controls reflecting the risk profile are in place and that these are reviewed regularly, and for monitoring the effectiveness of the compliance and internal audit functions.

Remuneration & Nomination Committees

The Remuneration & Nomination Committees, each a non-executive committee, together have responsibility for determining remuneration policy, ensuring the directors and senior management have appropriate skills, experience and competencies to perform their roles, developing succession plans for key roles, and making recommendations to the Board for the selection of new directors and senior managers.

Assets & Liabilities Committee (ALCO)

The ALCO is comprised of both executive and non-executive members and is primarily responsible for monitoring credit risk, liquidity risk, interest rate risk and basis risk. This includes determining the composition of assets and liabilities, monitoring customer arrears levels, strategies for maintaining appropriate levels of liquidity and funding, monitoring the results of liquidity stress tests, the approval of new products and ensuring appropriate financial risk management controls are in place. The committee overseas the Internal Liquidity Adequacy Assessment Process prior to its approval by the Board.

Executive Committee (EXCO)

The Executive Committee comprises the senior team and is primarily responsible for monitoring operational, conduct and business risk across the Society. This includes the reviewing of risk events, near misses and operational losses and, where necessary, ensuring controls are amended to prevent recurrences. The committee also ensures that Internal Audit, Risk and Compliance activity is co-ordinated.

Other responsibilities

While the Board of Directors is ultimately accountable for the risk management framework, all staff within the Society have responsibility for risk management.

The Society operates a ‘three lines of defence’ model:

- **First line of defence:** Line management within each business area is responsible for the identification, measurement and management of the risks within the Society’s risk appetite, ensuring appropriate controls are in place and operating effectively. ALCO and EXCO oversee risk management at this level. Management Information relating to Prudential Risks (Treasury, Liquidity, Interest Rate, Credit and certain Business Risks) is reported to ALCO. Management Information relating to Operational Risks (Operational, Conduct and certain Business Risks) is discussed at EXCO and reported to the ARACC.

- **Second line of defence:** The Risk and Compliance function provide risk management expertise, challenge, coaching and support to the Board, management and staff. Independent views are reported to ARACC utilising management information from across the business, external intelligence and if necessary, bespoke assurance in accordance with a Combined Assurance Plan approved by ARACC.

- **Third line of defence:** The Internal Audit function is responsible for independently reviewing the effectiveness of the internal control environment. The Internal Audit function reports to the Chairman of ARACC; that committee also approves the risk-based work programme of Internal Audit and receives reports of the results of the work performed. External audit also reports into ARACC, providing independent assurance of financial statement risks and controls.

The Board sits above the three lines of defence and provides oversight to all three, setting the risk appetite for the Society and receiving reports from ARACC enabling it to obtain a holistic view of the Society’s risk management framework.

The system of internal control is designed to enable the Society to achieve its corporate objectives within a managed risk profile, not to eliminate risk. The internal audit function provides independent and objective assurance that these processes are appropriate and effectively applied.

The principal business and financial risks to which the Society is exposed are credit, market, liquidity, regulatory, strategic and operational, these are detailed below.

Credit risk is the risk that losses may arise as a result of failure by a borrower or counterparty to meet its obligation to repay. The Board is responsible for reviewing the Lending Policy of the Society and monitoring the arrears profile. The ALCO monitors exposure to treasury counterparties as detailed in section 7 below. Concentration risk, which adds a further dimension to credit risk, arises as a result of the concentration of exposures within the same category, whether it is geographical location, product type, industry sector or counterparty type. These risks are managed through adherence to Board-approved lending and liquidity policies, which provide for a range of limits that are regularly monitored and reviewed in the light of changing economic conditions and Society objectives.

The Society is predominantly a residential mortgage lender, which means that it is exposed to the housing market in England and Wales by virtue of its statutory nature limits. Within the residential mortgage business, the Society's main concentration risk is geographical, as the largest part of its lending is in the East Midlands region, where the Society has its core area of operation.

Product type concentrations also exist as the Society operates primarily as a traditional residential mortgage lender. Any non-core lending is monitored regularly by the Board to ensure that lending policy limits are not exceeded. All concentrations are managed within limits which the Board believes are appropriate to current economic conditions and Society objectives.

The Board has ensured that the Society's ICAAP makes provision for an additional amount of capital to be available to cover any downturn in house prices or increased mortgage losses, during periods of negative growth in the U.K.

Market risk incorporates the loss of income, mainly as a result of changes to interest rates. Exposure to this risk is primarily managed through natural hedges that exist in the Society balance sheet. Capital is allocated under Pillar 2 to cover the impact of a 2% parallel shift in interest rates over 3 years.

Liquidity risk concerns the Society's ability to meet its financial obligations as they fall due under either normal or stressed business conditions, as a result of imbalances in the cash flow of its activities. This risk is managed by maintaining a prudent level of liquid resources at all times in accordance with limits set out in Board policies for both Liquidity and Financial Risk Management. Liquidity stress testing is carried out on a monthly basis to confirm that the Society can withstand normal and extreme cash outflows. In accordance with the PRA ILAA Rulebook and the Society's Liquidity Policy, the Society holds a liquid assets buffer of high quality unencumbered assets comprising deposits with the Bank of England and UK Government Gilts and Treasury Bills.

Regulatory risk considers the risk that the volume and complexity of regulatory issues may impact on the Society's ability to compete over time. Included here is Conduct risk, which looks at the way the Society conducts its business with its customers. The Board conducts a regular review of the fair treatment of customers and is satisfied that the Society's approach is both appropriate and robust. Further risk arises out of the Society's function as a deposit taker. The Society is required to contribute to the Financial Services Compensation Scheme if there are claims on the Scheme as a result of other deposit takers failing and is currently contributing each year.

Strategic risk is the risk that the Society is exposed to external factors. These are considered by the Board as part of the corporate plan process, ensuring that the Society makes an adequate amount of profit and maintains sufficient capital. The Society does not operate a defined benefit pension scheme, the assets being held separately from those of the Society in a group Personal Pension Plan provided by Legal and General Assurance Society Ltd.

Operational risk is associated with the Society's internal processes and systems and the potential for these not to function properly. It also covers human error and external events. The Society operates a robust control environment to mitigate operational losses and holds insurance cover where relevant. EXCO monitors operational risk to ensure that appropriate actions are taken and internal controls implemented or enhanced across the business to manage operational risk within the Board's risk appetite. Operational risks are recorded in the Society's Risk Register and a Contingency Plan is in place to ensure that any disruptions can be adequately managed.

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Cyber risk is a key area of operational risk and focus for the Society. Controls have been implemented to mitigate information security and cyber related risks, including anti-virus software, real-time email and internet filtering, daily backups, physical and logical access controls, internal segregation of duties and both internal and external firewalls with appropriate monitoring systems. Regular internal and external penetration testing is carried out by third parties to identify areas for further improvement.

In addition to the operational risk function, the Society has a formal structure for managing financial risk, which includes the establishment of risk limits, reporting lines, mandates and other control procedures. The ALCO is charged with responsibility for managing and controlling balance sheet exposures and the use of financial instruments for risk management purposes. Full details regarding the financial risks and instruments used by the Society are given in the Annual Report and Accounts 2018, Note 23, Financial Instruments.

The Board recognises that there are residual risks inherent in any business, which may not be identified specifically. Adequate provision has been made for general residual risks in the ICAAP by applying a buffer to the individual capital guidance (ICG) requirement issued by the PRA.

Earl Shilton Building Society has capital ratios marginally over peer group society averages, as a result of which the Society is able to maintain overall capital at a level well in excess of the ICG, even after the addition of the internal buffer referred to above.

3. Capital Resources

Total Society capital resources at 31st March 2018, amount to £11.5m. This is made up predominantly of Tier 1 capital: general reserves (the accumulated profits of the Society), Tier 2 capital is made up of the collective impairment provision.

Table 1 provides details of the components of Tier 1 capital, Tier 2 capital and total capital within the Society.

TABLE 1	
Tier 1 Capital Resources	£m
Accumulated profits held as general reserves	11.16
Deductions (intangible assets)	(0.02)
Tier 2 Capital Resources	
Collective impairment provision	0.32
Total Capital Resources	
Tier 1 and Tier 2	11.46

4. Capital Adequacy Assessment

The Society maintains a three-year strategic planning framework; this is reviewed by the Society's Board annually to take account of current and changing economic conditions. The process culminates in the annual production of a three-year corporate plan with detailed budgets covering the following years' activities.

The corporate plan is produced by reference to the Society's ICAAP; both documents reflect the Board's risk appetite and integrate the capital position and forecasts into future strategy. The Society's ICAAP also contains the capital plan for the next three years and the Board ensures that there are adequate capital resources to support the corporate goals contained within the plan.

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In order to produce a detailed capital plan, the Society's ICAAP contains calculations of the capital resources requirement (effectively, the minimum capital required) each year using the standardised approach for credit risk and the basic indicator approach for operational risk. Under the standardised approach for credit risk, the Society 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 requirement for credit risk. Under the basic indicator approach for operational risk, the Society calculates its average net income over the previous three years and provides 15% of that average net income as the minimum capital requirement for operational risk.

Table 2 provides details of the calculation of capital resource requirements within the Society as at 31st March 2018, covering both liquidity and mortgage exposures.

TABLE 2 Capital Resources Requirement			
Credit Risk	Exposure £m	Risk weighted assets value £m	Minimum capital required £m
Treasury Assets			
Central government (UK gilts / Treasury Bills) & Bank of England	28.0	-	-
Credit Institutions	4.9	1.0	0.1
Cash	0.1	-	-
Total Treasury Assets	**33.0**	**1.0**	**0.1**
Loans and Advances to Customers			
Residential – performing loans	105.8	35.4	2.8
Residential – past due loans	0.9	0.9	0.1
Non-residential/business – performing loans	1.6	1.6	0.1
Non-residential/business – past due loans	-	-	-
Total Loans and Advances to Customers	**108.3**	**37.9**	**3.0**
Fixed and Other Assets	0.9	0.8	0.1
Total Credit Risk – Capital Resources Required	**142.2**	**39.7**	**3.2**
Operational Risk – Capital Resources Required			0.4
Total Pillar 1 Capital Resources Required			**3.6**

At 31st March 2018, the Society's Individual Capital Guidance set by the Prudential Regulation Authority was £4.4m (9.75% of total risk weighted exposures), with £3.6m relating to Pillar 1 (8% of total risk weighted exposures as shown in Table 2) and £0.8m relating to Pillar 2A (1.75% of total risk weighted exposures). Regulatory capital held by the Society at 31st March 2018 was £11.5m, representing 25.4% of the total risk weighted exposures and well in excess of the minimum Individual Capital Guidance.

A further requirement of CRD IV is the introduction of a non-risk-based leverage ratio which measures the levels of Tier 1 capital against both on and off-balance sheet exposures. The Society's total on and off-balance sheet exposures at 31st March 2018 are £141.8m. Based on Tier 1 capital resources of £11.1m, the Society's Leverage Ratio under CRD IV is calculated at 7.8%. This has increased from 7.7% at 31st March 2017 and is not expected to change significantly throughout the period of the Corporate Plan. CRD IV requires a minimum ratio of 3%.

5. Credit Risk (Mortgages)

The Society regards as 'past due' any mortgage or loan account where more than three monthly repayments have not been made at the accounting date. Arrears of mortgage repayments are monitored closely and the Society has performed satisfactorily in comparison with national arrears and possession statistics.

Table 3 provides a Society analysis, for capital adequacy purposes, of loans and advances exposures at 31st March 2018:

TABLE 3						
Society	Residential			Non-Residential		
Loans and Advances Exposures	Performing £m	Past Due £m	Total £m	Performing £m	Past Due £m	Total £m
Total	**105.8**	**0.9**	**106.7**	**1.6**	**-**	**1.6**

A reconciliation of the above table to Note 11 of the Annual Report and Accounts 2018 'Loans and advances to customers' is provided in Table 4:

TABLE 4	
Reconciliation of Society Loans and Advances to Customers	Total £m
Society loans and advances to customers per note 11, Annual Report & Accounts Add back: Collective and Specific impairment provisions	103.2 0.3
Society accounting value of loans and advances to customers	**103.5**
Add: Total commitments for residential mortgage loans Add: Adjustment to reflect different reporting requirements	4.7 0.1
Society capital adequacy value of loans and advances to customers	**108.3**

A geographical analysis of Society exposures, shown in table 4, is given in Table 5, below:

TABLE 5						
Society	Residential			Non-Residential		
Geographical Region	Performing £m	Past Due £m	Total £m	Performing £m	Past Due £m	Total £m
East Midlands	22.4	-	22.4	1.1	-	1.1
West Midlands	7.5	0.2	7.7	-	-	-
South Central	10.1	0.5	10.6	-	-	-
East Anglia	10.5	-	10.5	0.1	-	0.1
London	6.2	-	6.2	-	-	-
South East	8.8	-	8.8	0.2	-	0.2
North East	9.6	0.2	9.8	-	-	-
North West	6.3	-	6.3	0.2	-	0.2
South West	14.6	-	14.6	-	-	-
Wales	5.1	-	5.1	-	-	-
Total	**101.1**	**0.9**	**102.0**	**1.6**	**-**	**1.6**

A residual maturity analysis of Loans and Advances to customers is provided at Note 11 of the Annual Report and Accounts 2018. It should be noted that this maturity analysis assumes that loans and advances run for their full, agreed term. In practice, mortgage loans seldom continue to the agreed maturity date and, therefore, the actual repayment profile is likely to be significantly different from that disclosed.

6. Provisions

The Society's accounting policy in relation to the provision for loans and advances is stated in full in Note 1, Accounting Policies, to the Annual Report and Accounts 2018. Full details of the movements on impairment provisions for loans and advances to customers are provided in Note 12 to the Annual Report and Accounts 2018.

For capital adequacy purposes, collective provisions are regarded as Tier 2 capital (Table 1 above).

No specific provisions have been utilised to adjust downwards the value of risk-weighted assets in the capital adequacy calculations.

7. Credit Risk (Treasury)

The purpose of the Treasury Policy including both the Liquidity Policy and the Financial Risk Management Policy is to ensure that the Society operates within prudent limits in respect of counterparties in terms of both amount invested and counterparty rating. Investments in banks and building societies are held purely for liquidity purposes. The minimum policy ratings using the Fitch ratings agency are short term F1 and long term A-, although treasury deposits can also be made with unrated building societies at the discretion of the Board on a case by case basis and subject to continuous monitoring of financial performance. The Board have also considered the Society's exposure to its main clearing bank, National Westminster and the guarantee implicit in the UK Government's stake in RBS Group, which is rated by Fitch at short term F2 and long term BBB+. As a consequence, limits are placed on both the amount deposited and the original maturity of those deposits. In addition to the use of Fitch ratings, market intelligence is used to allow for the delay between a counterparty being in difficulty and this being reflected in a downgrading of its Fitch rating. Policy limits and counterparties are regularly reviewed by the Assets and Liabilities Committee, with formal policy approval being made at Board level. The Society receives counterparty grading amendments from its Treasury Advisors and limits may be suspended following adverse downgrades.

The breakdown of liquid assets by maturity and rating at 31st March 2018 under the Standardised Approach is shown in Table 6 below:

TABLE 6				
Society	Maturity Profile			
Credit Rating	Less than 3 months	3 months to 1 year	Over 1 year to 3 years	Total
	£m	£m	£m	£m
Government securities	3.0	2.0	-	5.0
Bank of England	23.0	-	-	23.0
AAA to AA-	2.0	-	-	2.0
A+ to A-	-	-	-	-
BBB+	1.9	-	-	1.9
Unrated Building Societies	-	1.0	-	1.0
Cash	0.1	-	-	0.1
Total	**30.0**	**3.0**	**-**	**33.0**

8. Interest Rate Risk

Interest rate risk is referred to under the heading of Market Risk, in section 2 of this document. The interest rate risk to which the Society is most exposed is basis risk. Basis risk arises where balance sheet components are subject to different interest rate markets. This includes exposure to fixed rate lending on treasury assets which is matched with balances on the other side of the balance sheet which are at variable rates.

Interest rate risk is managed by utilising natural hedges on the balance sheet and by the setting of exposure limits. The interest rate risk on savings and mortgage products is reviewed on a regular basis and action taken as appropriate.

The Society balance sheet is stress tested against Board gap limits on a monthly basis for the effects of a 1%, 2% and 3% parallel shift in interest rates, after the appropriate adjustment of capital allocations. The Board has set a limit on the effect that a 2% parallel shift in interest rates can have on the Society's capital. Capital is provided within the ICAAP under Pillar 2.

Interest rate risk limits are an expression of the Board's risk appetite and are reviewed annually as an integral part of updating the Society ICAAP.

A description of interest rate risk exposures at 31st March 2018 is given in Note 23 of the Annual Report and Accounts 2018 'Financial Instruments – Market Risk'.

9. Regulatory Capital Buffers

One of the objectives of CRD IV when it was introduced was to improve the banking sector's ability to absorb shocks arising from stressed conditions. This is achieved through increasing the quantity of regulatory capital the Society is required to hold through the introduction of regulatory buffers that have to be held in addition to the Pillar 1 and Pillar 2A requirements.

There are two capital buffers both of which are calculated as a percentage of risk weighted assets and which apply to the Society. The Capital Conservation Buffer is intended to ensure that the Society holds sufficient capital to withstand future shocks without breaching minimum capital guidance requirements. It was introduced in 2016 at a rate of 0.625% which will increase to 2.50% by 2019 and is currently at 1.875%. The Countercyclical Capital Buffer is intended to limit excessive credit growth in the UK economy and is set by the Financial Policy Committee of the Bank of England. Whilst the current rate is 0%, this is set to rise to 0.50% in June 2018 and to 1.00% in November 2018.

10. Remuneration Policies and Practices

A risk arises if the Society's remuneration policies and practices could result in staff being rewarded for decisions inconsistent with the Board's risk appetite. It is therefore the Society's policy on remuneration to seek to ensure that its remuneration decisions are in line with effective risk management.

To minimise this risk, the Board sets the remuneration policy in line with its risk appetite and long term objectives and remuneration is set at a level that attracts and retains staff of the appropriate calibre. Consequently, the Society's policy on remuneration is to seek to ensure that its remuneration decisions are in line with effective risk management of the Society.

The Society also seeks to ensure that its remuneration decisions are in line with its business strategy and that it is consistent with the Society's current financial position and future prospects, and seeks to establish an appropriate balance between the fixed and variable elements of remuneration which may vary depending on the seniority and nature of an individual's employment.

Variable remuneration is not paid unless it is sustainable within the Society's situation as a whole. Guaranteed incentive payments do not form part of any remuneration package and currently there are no incentive schemes in operation. A non-contractual bonus of up to 3% basic salary has been paid to all staff for a number of years.

The Board has identified that those staff whose professional activities have a material impact on the Society's risk profile are the members of the Executive team and staff engaged in control functions, two of whom, the Chief Executive and the Deputy Chief Executive & Finance Director are executive directors.

Other senior members of staff are deemed not to affect the risk profile of the Society in the way that these staff do, as they report directly to the Executive and are constrained by their operating mandates.

Information concerning the mandate of the Remuneration Committee and the decision-making process it uses in determining the remuneration policy for the executive directors, and information on the link between pay and performance, is contained in the Directors' Remuneration Report in the Society's Annual Report and Accounts 2018.

The Remuneration Committee is also responsible for determining the terms and conditions of other members of the Executive team after consultation with the Chief Executive. These are as follows:

- IS & Estates Manager
- Regulation & Compliance Manager
- Financial Controller
- Business Development & Marketing Manager
- Customer Services Manager
- Management Accountant & Resources Manager
- Risk Officer

Aggregate information on the remuneration for Code staff for the period 1st April 2017 to 31st March 2018 is given below:

TABLE 7				
Society	Number	Fixed Remuneration	Variable Remuneration	Total Remuneration
		£	£	£
Non-executive Directors	6	102,267	-	102,267
Executive Directors	2	212,761	5,282	218,043
Other Remuneration Code staff	7	315,440	7,797	323,237
Total	**15**	**630,468**	**13,079**	**643,547**

In all cases fixed remuneration includes pension contributions paid by the Society and the value of taxable benefits.

11. Country-by-Country Reporting

The country-by-country disclosures as required by Article 89 of CRD IV are shown in the Society's Annual Report and Accounts 2018.

12. Conclusion

This disclosure document, prepared in accordance with regulatory requirements, is intended to provide background information on the Society's approach to risk management. It also provides asset information and capital calculations under Pillar 1. The disclosures are published within 4 months of the Group's financial year end and are updated annually.

In the event that a user of this disclosure document requires further explanation on the disclosures given, application should be made, in writing, to the Deputy Chief Executive & Finance Director at Earl Shilton Building Society, 22 The Hollow, Earl Shilton, Leicester LE9 7NB.