Foresters Friendly Society

Solvency and Financial Condition Report as at 31 December 2023

V3.0 - April 2024

Contents

Summary

Considerations for 2023

This Solvency and Financial Condition Report ("SFCR") has been prepared to enable members of Foresters Friendly Society ("the Society") and other stakeholders to assess the financial position of the Society at 31 December 2023. This SFCR includes:

- a description of the Society's business;
- analysis of the business performance;
- information regarding the system of governance;
- details of the Society's risk profile;
- a valuation of the Society's assets and liabilities; and
- a summary of the solvency position of the Society as at 31 December 2023.

The Society has opted to not have the SFCR and accompanying QRT disclosures externally audited, in line with Policy Statement 25/18 published by the PRA on 17 October 2018. However, many of the underlying methods, assumptions, processes and controls used for the Solvency II valuation are also used for the UK GAAP valuation of technical provisions within the annual report and accounts, which is subject to external audit.

There were a number of key developments over 2023, chief among these were:

- The Society's product range and operating strategy came under increased sector, market and competitive pressure, partially due to interest rates rising steeply and remaining high, exacerbated by wider economic challenges for its customers.
- The Society reviewed its operating strategy and devised a new five-year plan; it has now decided to:
    - focus on the Group business, which has shown, after extensive analysis and review, to be the best route to increase its Capital Coverage Ratio (CCR). It is expected that the growth in Group schemes will also drive an opportunity to increase Court membership (contingent upon the approval of a variation to the Society's current rules);
    - develop new individual products where these can be competitive and continue to meet the Society's Consumer Duty obligations;
    - position itself as a potential consolidator in the mutuals sector whereby it can consider corporate activity and opportunities that are compelling and additive to future growth and profitability; and
    - place the with-profits business into internally managed run-off; this has crystalised a significant technical loss for 2023 which reflects the future diseconomies of scale arising in the expense provisions as a result of the closure to new business (as there will be no future new policies to absorb overheads). The Society's with-profits Order Insurance Fund ('OIF') is going into run-off, scheduled for the end of April 2024.
- A marked outperformance across the investment portfolio with unrealised gains of £14.3m materially reversing the 2022 underperformance - unrealised losses of £32.5m
- Individual single premium new business sales were £4.6m in 2023 following a 2022 performance of £5.6m, which was the Society's second largest year. New single premiums including top-ups on existing plans were £9.1m (2022: £9.9m), including Lifetime ISA government contributions.

- New policy sales volumes were lower in 2023 at 5,790 policies vs the record levels seen in 2022 of 6,514. The annual premium relating to new regular premium policy sales amounted to £1.7m (2022: £2.1m).

- Group business premiums were £16.3m (2022: £15.7m), slightly ahead of 2022 as a result of continuing to acquire new schemes and extending coverage on existing schemes; albeit the growth from 2022 to 2023 was reduced compared to the previous period.

- Insurance business operating expenses were £6.1m (2022: £5.7m).

More details of our strategic initiatives can be found in our annual report and accounts document, published on our website (www.forestersfriendlysociety.co.uk/about-us/reports-governance).

The 2023 year-end valuation shows that the Society is solvent with Own Funds of £39.8m (2022: £49.1m), with a CCR of 112% (2022: 142%), just below the Board's minimum threshold of 115%.

The CCR for the UK Insurance Funds (excluding UK Courts and Guernsey ring-fenced funds) is 137% (2022: 232%), slightly below the Board's minimum threshold of 140%.

The Society and UKIO's projected CCRs within the 2024-2028 business plan both improve over the business planning horizon, steadily increasing the margin over the minimum capital thresholds set by the Board. This is a material improvement from the previous outlook before the strategic changes outlined above, whereby the Society and UKIO CCRs were demonstrating an adverse trend.

The CCR for the Order Insurance Fund ("OIF") is 150% (2022: 117%) and at the Board's minimum threshold of 150%.

Section E provides further information on the change in the own funds as a percentage of the SCR.

COVID-19

The Directors have continued to monitor the longer-term development of the impact of COVID-19, both directly on the Society's business and indirectly through reviewing the development of government policy and advice.

Global Instability

In 2022, as a result of the Ukraine crisis, the Society increased its monitoring the impact of volatility in investment markets. Global issues including additional regional instability (e.g. Israel/Gaza) and localised but not unrelated criminal activity designed to impact critical trade routes (eg Islamic Houthi attacks on shipping), have heightened during 2023 with the wider potential to impact key sections of the international economy.

The Board remains ready, if required, to take necessary action to protect the Society and members from extreme deterioration in the Society's financial stability due to factors beyond the Society's control.

Board Declaration

The Board is responsible for all information contained within this Solvency and Financial Condition Report and is satisfied that:

- throughout 2023, the Society has complied in all material respects with the requirements of the PRA rules and Solvency II Regulations applicable to the Society; and
- it is reasonable to believe that, at the date of publication of this report, the Society has continued to comply, and will continue to comply in future.

This 2023 Solvency and Financial Condition Report was approved by the Board on 4 April 2024 and authorised for issue.

On behalf of the Board:

TM Batten

Trevor Batten
Chairman

Rachel Webb
Chief Executive

L Russell

Lisa Russell
Company Secretary

A. Business and Performance

A1. Business

Foresters Friendly Society ("the Society") is the trading name of The Ancient Order of Foresters Friendly Society Limited, which is an Incorporated Friendly Society (Registration No. SllF). The Society's unit-linked products have been sold under the POIS brand. The Society's registered office is Third Floor, Enterprise House, Ocean Way, Ocean Village, Southampton, S014 3XB. The Society is wholly owned by its members, who are all assigned to a local branch ("Court").

Financial Regulator

The Society is authorised by the Prudential Regulation Authority ("PRA") and regulated by the Prudential Regulation Authority and the Financial Conduct Authority (FCA) under Registration No. 110029.

PRA

Telephone:	020 3461 7000
Address:	Firms Enquiries Team (MGI-SE) Prudential Regulation Authority 20 Moorgate London, EC2R 6DA

FCA

Telephone:	0800 111 6768
Address:	FCA Head office 12 Endeavour Square London, E20 lJN

Lines of business

The Society consists of its Insurance and Court operations including the Guernsey Court's general insurance business. The consolidated ("Group") financial results include the results of the Leeds Investment Association (a Specially Authorised Friendly Society registered under the Friendly Societies Act), as the Society is in a position where it can exert influence and/control, and Foresters General Insurance Services Limited, a wholly owned subsidiary.

The Insurance business is divided into two distinct parts:

- products available to individuals, either directly from the Society or via a network of introducers and Financial Adviser intermediaries in the UK and Guernsey; and
- products provided to organisations as Group Schemes, which cover a range of organisations including police federations and agencies of charity workers.

The Society offered in 2023 a range of financial products that are simple and affordable and are backed by excellent customer service. The main products were:

Product	Description
With-Profits (Stocks & Shares) ISA	A flexible medium to long-term tax-free savings plan that can accept regular investments or one-off lump sum investments up to the maximum annual ISA limit. There is the potential for bonuses to increase the policy value.
Lifetime ISA ("LISA")	A savings account that enables saving towards purchasing a first-time buyer property with a value of less than £450,000; and/or to provide a method of saving for retirement. Contributions of up to £4,000 in each tax year are permitted and the government will add a bonus of 25% to member monies paid into the LISA.
Junior ISA ("JISA")	A tax-free with-profits savings plan for the under 18s that can accept regular investments or one-off lump sum investments up to the maximum annual Junior ISA limit. There is the potential for bonuses to increase the policy value.
Bonds (Advised and non-advised)	A single lump sum investment with the potential for bonuses to be added over the medium to long-term. The advised bond was discontinued in mid-2023 after a product review.
50+ Life Cover	A with-profits whole of life insurance policy for the over 50s, providing a guaranteed tax-free cash sum on death which has the potential to grow with bonuses over time. The monthly premiums are fixed at outset and guaranteed not to change.
Unit-Linked Savings and Investment Plan	A long-term regular savings plan of which the premium is used to allocate units in the POIS Savings Fund. The fund invests mainly in a globally diversified equity portfolio for a potential for growth over the longer term.
Unit-Linked Tax-Exempt Savings Plan	A long-term tax-exempt regular savings plan of which the premium is used to allocate units in the POIS Flexible Growth Fund. The fund invests mainly in a globally diversified equity portfolio for a potential for growth over the longer term.
Medical Expense Insurance	Individual medical expense insurance covering primary healthcare costs of residents of Guernsey and Alderney. This business is regulated by the Guernsey Financial Services Commission.
Group Life & Sickness Schemes	These are set up by trustees, employers or employee groups to provide life assurance, critical illness and/or income protection benefits for participants. The participants have the option of joining the scheme and paying the appropriate premiums for the selected benefits. A range of different benefit types is available, and these are tailored to the individual scheme.

In 2023, the channels to market for individual sales were:

- online advertising and social media (Facebook, Twitter, Linkedln and Affiliates);
- introducers (Courts and POIS);
- employee benefits platforms;
- direct mail and an internal telemarketing team;
- Independent Financial Advisers ("IFA") or Professional lntroducers; and
- newspaper and radio advertising for the Guernsey business.

The distribution of Group Schemes is carried out through specialist brokers.

Significant events in the reporting period

Following revisions to the calculation with-profits methodologies and also as a result of economic impacts, the Society's CCR has decreased to 112% (2022: 142%) which is within close proximity of the Green category of the Society's capital risk appetite framework, as defined in Section E.

The Society has elected to place its remaining open with-profits fund into internal run-off after 30 April 2024 and with-profits products will cease to be sold from this date.

A2. Underwriting Performance

The following table shows the underwriting performance by line of business over the reporting period for the Society's UK insurance business.

Technical Account: Long Term Business (£'000)	With-Profits	Unit-Linked	Non-Profit	Group	2023 Total	2022 Total
Earned premiums, net of reinsurance						
Gross premium written	12,155	7,172	190	16,340	35,856	36,083
Outward reinsurance premiums	(26)	-	-	(358)	(384)	(372)
Net premium written	**12,129**	**7,172**	**190**	**15,982**	**35,472**	**35,712**
Investment income	3,427	420	658	-	4,505	3,212
Net unrealised gains on investments	3,485	5,107	619	-	9,212	(32,641)
Total technical income	**19,041**	**12,699**	**1,467**	**15,982**	**49,188**	**6,283**
Claims incurred						
Gross claims payable	(12,699)	(6,815)	(147)	(14,055)	(33,716)	(34,124)
Change in other technical provisions						
Long term business provision:						
- gross amount	(6,555)	-	(7,336)	938	(12,953)	24,822
- reinsurers' share	(10)	-	-	(46)	(56)	77
- net of reinsurance	(6,566)	-	(7,336)	892	(13,009)	24,899
Technical provisions for linked business:						
- net of reinsurance	-	(5,181)	-	-	(5,181)	9,565
Net change	**(6,566)**	**(5,181)**	**(7,336)**	**892**	**(18,190)**	**34,464**
Other expenditure						
- net operating expenses	(2,623)	(1,716)	(824)	(985)	(6,148)	(5,762)
- investment expenses and charges	(467)	(212)	(144)	(4)	(827)	(622)
Total other expenditure	**(3,090)**	**(1,929)**	**(968)**	**(989)**	**(6,975)**	**(6,384)**
					-	-
Total technical charges	**(22,354)**	**(13,925)**	**(8,450)**	**(14,152)**	**(58,881)**	**(6,045)**
					-	-
Surplus of technical income over technical charges (before expense subsidies)	**(3,313)**	**(1,226)**	**(6,983)**	**1,830**	**(9,693)**	**238**
With-Profits expense subsidies	1,342	-	(1,342)	-	-	-
Surplus of technical income over technical charges	**(1,971)**	**(1,226)**	**(8,325)**	**1,830**	**(9,693)**	**238**
Transfer from/(to) Fund for Future Appropriations	1,971	1,226	8,325	(1,830)	9,693	(238)
Balance on technical account	**-**	**-**	**-**	**-**	**-**	**-**

There was a loss of £9.7m over the reporting period (2022: £0.2m profit). This included a one-off exceptional item in the non-profit fund of £6.6m within the technical provisions following the decision to close the with profits business. This reflects the future diseconomies of scale arising in the expense provisions as a result of the closure to new business (as there will be no future new policies to absorb overheads).

The Group business has generated a profit, due to continued favourable levels of claims versus long-term expectations.

Unit-linked business has generated a loss as expenses came under pressure due to increased overall Society expenses (from inflationary pressures) and changes in cost allocation. The overall loss was compounded by an adverse adjustment to the technical provisions as a result of higher expected future expenses and surrenders. The Non-Profit fund is the parent fund and accounts for any profit & loss of the unit-linked business.

The Non-Profit Fund has posted a significant loss. As outlined above, the majority of this loss arises from the increase in the technical provisions due to the planned closure of the OIF on 30 April 2024. The Non-Profit Fund meets the expense caps for the OIF and therefore is responsible for reserving for expected future expense overruns from the OIF.

The loss on with-profits business largely relates to the OIF. Whilst the investment performance in the final months of 2023 was positive, the levels of premium income reduced due to surrenders and a continuing reduction in the scale of single premium new business.

The following table shows the underwriting performance over the reporting period for the Society's Guernsey insurance business. This table remains to be updated as at the time of writing this document:

Technical Account: General Business (£'000)	2023	2022
Earned premiums, net of reinsurance		
Gross premium written	3,115	2,807
Investment income	15	30
Other technical income	1	2
Total Technical Income	**3,131**	**2,839**
Claims incurred		
Gross claims payable	(2,978)	(2,349)
Other Expenditure		
Net operating expenses	(314)	(384)
Total Technical Charges	**(3,291)**	**(2,733)**
Surplus of technical income over technical charges	**(160)**	**107**
Transfer from/(to) general business fund	160	(107)
Balance on Technical Account	**-**	**-**

There was a net transfer from the General Business Fund of £0.2m over the reporting period (2022: transfer to the General Business Fund of £0.1m).

A3. Investment Performance

Investment income and expenses

The table below shows the Society's investment income and expenses earned on the assets supporting the Society's UK long-term insurance business and the medical expense insurance business written by the Guernsey Court.

Other investments comprises cash, units in authorised unit trusts, loans, mortgages, deposits with credit institutions and deposits with Investment Associations. The Society invests directly in derivative investments in 2023 as part of efficient portfolio and capital management.

Technical Account (£'000)	2023	2022
UK long-term insurance business		
Investment income		
Income from property investments	-	-
Income from listed investments	3,998	2,898
Income from other investments	510	313
Gains/(Losses) on realisation of property investments	-	-
Gains/(Losses) on realisation of listed investments	(5,107)	(150)
Total investment income	**(599)**	**3,062**
Total unrealised gains/(losses) on investments	**14,314**	**-32,491**
Total UK investment returns	**13,716**	**(29,429)**
Investment management expenses and charges	**763**	**676**
Guernsey medical expense insurance business		
Income from investments	15	30
Gains/(Losses) on investments	1	-
Unrealised gains/(losses) on investments	-	2
Total Guernsey investment returns	**16**	**32**

Investment profits were earned during 2023 with a strong performance across all asset classes except for infrastructure.

Securitisations

The Society does not hold any investments in securitisations.

A4. Performance of other activities

Courts

The Society has 189 branches ("Courts") which are the local point of contact for members. The Courts have assets amounting to £85.2m (2022: £85.7m) and table below provides the allocation of these funds.

Allocation £'000	2023	2022
Court Investment Fund property	28,170	33,511
Equitix Infrastructure Fund	9,999	8,911
Leeds Investment Association deposits	17,730	16,516
Fixed interest	21,333	18,645
Derby Investment Association deposits	5,321	5,384
Locally managed property	4,416	4,516
CIF Cash and cash equivalents	659	689
Net Debtors/creditors	(1,156)	(1,334)
Guernsey insurance assets	(5,390)	(5,251)
Court Reserve Fund	(1,014)	(1,341)
Society Court Funds	**80,068**	**80,243**
Leeds Investment Association surplus assets	**5,167**	**5,434**
Consolidated Court Funds	**85,235**	**85,678**

The Society also manages a number of Discretionary Benefit Funds amounting to £12.0m (2022: £12.2m) which provide non-insurance benefits to members and Courts at the discretion of the Board of Directors of the Society.

The Courts are geographical groups of members who manage their own funds and support social, fraternal, educational and benevolent activities. Each Court elects its own officers and delegates who represent the Court's members at the High Court (Annual General Meeting) of the Society. The delegates attending High Court elect a High Chief Ranger each year to represent all Courts at internal and external events. This approach provides a governance structure for members to have their say in an organisation that they own.

Court assets and the Discretionary Benefit Funds are not available to support the UK insurance business of the Society. Their assets and activities are shown within the Non-Technical Account in the Society's financial statements.

Investment Associations

21 Courts hold deposits totalling £11m (2022: £11m) in two Investment Associations with the Court Investment Fund holding an additional £12m deposit (2022: £11m) These Investment Association deposits are investments made by the Courts and Discretionary Benefit funds and consequently have no impact on the insurance results shown in the Technical Account.

Investment Associations are registered as Specially Authorised Societies under the Friendly Society Act 1974. The Investment Associations have their own constitutions or rules and are governed by Committees of Management that are independent to the Society's Board of Directors. The objective of these Investment Associations is to receive deposits of registered friendly societies and their branches and to invest the same for their benefit. Investment Associations are unincorporated associations registered in England and Wales, have no issued share capital and their principal area of operation is Great Britain.

The Society is in a position where it can exert influence and/or control over the Leeds Investment Association. The Leeds Investment Association's assets and liabilities and its income and expenses are therefore included in the consolidated financial statements, and the Leeds Investment Association assets and liabilities are recognised in the Solvency II balance sheet.

The rules of the Derby and Derbyshire Foresters' Investment Association state that the members of the Association are individuals who are members of the depositing courts and not the Courts themselves and this Association is not consolidated in the Society's financial statements.

Non-Technical Investment Returns

The investment returns below relate to the assets held by the Society's Courts and the Discretionary Benefit Funds. The "Society" column below consists of the Court operations including Guernsey Court's general insurance business. The "Group" (i.e. consolidated) column also includes the results of the Leeds Investment Association.

All figures in £000s	2023		2022	
	Group	Society	Group	Society
Investment income				
Income from property investments	2,607	2,074	2,859	2,341
Income from listed investments	1,871	1,560	1,191	886
Income from other investments	180	22	88	2
Sub-total income	**4,658**	**3,656**	**4,138**	**3,229**
Gains/(losses) on the realisation of listed investments	(481)	92	(1,878)	36
Gains/(losses) on the realisation of property investments	(345)	(352)	1,975	1,995
Sub-total realised gains/(losses)	**(826)**	**(260)**	**97**	**2,030**
Court held assets:				
Income from property investments	149	149	148	148
Income from mainland Court investments	524	2,153	690	3,248
Other income – Courts	540	540	468	468
Gains/(losses) on realisation of investments	-	-	-	-
Sub-total Court-related investment income	**1,213**	**2,841**	**1,306**	**3,864**
Total Non-Technical investment income	**5,045**	**6,237**	**5,541**	**9,123**
Total Non-Technical unrealised gains/(losses) on investments	1,136	(471)	(2,369)	(2,640)
Unrealised gains/(losses) on Court investments	(39)	(39)	304	304
Total Non-Technical investment returns	**6,141**	**5,727**	**3,476**	**6,787**
Non-Technical Investment management expenses and charges	335	335	255	255

Non-Technical Expenses

Non-Technical Account expenses of £0.3m (2022: £0.3m) relate to the investment costs of the Courts' investments.

A5. Any other information

There is no other material information to disclose regarding the business and performance of the Society.

B. System of Governance

B1. General Information on the System of Governance

This section outlines how the Society is directed and controlled and provides an overview of the Society's system of governance. The Society voluntarily complies with The AFM Corporate Governance Code ("Code") which is based on The UK Corporate Governance Code, as published in January 2019. The Code draws on good practice and on statutory and regulatory expectations.

The compliance landscape changed materially in 2023 with the introduction of the new Consumer Duty (31 July 2023, 31 July 2024 for closed products). The Society has taken all required steps to ensure its compliance with the formal obligations under the regime.

The Board of Directors

The Board of Directors is the governing body of all Society activities. It is responsible for the direction and management of the business of the Society in the fulfilment of its mission and strategic objectives, ensuring compliance with the Society's Memorandum, rules, policies, principles and values and all applicable legislation and regulation.

In pursuance of its strategic objectives, the Board maintains a schedule of matters specifically reserved for the Board and exercises all those powers that are not by regulation, legislation, or by the Rules, required to be exercised by the Society at the Annual General Meeting or a Special General Meeting.

The composition of the Board at the end of 2023 was a mix of three Non-Executive Professional Directors, two Non-Executive Member Directors and two Executive Directors. A "Professional Director" is identified as having recent insurance industry knowledge and experience, and a "Member Director" is one drawn directly from the membership, having knowledge of the Society's fraternal activities.

The Board delegates certain parts of its responsibilities to Sub-Committees and to Advisory Arrangements which operate within defined Terms of Reference. The Terms of Reference are available on the Society's website at www.forestersfriendlysociety.co.uk/about-us/reports-governance.

Chairman and Chief Executive

The roles of the Chairman and Chief Executive are held by different people and the division of responsibilities between the two is clearly established, set out in writing and agreed by the Board of Directors. The Chairman is a Non-Executive Professional Director and responsible for leadership of the Board, encouraging open and constructive debate at Board meetings, ensuring the Board acts effectively and within its Terms of Reference.

The Chief Executive has overall responsibility for managing the Society and for implementing the strategies and policies agreed by the Board.

Non-Executive Directors

Following changes in the composition of the Board at both the 2021 and 2022 Annual General Meetings, the number of Non-Executive Professional Directors increased from one to three during the year to balance of skills and experience necessary for each Senior Management Function.

The Non-Executive Directors are responsible for bringing independent judgement and challenge to the Board debate and its decisions. They provide constructive challenge to management and help develop proposals on strategy. The Non-Executive Directors meet without the Executive Directors present at least annually. Each Non-Executive Director is formally appraised annually. The Non-Executive Directors may seek independent advice at the Society's expense in accordance with Board policy. Copies of the letters of appointment of the Non-Executive Directors are available at the Society's Head Office.

Executive Directors

Two Executive Directors were in post at the beginning of 2023, Rachel Webb, Chief Executive Officer, and Nick Warr, Finance Director.

Richard Dickinson joined the Society on 20 June 2022 as Chief Compliance & Risk Officer.

Nick Warr resigned and left the Society in July 2023 and Richard Dickinson was appointed an Executive Director on 3 August 2023.

The services of an interim Chief Financial Officer, John Mills (SMF2) were then secured pending the arrival of a permanent replacement; Mark Allen joined the Society on 2 April 2024 as permanent Finance Director and will be appointed to the Board as the Society’s third Executive Director following successful completion of his probationary period. He will hold regulatory positions SMF2 (Chief Finance) & SMF3 (Executive Director) (authorisations pending regulatory approval).

Senior Independent Director

The Code recommends that mutual insurers maintain a dialogue with their members and appoint a Senior Independent Director to handle issues and concerns raised by members. The Senior Independent Director acts as the Society's Whistleblowing Champion, provides counsel for the Chairman and serves as an intermediary for the other Directors when necessary. The Senior Independent Director is also responsible for holding annual meetings with the Non-Executive Directors, without the Chairman present, to appraise the Chairman's performance.

Appointments to the Board and Re-election

The appointment of new Directors is considered by the Nominations Committee which makes recommendations to the Board. Following co-option to the Board, a Director is subject to election by members at the next Annual General Meeting. Thereafter, in accordance with the Society's Rules, each Director must retire at the Annual General Meeting three years after the meeting at which they were last elected or re-elected as a Director. A retiring Director may seek re-election subject to the Society's Rules and the Code. A Director's initial term of office may be reduced to align with Board rotation.

Appraisal and Evaluation

The Board undertakes a formal annual evaluation of its own performance and that of its Committees and individual Directors, and in accordance with the Code is required to consider having a regular externally facilitated Board evaluation. A Board evaluation has taken place in Q1 2023.

Sub-Committees of the Board

Audit, Risk and Compliance Committee ("ARCC")

The ARCC considers matters in relation to internal and external audit and is provided with reports on significant findings and recommendations, together with management's responses. It also considers and recommends the methodology and assumptions for the Solvency II technical provisions.

The ARCC provides advice to the Board on risk strategy and risk appetite, including the oversight of current risk exposures of the business. It develops proposals for the Board in respect of overall risk appetite and tolerance, as well as the metrics used to monitor the firm's risk management.

The Chief Executive Officer, Chief Finance Officer, Risk and Compliance Director, internal auditors and external auditors attend meetings of the ARCC by invitation. The ARCC also invites other departmental managers as necessary to provide a deeper insight into key issues.

The ARCC, in accordance with their Terms of Reference, considers whether the annual Report and Accounts, taken as a whole, are fair, balanced and understandable, providing the information necessary for members to assess the Society's performance, business model and strategy.

Investment Committee

The Investment Committee considers matters in relation to investment of funds managed by the Society. Investment advice is given to the Investment Committee from the Society's Chief Investment Officer ("CIO"). The CIO also holds the Climate Change SMF role for the Society.

The performance of the various asset classes and funds is reviewed on a quarterly basis to ensure that they are in line with expectations and risk appetite.

Membership Committee

The Membership Committee considers matters in relation to the membership of the Society and the Society's non-regulated activities.

The Committee acts as a conduit between the wider membership of the Society and the Board. The Committee's responsibilities are to promote active Forestry and to support all members of the Society. It does this by ensuring Court's network activities and benefits offered through the Courts are relevant to members' needs. The Committee's Terms of Reference were enhanced in 2021 to empower it to make more decisions and giving it responsibility for the development and maintenance of a strategic plan for the Court Network.

Nominations Committee

The Nominations Committee recommends to the Board suitable candidates for positions on the Board and the roles of Senior Independent Director, High Chief Ranger, High Sub-Chief Ranger and members of the Membership Committee. It also makes recommendations to the ARCC in respect of the appointment and termination of the Risk & Compliance Director.

The Committee considers key person dependency and succession planning for the Board, role of Chief Executive and other senior management positions. It also considers the composition of the Sub-Committees reviewing the balance of skills, experience, independence and training of the Board.

Remuneration Committee

The Remuneration Committee considers matters in relation to remuneration and expenses.

The Committee supports the Board in the design and content of the Society's overall Remuneration

Policy and reviews it regularly, in line with market conditions and applicable legislation.

The Committee determines and advises the Board on the policy for remuneration of the Executive Directors.

It also makes recommendations to the Board on Propositions to be proposed at the Annual General Meeting, as well as the framework for remuneration of the Chairman, Non-Executive Directors, membership and Chairmanship of Sub-Committees, High Chief Ranger and High Sub-Chief Ranger.

With-Profits Advisory Arrangement

The With-Profits Advisory Arrangement ("WPAA") provides independent judgment to the Board including consideration of the rights and interests of with-profits policyholders and other policyholders, stakeholders and members of the Society, in a way that is consistent with the fair treatment of customers.

The Society has one open with-profits fund (the OIF) and one closed with-profits fund (Post Office Insurance Society Fund). Although each fund is considered individually, the main terms of reference are the same for all funds.

The WPAA, taking the advice of the With-Profits Actuary, considers the areas where management can exercise discretion in complying with the Principles and Practices of Financial Management ("PPFM") set out for each of the five with-profits funds in all material respects.
The PPFM is available on the Society's website at:
www.forestersfriendlysociety.co.uk/about- us/reports-governance.

Unit-Linked Advisory Arrangement

The role of the Unit-Linked Advisory Arrangement ("ULAA") is to provide independent judgment to the Board including consideration of whether the management of the Society's unit-linked funds is consistent with the fair treatment of customers.

The Society has three unit-linked funds in operation: the POIS Flexible Growth Fund, the POIS Money Bond Fund and the POIS Savings Fund. The POIS Money Bond Fund is a closed fund.

The ULAA reviews and recommends to the Board any changes to the public document entitled "How we manage our unit-linked funds" (available on the Society's POIS website at www.pois.co.uk/about-us/reports-governance). This document helps explain to customers how the funds will be operated and how the exercise of discretion may occur in relation to deriving unit-linked fund prices for use in working out policyholder benefits.

The WPAA and ULAA are advisory in nature; they are not decision-making bodies.

Key Functions

The following section provides a summary of the authority, resources and operational independence of the key functions.

Risk & Compliance Director

In June 2021, the Chief Risk Officer left the Society, and the part time Chief Compliance Officer took retirement. Consequently, the controlled functions were transferred to a newly appointed Chief Risk and Compliance Officer, who later became the Risk & Compliance Director in August 2023. The SMF 4, Chief Risk Function, SMF16 (Compliance Oversight) and SMF17 (Money Laundering Reporting Officer) were granted in February 2023.

The Risk and Compliance Function is led by the Risk & Compliance Director, Richard Dickinson. This is a senior role within the Society and is approved under the Senior Managers and Certification Regime ("SM&CR"). The Risk & Compliance Director is an Executive Board member, a member and Chair of the Business Risk and Compliance Committee ("BRCC") and reports directly to the Chief Executive, with a dotted line to the ARCC Chair. The Risk & Compliance Director is supported by two Risk & Compliance Assistants.

The Risk & Compliance Director provides independent oversight and challenge of the Society's systems and controls in respect of risk management and ensures the adequacy of risk information, risk analysis and risk training provided to the Board. The role has responsibility for oversight of the Risk Management Framework and performance of the Society's Own Risk and Solvency Assessment ("ORSA").

The Risk & Compliance Director also undertakes Compliance Oversight and is approved under the SM&CR. The post holder is appropriately skilled in respect of the regulatory environment, data protection, financial crime and monitoring.

The Compliance plan sets out the planned activities of the Risk and Compliance Function considering the activities of the Society and its exposure to compliance risk.

Chief Actuary

The Chief Actuary is responsible for the work of the Actuarial Function, particularly in respect of the calculation of technical provisions and solvency capital requirements. Key actuarial reports are presented to the ARCC.

During 2022, Nick Warr, Finance Director, resigned his position as Chief Actuary from 1 August 2022 and the Board agreed for Scott Robinson of Zenith Actuarial to hold the role of Chief Actuary, effective 1 October 2022. Scott Robinson received SMF20 approval from 13 February 2023.

The Chief Actuary is invited to attend Board and relevant Committee meetings. An annual report is produced for the Board, setting out all tasks that have been undertaken by the Actuarial Function and their results, with clear identification of any deficiencies and recommendations as to how these should be remedied.

The Chief Actuary is a Fellow of the Institute of Faculty of Actuaries and holds a Life Chief Actuary Practising Certificate. The Chief Actuary is supported by an outsourced Actuarial Function, Zenith Actuarial Limited.

Climate Change Officer

This role is held by the Society's Chief Investment Officer (CIO) as a considerable amount of the financial risk the Society is exposed to in relation to climate change is derived from our investment portfolios.

Regulators are increasingly focusing on the risks that arise from climate change, and expect firms to work towards managing them, including the ability to remain operationally viable in changing times. The

Society's investment manager AXA IM has been a leader in de-carbonisation, a leader in UN Principles for Responsible Investment ("PRI") and our mandates cover Environmental, Social and Governance ("ESG") considerations.

The Society is taking steps to ensure that it will have the required processes in place to comply with all regulatory obligations related to climate change. A plan has been developed to cover the key aspects of Governance, Risk Management, Scenario Analysis and Disclosure. The main risk exposure to the Society is in respect of the investment portfolio. The Society's CIO is actively working with the Society's investment managers on our approach to climate change.

Other considerations and risks that are being assessed in respect of climate change are impacts of increased possibility of pandemics and impacts to properties held by the Society, whether this is flooding or natural disaster risks, and also increased risk of disaster that could affect the building that the society operates its insurance business from, and how the Society responds to those potential risks. Although the main risk exposure is the investment portfolio, the Society needs to ensure it remains operationally viable.

Internal Audit Function

The Internal Audit Function was outsourced to Mazars LLP during 2022. At the end of 2022 the Internal Audit function was tendered, and the contract was awarded to RSM UK Risk Assurance Services LLP who took over these duties from 1 January 2023.

RSM report directly to the Chair of the ARCC. The ARCC has access to a wide skill set using RSM. Internal Audit maintains independence as the internal audits are conducted by an outsourced external company who are removed from the day-to-day operations of the Society. The annual internal audit plan is developed on a risk-based approach, taking into account the resources and skills required to carry out the plan.

The Chair of the ARCC has responsibility for the establishment, implementation and maintenance of the internal audit plan, taking into account all of the Society's activities and the complete system of governance. Written recommendations are presented to the ARCC based on the results of the audit findings.

Changes to the system of governance in the reporting period

None, save as those required to ensure the Society’s compliance with the new Consumer Duty regime.

Assessment of adequacy of the system of governance

The Board consider that the system of governance is appropriate for the Society based on consideration of the nature, scale and complexity of the risks inherent in its business.

Remuneration Policy

The Society's Remuneration Policy aims to attract, motivate, support and retain high quality diverse talent with the necessary skills to achieve the Society's strategic objectives, meet regulatory requirements and support the short, medium and long-term interests of members.

Remuneration is considered within the financial services sector for the geographical location the Society occupies and business affordability. The Policy is to provide an industry competitive level of salary which is achieved through regular salary benchmarking exercises and a good working environment.

Salaries are reviewed annually, and all staff are entitled to join a defined contribution pension scheme. The scope of the Policy covers all elements of the remuneration package for staff, Executive and Non-Executive Directors (including the Chairman, Deputy Chairman and Senior Independent Director), members of Board Sub-Committees and roles within the Society which are of a presidential nature such as the High Chief Ranger.

The policy forms part of a risk framework supporting the Board and management in discharging their responsibilities to ensure that:

- remuneration awards do not threaten the Society's ability to maintain an adequate capital base;
- remuneration arrangements with service providers do not encourage risk taking that is excessive in view of the Society's risk management strategy; and
- failure is not rewarded.

The Board and Remuneration Committee are primarily responsible for determining the Policy and reviewing it annually to ensure it remains appropriate. The Board retains the discretion to make changes in response to market conditions and in exceptional circumstances, where it is in the interest of the Society and its members to do so.

The outcome of any assessment by the Remuneration Committee will be reported ultimately to the Board with any actual and potential risks being reported to the Risk & Compliance Director as part of the management of risks across the whole Society.

There are no supplementary pension benefits or early retirement schemes for members of the Board or other key function holders.

The remuneration budget makes reference to the consumer price inflationary indices, as published by the Office of National Statistics from time to time, and external salary benchmarking.

Executive remuneration comprises of basic salary, bonus scheme, a contributory pension and other benefits.

The remuneration of all Non-Executive Directors, including the Chairman, is reviewed on an annual basis using expert advice and guidance from both internal and external sources. Non-Executives are only entitled to fees and expenses, and do not participate in any performance-related pay schemes or receive any pension arrangements or other benefits.

Post holders to the roles of High Chief Ranger and High Sub-Chief Ranger are only entitled to fees and expenses during their term of office, and do not participate in any performance related pay schemes or receive any pension arrangements or other benefits.

Any proposed change in fees for Non-Executive Directors, the membership and Chairmanship of Sub-committees, the High Chief Ranger or High Sub-Chief Ranger is determined by the Board and presented as a Proposition for approval by the delegates at the next Annual General Meeting.

The Society defines substantial variable pay as 25% or more of base salary.

Where the Society considers making the payment of a substantial bonus, the following points are considered:

- is the person to whom the bonus applies at or above Level 2 management, SMF holder, Significance Influence Function holder, Key Function Holder or Material Risk Taker;
- a substantial variable pay scheme needs to be linked/referenced to risk tolerance and business strategy i.e. no reward should be given for risk taking outside the stated risk tolerance of the Society;
- there needs to be the possibility of a nil pay-out;
- a substantial portion would be deferred for a period of not less than three years;
- application of malus; and

- compliance with stated risk tolerance.

Material transactions

There have been no material transactions conducted during 2023 between the Society and members of the Board or key function holders.

B2. Fit and Proper Requirements

Members of the Board and Senior Management provide strategic leadership that influences the financial position and future direction of the Society. As such, persons in these positions are required to possess certain qualities including integrity, credibility and relevant competencies. Annual reviews are undertaken to ensure this standard is met.

The Society has a Fit and Proper Policy which sets out how it meets the regulatory requirements for persons who have key functions to be Fit and Proper. The scope of the Policy covers the assessment of the fitness and propriety of the persons who effectively run the Society or have other key functions, both when being considered for the specific position and on an ongoing basis. The assessment covers the honesty and financial soundness based on relevant evidence regarding their character, personal behaviour and business conduct including any criminal, financial and supervisory aspects regardless of jurisdiction. The period of limitation of the committed offence is judged based on national law or practice.

An assessment is carried out using a Fit and Proper questionnaire prescribed by the Society's regulator on initial appointment and where appropriate, submitted to the said regulator as part of the approval process.

The Chief Executive is responsible for ensuring the Society meets its Fit and Proper requirements in accordance with the Society's Responsibilities Map. The Chief Executive may choose to delegate the undertaking of the Fit and Proper assessments to the Company Secretary but will have overall responsibility.

The Society determines whether any other employee who is not subject to the regulatory approval process, should also be assessed against the Fit and Proper requirements laid down by the Society, on a case-by-case basis. Failure to meet one element of the Fit and Proper questionnaire does not necessarily mean failure to meet the requirements. Considerations will be made of the specific surroundings, including the lapse of time, potential risks posed to the Society, degree of influence the specific role will attract or new conflicts that could impair the individual's performance in the position.

The Fit and Proper assessments are supported by relevant information. Where significant reliance is placed on information that is obtained from the person being assessed, and that information is material to the determination of the person's fitness and propriety, the Society takes reasonable steps within permissible written laws to verify the information against independent sources.

Where the Society outsources a key function, it ensures that the service provider applies the Fit and Proper assessment of persons employed by them to perform the specific role. The Society designates a person with overall responsibility for the outsourced key function that is Fit and Proper and possesses sufficient knowledge and experience regarding the outsourced key function to be able to challenge the performance and results of the service provider. An assessment is also carried out at regular intervals, at least annually, or whenever any key responsible person's fitness and propriety is or might be materially compromised. Situations which if they arise would lead to a reassessment of the Fit and Proper status include:

- if the approved person breaches any of the regulatory principles and practices which approved persons are required to follow, or
- if the approved person commits an act of gross misconduct under the Society's Internal Policies and Procedures.

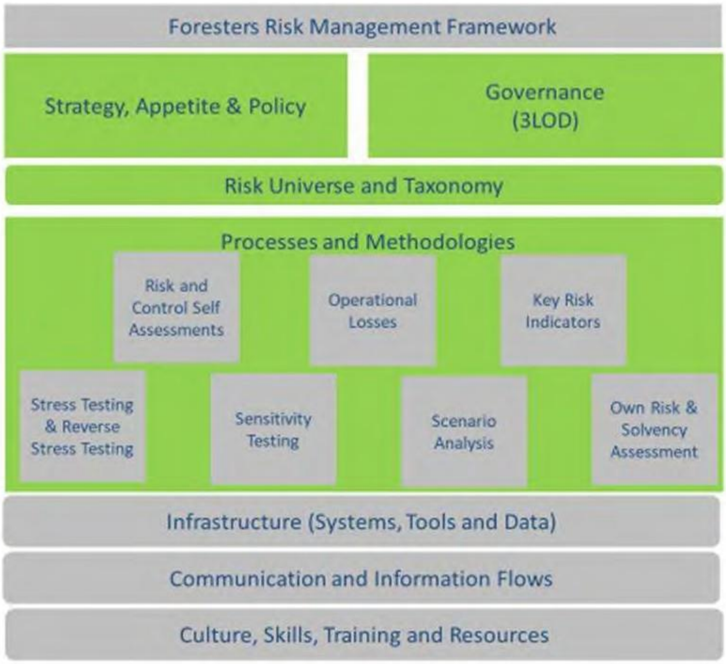
The outcome of any assessment would be reported to the Board with any actual and potential risks being reported to the Risk & Compliance Director as part of the management of risks across the whole Society.

B3. Risk Management System

The Society's Board has ultimate responsibility for management of risk across the Society. The Board is responsible for approving the risk strategy and risk appetite for the Society, reviewing and approving the ORSA Report, ensuring an effective Risk Management Framework and Risk governance model is in place.

Risk Management Framework

The Society operates the Board approved Risk Management Framework below which brings together the risk management strategy, governance, processes and reporting.



The Society's Risk Management Framework is overseen by the Risk & Compliance Director and is reviewed annually. Changes to the framework are approved by the ARCC.

The objectives of the framework are to:

- align strategy, capital, processes, people, technology and knowledge to enable the management of opportunities, uncertainties and threats in a structured manner;
- establish a common view of risk across the Society and an understanding of the risks inherent within the business;
- ensure the Society’s view of risk is current and in line with risk appetite;
- improve and enable decision making;
- provide relevant and accurate management information;
- ensure adequate and appropriate resources are available to facilitate effective governance and challenge;
- ensure clear accountability; and
- promote and embed a risk-aware culture.

Key areas of the Society's risk management framework are described below.

Risk Strategy

Risk strategy is the process of acknowledging actual and potential threat as to the successful delivery of objectives, and determining the activities required to minimise or eliminate them. This forms part of the longer-term business strategy. The Society's risk strategy is intended to have a lifespan aligned with the business strategy. By acting in accordance with the following high-level preferences, the aim is to enhance overall capital efficiency and returns:

- Foresters will focus on risks where it is believed it can provide value to members, and for which members are willing to pay the appropriate amount. These are primarily insurance and investment risks.
- As a Friendly Society, risks that unnecessarily expose the Society to very volatile or extreme potential outcomes which would threaten our ability to continue, are avoided.
- The Society will:
    - Produce and implement a risk management policy;
    - Validate business objectives and assumptions;
    - Identify significant risks and the associated controls required;
    - Have in place adequate and proportionate risk management processes;
    - Employ sufficient resources to provide support to the Society's risk management activities; and
    - Perform annual exercise reviewing the Society's risk Universe and associated Risk Appetite Framework.

Risk Appetite and Limits

Risk Appetite Framework ("RAF") is the collective impact of risk-taking across a firm that needs to be managed. This will always require co-ordination between different parts of a firm, alignment between broader objectives and the more specific objectives of the business or individuals, and a translation between technical language of the risk or product specialist and the more general firm-specific risk appetite language.

The RAF provides a link between the Society's strategic objectives to establish boundaries around risk taking to achieve business objectives. The Society determines a Risk Appetite Statement (RAS) for those risks which it requires to control and manage in pursuit of its business strategy. The RAS specifies the amounts and type of risk the Society is willing to accept in fulfilling its mandate and informs policies on the allocation of accountabilities and resources to managing its risk exposure.

Risk appetite forms an integral part of the Risk Management Framework, which is integrated with the ORSA and Business Planning processes.

Risk Policies

The Society has in place risk policies that set out the requirements for the management of the Society's risks along with the risk management framework. These policies are reviewed on an annual basis. The Policy Owners, will be responsible for updating and reviewing the policies in the first instance, the R&C function will review, oversee and challenge where appropriate, then agree submission to the ARCC (except the remuneration policy which is owned by the Remuneration Committee) who will have overall responsibility to review the policies before they are approved by the Board where appropriate (risk based approach and on material changes as agreed prior by the Risk & Compliance Director).

Risk Identification, Monitoring and Reporting

The Risk function Second Line of Defence ("2LOD") maintains the risk management system and oversees the implementation of requirements of the risk framework. All material risks are identified, assessed and monitored. A Risk and Control Assessment ("RCSA") process is in place supported by identification of risks through stress testing for financial risks, business risks and insurance risks. Individual risks are assigned to and owned by a specified individual within the Society.

All risks identified are assessed against a matrix for probability of occurrence and financial and non-financial impact. Emerging risks are also identified and monitored and are part of the risk reporting process.

The BRCC assesses the Society's material risks on a frequent basis and reports to the ARCC and Board.

Risk Governance

Risk governance determines the appropriate ownership and oversight of risk and ensures the associated controls are in place to proactively manage any threats. The Society's risk governance model is designed to promote transparency, accountability, and consistency through the clear identification of roles, the separation of Society management and governance and control structures. Oversight of the Society's operation is provided through the "three lines of defence" model.

The Society's 3LOD Governance Structure		
Board		
1st Line of Defence (1LOD)	2nd Line of Defence (2LOD)	3rd Line of Defence (3LOD)
Business Primary Risk Owner, accountability, responsibility, monitoring and managing of risks	**Risk and Compliance Function** Oversight and challenge, and provide risk Leadership, facilitate and co-ordinate	**Assurance** Independent assessment
Executive Management CEO/CFO	Chief Risk and Compliance Director (CRCD)	Internal Audit
Department Managers	Finance Director (FD)	External Audit
All Staff	Chief Actuary	Audit, Risk and Compliance Committee
Business Committees* Eg: Membership, Investment, IT, Product and Climate Change	Business Risk and Compliance Committee	Remuneration Committee
	*Not an exhaustive list	Nominations Committee

The responsibilities of the key functions within the three lines of defence model are explained in the Key Functions part of Section B.I.

Own Risk and Solvency Assessment ("ORSA")

A key element of the Society's Risk Management Framework is the ORSA. The ORSA is the set of processes and procedures in place to identify, assess, monitor, manage and report on the short and long-term risks that the Society faces, or may face in the future, and to determine the own funds necessary to ensure that overall solvency needs are always met.

The ORSA report is owned by the Board and supported by the ORSA Policy and ORSA processes. It details the main risks faced by the Society and the governance and processes in place to enable the Board to understand and manage them. The Society's Business Plan is used as a feed into the ORSA process to support future decision making from a risk and capital management perspective. In approving the annual ORSA report, the Board acknowledges the need to give due consideration to the outputs and conclusions of the continuous ORSA processes when making risk-based decisions over the coming year.

The Society's ORSA Policy sets out the overall aim and approach to be taken for the ORSA, together with the standards and parameters which must be adhered to, the escalation procedures, reporting requirements, responsibilities and frequency.

The Policy is designed to be appropriate and proportionate for the Society and compliant with regulation. The ORSA processes are designed to be auditable, repeatable and subject to the appropriate levels of documentation appropriate to meet the objectives of Solvency II.

ORSA Processes

The ORSA report identifies and assesses both the risks included in the calculation of the Solvency II SCR and the non-quantifiable risks which are part of the risk profile.

The objectives are to:

- define established principles for the ORSA process to comply with Solvency II regulations and embed effective risk management throughout the Society;
- ensure the ORSA process is aligned to both the Business Planning process and the Strategic Planning process;
- allocate roles, responsibilities and ownership to the Board, Committees, Senior Management, Management and colleagues;
- promote a consistent and effective use of the ORSA framework across the Society;
- define and communicate ORSA processes and procedures to the Board of Directors and the wider company;
- produce effective ORSA documentation to be used by management in decision-making processes and for external disclosure;
- define requirements for evidence and reporting to demonstrate the methods applied; and
- conduct a consistent prospective assessment of the Society's risk and capital requirements, both in normal and stressed environments, throughout the business plan period.

The Board has ownership and the ultimate responsibility for the ORSA process and report, including the appropriateness and completeness of the processes and procedures, and approval of the disclosures. The Board has an active role in:

- review and approval of the ORSA Policy;
- providing a steer on the design and content of the ORSA process;
- setting the Risk Appetite;
- challenging risk identification and mitigation; and

- approval and communication of the ORSA report.

The schedule of Board meetings across the year allows sufficient time for discussion of the different elements of the ORSA process.

The ORSA process considers strategy and risk over the business plan period. This includes:

- significant changes in risk profile and risk exposure;
- external factors and/or future changes in economic and political conditions;
- change in the legal or regulatory environment; any significant management action;
- new product development and design; and
- other qualitative assessment on a longer-term horizon.

Stress and Scenario Testing

Stress and scenario testing, including reverse stress testing, is carried out annually alongside the best estimate projections to understand the potential impact of certain events over the business plan period. The scenarios considered included a number of sensitivities exploring material downside risk to the Society's business plan. This allows the Board to review and challenge the Business plan on a forward-looking basis. The results are used as part of the broader risk assessment framework, to incorporate relevant management or mitigating actions and to help develop contingency planning. Qualitative scenarios are also considered for example cyber security threats, climate change, liquidity and strategic risks.

Reverse stress tests are considered to identify and assess the scenarios most likely to cause the current business model to fail and/or lead its stakeholders to lose confidence in the organisation. Mitigating actions can be considered and put in place as appropriate.

ORSA Communication

The conclusions of the ORSA are circulated to management in a summary update as part of monthly management meetings and, as appropriate, through quarterly staff briefings.

Frequency of the ORSA

The ORSA process is undertaken on an annual basis aligned to the Strategy and Business Planning process to ensure informed risk and capital-based decisions are made to protect the sustainability and long-term viability of the Society.

The full ORSA process will also be undertaken if there are any significant events that could have an impact on the ability of the Society to achieve its business plan. As set out in the ORSA Policy, a significant change would be:

- potential acquisition/merger;
- major strategic changes in distribution and/or product offerings;
- collapse of financial markets; or
- significant strategic projects.

Basis of the ORSA capital assessment

The assessment of the appropriateness of the Solvency II Standard Formula is reviewed and updated annually given the Society's specific risk profile and features. The most recent review, which was approved by the Board in February 2022, demonstrated that the Standard Formula continues to be an appropriate basis for the calculation of the Society's SCR.

The approach and assumptions for the economic capital assessment in the 2021 ORSA was reviewed and aligned to the Solvency II Pillar 1 assessment of capital, noting that the differences in risk capital were not material enough to warrant a different reporting metric.

The Capital Management Framework in conjunction with the ORSA outlines the overall aim and approach to be taken for capital management within the Society and forms part of the Society's Risk Management Framework. The objective of the Capital Management framework is to provide principles and standards for capital management to ensure that the Society has sufficient capital resources to remain solvent on both a statutory (regulatory) basis and an economic basis.

The Capital Management Framework is maintained by the ARCC, which is responsible for monitoring its effectiveness in maintaining an appropriate level of capital resources.

B4. Internal Control System

Internal control system

The Society's internal control system aims to ensure financial reports are reliable, the society operates effectively and efficiently, and our activities comply with applicable laws and regulations.

The Society has in place standards, processes and structures as a basis for carrying out internal controls across the company. The Board has overall responsibility for ensuring that an adequate and effective control system exists. Internal Control forms part of the Risk Management Framework. All key risks are identified and documented, controls both manual and automated are put in place to address these risks and they are designed as preventative or detective.

The ARCC reviews the effectiveness of the Society's internal controls and is responsible for understanding the extent of both internal and external auditors' review of internal control over financial reporting disclosures. On an annual basis the ARCC will review the adequacy of the Risk Management and Internal Controls system.

The Society has a number of key control policies in place that cover Risk, Compliance, Human Resources and Information Technology. The policy review process ensures that there is a framework for the documentation and oversight of annual and periodic policy reviews.

The Society has no appetite for regulatory breaches. Compliance monitoring provides assurance that the business is managing its regulatory risk exposure appropriately and that controls are effective. It is a key mechanism in confirming that the business is complying with agreed policies and meeting regulatory responsibilities.

Compliance function

The Compliance function helps to ensure that the regulatory requirements applicable to the Society are met, Society's behaviours and activities are in the members' interests and that the Society acts with integrity in areas such as product launches, marketing and strategic initiatives.

The Society employs a Risk & Compliance Director who also performs the roles of the Money Laundering Reporting Officer. The Risk & Compliance Director reports directly to the Chief Executive and in a dotted line to the Chair of the ARCC. The Risk & Compliance Director is supported by two Risk & Compliance Assistants.

External resource is used to provide expertise as required. The Risk & Compliance Director attends Board Sub-Committee meetings where relevant and provides information and reports to the ARCC on key regulatory areas.

The annual Compliance Plan is approved by the ARCC and involves a programme of reviews targeted on the business areas and issues which give rise to the highest potential risk of customer detriment, regulatory censure or reputational damage. Particular focus is given in response to regulatory thematic reviews.

The main roles of the Compliance function are to:

- ensure there is a good understanding of the regulatory requirements and the regulatory environment in which the Society operates;
- help identify and evaluate regulatory risk and advise on ways to manage and mitigate risk to protect the Society and its members;
- track, assess and communicate the impact of new regulation in a way that is tailored to the

business of the Society;

- advise on the design and implementation of controls; and
- monitor and challenge the behaviours and controls in place to promote the compliance culture.

The Compliance function is responsible for managing regulatory requests and onsite visits, ensuring there is a central point of contact with a clear understanding of the regulators' approaches and the standards to which the Society is held to account. The Risk & Compliance Director maintains awareness of all issues and communications with the various regulatory bodies.

Financial crime risk is also the responsibility of the Compliance function, covering fraud, bribery and corruption, money laundering, terrorist financing and sanction breaches. Advisory and monitoring tasks are carried out in relation to the financial crime risks both within the business and in relation to third parties on whom reliance is placed or to whom activities are outsourced.

B5. Internal Audit Function

The Internal Audit function is a key part of the assurance cycle for the Society in informing and updating the risk profile of the organisation. The Internal Audit function reports directly to the Chair of the ARCC. The ARCC review and approve the annual internal audit plan. Internal Audit provides the Board and management with assurance on whether the Society's risk management, control and governance processes are adequate and operating effectively to protect the assets, reputation and sustainability of the Society. The Internal Audit function has unlimited access to the Society's information and premises to allow them to carry out their role effectively.

The Internal Audit function is able to maintain its independence and objectivity from the activities it reviews as the external staff that carry out the audits are independent from the Society's staff. No direct responsibility for operational activities is held by the Internal Audit function.

B6. Actuarial Function

The Chief Actuary is responsible for the work of the Actuarial function, particularly in respect of:

- the calculation of technical provisions;
- the appropriateness of the methodologies and underlying models used, as well as the assumptions made in the calculation of technical provisions;
- assessment of the sufficiency and quality of data used in the calculation of technical provisions;
- comparison of best estimates against experience;
- inform the Society's governing body of the reliability and adequacy of the calculation of the technical provisions;
- express an opinion on the overall underwriting policy and adequacy of reinsurance arrangements of the Society; and
- contribute to the effective implementation of the risk management system through advice and guidance and in particular with respect to the risk modelling underlying the calculation of the Solvency Capital Requirement and Minimum Capital Requirement and to the Society's ORSA.

The Actuarial function submits reports to the Board setting out the tasks that have been undertaken, the results and any relevant recommendations. The Chief Actuary also has the role of With-Profits Actuary.

B7. Outsourcing

The Society recognises that outsourcing is a key element of its business model and that there are associated risks. The Outsourcing Risk Policy covers the Society's approach and processes for outsourcing from the inception to the end of the contract.

This Policy defines:

- the criteria for determining whether a function is a Key Outsourced Function;
- the criteria for selecting a service provider of suitable quality and how performance results are to be assessed;
- the details to be included in the written agreement with the service provider; and
- a requirement for business continuity plans, including exit strategies for outsourced critical or important functions or activities.

The risks covered are as follows:

- the Society outsources to an outsourcer that is not competent to carry out the role required;
- damage to the interest of policyholders due to failure of the outsourcer to deliver the service required;
- regulatory risk, money laundering and data protection issues caused by failure to select a suitable candidate;
- reputational risk caused by events as described above; and
- financial risk consequent on the above risks.

The following table identifies the Key Outsourced Functions set out in the Society's Responsibilities Map together with the Key Function Holder with oversight for each Key Function as at 31 December 2022:

Key Outsourced Function	Senior Manager/ Key Function Holder
Internal Audit	Risk & Compliance Director (SMF4,16,17)
Climate change SMF role	Chief Finance (SMF 2)
Chief Investment Officer	Chief Finance (SMF 2)
HR	Chief Executive (SMF 1)
Actuarial function	Chief Finance (SMF 2)
Chief Actuary	Chief Finance (SMF 2)
With-Profits Actuary	Chief Finance (SMF 2)
IT and associated systems (infrastructure and hosting)	Chief Executive (SMF 1)
Investment Managers and Property Managers	Chief Finance (SMF 2)
Guernsey business outsourcing	Chief Executive (SMF 1)

All outsourced service providers are located in either the UK or Guernsey.

The examination of the potential service provider allows the Society to understand the main risks that might arise from outsourcing, to identify the most suitable strategies for mitigation or management of these risks and to ensure the service provider has the ability, capacity and any authorisation required by law to perform the outsourced activity. The Society remains ultimately responsible for the oversight, performance and service provided by the outsourced functions.

Contingency plans have been developed for all Key Functions outsourced by the Society, irrespective of the service provider's own contingency plans, that will allow for the transfer to a new service provider, or the function being resumed internally.

B8. Any other information

There is no other material information regarding the system of governance of the Society.

C. Risk Profile

The most significant risks to the Society are all captured under the Solvency II Standard Formula stress tests used to determine the SCR. The table below sets out the Society's market and underwriting risks for the Insurance and Court funds, as shown by the components of the SCR, as at 31 December 2023:

Sources of capital requirements (£m)					
Risk	**Insurance Funds**	**Guernsey**	**UK Courts**	**Total**	**Proportion of total**
Equity	0.3	1.8	11.9	14.0	30.2%
Property	0.1	0.5	10.7	11.2	24.3%
Expense & inflation	4.7	0.0	0.0	4.7	10.3%
Lapse	3.9	0.0	0.0	4.0	8.6%
Morbidity	2.6	0.0	0.0	2.6	5.6%
Counterparty Default	1.0	0.0	0.8	1.8	3.9%
Operational	1.3	0.1	0.0	1.4	3.1%
Spread (Credit)	0.6	0.0	0.6	1.3	2.8%
Mortality	1.2	0.0	0.0	1.2	2.6%
Longevity	1.0	0.0	0.0	1.0	2.2%
Interest rate	0.4	0.0	0.5	0.9	2.1%
Morbidity Catastrophe	0.8	0.0	0.0	0.8	1.8%
Premium & Reserve Risk	0.0	0.5	0.0	0.5	1.2%
Mortality Catastrophe	0.5	0.0	0.0	0.5	1.0%
Currency	0.1	0.0	0.1	0.2	0.4%
Concentration	0.0	0.0	0.0	0.0	-
Total pre-diversification	**18.6**	**3.0**	**24.6**	**46.1**	**100%**
Diversification	-7.3	-0.5	-2.8	-10.6	
Total post-diversification	**11.3**	**2.4**	**21.8**	**35.6**	

Some totals are affected due to rounding of individual numbers.

The largest capital requirements for the Society's Insurance funds are in respect of lapse risk, increases in expenses, incidence and duration of morbidity and mortality risk. For the Society's UK Courts and Guernsey, the largest capital requirements are in respect of property and equity market falls.

The table below compares the Society's capital requirements at the end of 2023 and 2022:

Capital requirements by risk (£m)	2023	2022	Movement
Equity	14.0	12.5	1.5
Property	11.2	12.8	-1.6
Expense & inflation	4.7	2.9	1.9
Lapse	4.0	4.2	-0.2
Morbidity	2.6	2.0	0.6
Counterparty Default	1.8	1.8	-0.1
Operational	1.4	1.4	0.0
Spread (Credit)	1.3	1.9	-0.6
Mortality	1.2	0.9	0.3
Longevity	1.0	0.4	0.7
Interest rate	0.9	3.0	-2.0
Morbidity Catastrophe	0.8	0.9	-0.1
Premium & Reserve Risk	0.5	0.5	0.1
Mortality Catastrophe	0.5	0.4	0.1
Currency	0.2	0.3	-0.1
Total pre-diversification	**46.1**	**45.8**	**0.3**
Diversification	-10.6	-11.1	0.6
Total post-diversification	**35.6**	**34.7**	**0.9**

The main changes over the year are summarised below.

- Interest rate risk decreased by £2.0m, primarily due to changes in investment strategy bringing the duration of assets more in line with the liabilities.
- Expense and inflation risk increased by £1.9m, due to allowance for future dis-economies of scale caused by planned reductions in marketing activity.
- Property Risk decreased by £1.6m due to a reduction in court property holdings
- Equity risk increased by £1.5m, primarily due to an increase in the symmetric adjustment which resulted in higher capital requirements held against Courts' assets.

Further details on the types of risk faced by the Society are given in Sections C1 - C6.

Prudent Person Principle

The Society can demonstrate, through a combination of activities and documentation, that the Prudent Person Principle ("PPP") is being used to govern investment decisions and asset allocation for its insurance funds. This includes evidence that the assets backing members' policies are:

- held in the best interests of policyholders;
- are consistent with policy aims; and
- are sufficiently liquid.

The Prudent Person Principle means that the Society:

- only invests in assets with risks the Society can properly identify, measure, monitor, manage, control and report, and appropriately take into account in the assessment of its overall solvency needs;

- invests in such a manner as to ensure the security, quality, liquidity and profitability of the portfolio as a whole;
- ensures localisation of assets such as to ensure their availability;
- ensures assets held to cover technical provisions are invested in a manner appropriate to the nature and duration of the insurance liabilities;
- invests in assets in the best interest of all policyholders and beneficiaries taking into account any disclosed policy objectives;
- will only hold prudent levels of assets which are not admitted to trading on a regulated financial market;
- properly diversifies asset holdings in such a way as to avoid excessive reliance on any particular asset, issuer or group of undertakings, or geographical area and excessive accumulation of risk in the portfolio as a whole; and
- does not expose itself to excessive risk concentration in assets issued by the same issuer, or by issuers belonging to the same group.

There are well-documented processes for decision-making and validation of data and information provided by third parties.

The main items of documentation are:

- PPFM;
- How we manage our unit-linked funds;
- Investment Committee Terms of Reference;
- WPAA and ULAA Terms of Reference; and
- Fund Manager mandates and reports - fund managers operate within the mandates defined by the Investment Committee and are responsible for short-term tactical positions together with specific stock selection. A summary of investment policy is produced for each fund and reports are provided to the Investment Committee on their activity and performance.

There are no changes required to any of the investment strategies or portfolios in order to comply further with the Prudent Person Principle.

Risk concentration

The Society is not exposed to any material risk concentrations. Concentration risk in respect of financial investments is discussed in Section C3.

Risk mitigation

The most material risk mitigation technique used by the Society is reinsurance to reduce the impact of a catastrophe affecting lives insured under our Group schemes. The level of reinsurance cover was increased slightly in 2022, as a result of growth in the Group business, reducing the capital requirement in respect of mortality catastrophe risk. Reinsurance cover is approved by the

Board.

During 2022, the Society amended the hedging strategy to remove balance sheet volatility associated with the expected present value of future annual management charges on unit-linked business within the Non-Profit Fund. This hedging strategy was changed from holding short equity futures to writing an internal swap arrangement between the Non-Profit Fund and the OIF.

During 2023, the Society put arrangements in-place to align the reinsurance program precisely with the underlying group exposures via co-terminate cover, ie to 31 December; this will apply from 2024. Whilst advantageous on several operational levels, the Society also believes that this normalisation, will enable the reinsurance requirement to be more easily met with possible cost benefits.

There are no other material applications of risk mitigation techniques by the Society. Future consideration of such techniques would include a requirement for regular assessment and documentation in the quarterly Risk Information pack supplied to the ARCC.

The risk mitigation techniques used by the Society consist of risk transfer, risk avoidance, risk reduction and risk termination. Risk reduction techniques may include changes to investment strategy following a downturn in investment markets and changes to with-profits bonuses, managing the Society's cost of guarantees exposure.

The Board also conducts a reverse stress-testing exercise (at least) annually as part of the ORSA process, to identify and qualitatively assess the scenarios most likely to cause the Society's current business model to fail, and/or lead its stakeholders to lose confidence in the organisation. For each scenario, mitigating actions are identified to protect the Society from the full impacts.

Key Risk Indicators ("KRI") are used by the Society to enhance the monitoring and mitigation of key risks and identify trends to support risk reporting and escalation.

Risk sensitivity

The Society's stress testing approach to calculating capital requirements is supplemented by sensitivity and scenario testing as set out in the Stress and Scenario Testing Framework. Sensitivity testing is carried out as part of the business planning process, using less extreme events than those used for setting capital requirements. The Business planning process includes a range of sensitivity tests which are selected each year reflecting specific economic conditions and areas where the Society is seeking to understand the level of risk to which it is exposed.

The sensitivity tests specified in 2023, and produced in 2024, explored impacts to changes in levels of sales, expenses, assumptions including lapses and Group scheme claims loss ratio, decrease in total asset values, changes in future interest rates and an increase in economic inflation.

In addition, the Society also carries out sensitivity testing on the impact on the technical provisions of all major risks.

C1. Underwriting risk

The Society is exposed to life insurance and health insurance risks arising from both the perils covered and the processes followed in the conduct of the insurance business. The major areas of risk in this category that the Society is exposed to are expenses, lapse, morbidity and mortality.

Expense risk

The Society holds £4.7m (2022: £2.9m) of capital against expense and inflation risk before taking risk diversification into account. The capital held in respect of this risk has increased significantly over the year, primarily due to allowance of future dis-economies of scale due to the planned reduction in marketing activities.

Expense risk arises from the variation in the expenses incurred in servicing insurance contracts. This may be due to an increase in the monetary amount of expenses taken into account in the calculation of technical provisions, or an increase in the assumed future expense inflation rate.

The majority of the Society's expenses are incurred in staff costs, IT infrastructure and cost of land and buildings occupied. The projected expenses used in assessing the capital impact of expense and inflation risk are based on continuing tight cost control.

Lapse risk

The Society holds £4.0m (2022: £4.2m) of capital against lapse risk before taking risk diversification into account. The Society is now most exposed to a mass lapse event. The capital held in respect of this risk has decreased marginally over the year due to changes how discretionary benefits in relation to with-profit business are assumed to be managed in stress scenarios.

Lapse risk is the risk of loss or adverse change in liabilities due to a change in the expected exercise rates of policyholder options. The relevant options are all legal or contractual policy holder rights to terminate fully or partially, surrender, decrease, restrict or suspend insurance cover or permit the insurance policy to lapse.

The main elements of this risk for the Society are in relation to costs associated with running off the policies and sickness policy liabilities, with little impact on other policy liabilities.

Disability/Morbidity risk

The Society holds £2.6m (2022: £2.0m) of capital against disability/morbidity risk before taking risk diversification into account. The capital held in respect of this risk has increased over the year due to the changes in the commercial relationship with a broker used by the Society.

Disability/morbidity risk is the risk of loss, or of adverse changes in the value of insurance liabilities, resulting from changes in disability and morbidity rates. It may occur due to either a large-scale event or a gradual increase in claim rates and fall in recovery rates.

The disability and morbidity risks faced by the Society are spread across both Group schemes and individual business. This provides a level of diversity in terms of likelihood of disability or sickness (inception rates) or change in the severity of disability or sickness (recovery rates). The Society's Group sick pay benefits is written with a 26-week deferred period, which reduces this risk to the Society. As for life insurance, the initial health insurance underwriting is limited, but this is taken into account in the product design and the level and types of cover offered.

Mortality risk

The Society holds £1.2m (2022: £0.9m) of capital against mortality risk before taking risk diversification into account. The capital requirement has increased due to changes in the commercial relationship with a broker used by the Society.

Mortality risk is the risk of loss, or of adverse change in the value of insurance liabilities, resulting from changes in the level, trend, or volatility of mortality rates, where an increase in the mortality rate leads to an increase in the value of insurance liabilities.

Mortality risk may occur in various ways, as a large-scale event resulting in a significant increase in the number of deaths in a year (such as a major epidemic of influenza), or as a long-term trend of either increasing (for example due to a rise in obesity) or decreasing (for example as a result of better health education) mortality rates. Risks may also occur due to an inaccurate best estimate assumption or variation around the best estimate due to random fluctuations.

Diversification in the portfolio helps to mitigate mortality risk. The Society has a diversified population of members across its various funds with respect to age, gender, smoker status, level of life insurance cover, type of insurance cover and geographic location.

Although initial underwriting is limited (reflecting the Society's values in aiming to provide cover for the majority of applicants), this is taken into account in the product design and the level and types of cover offered.

Mortality Catastrophe risk

The Society holds £0.5m (2022: £0.4m) of capital against mortality catastrophe risk before taking risk diversification into account. This has increased due to changes in the commercial relationship with a broker used by the Society.

Mortality catastrophe risk stems from extreme or irregular death events whose effects are not sufficiently captured in the other life underwriting risk sub-modules. Examples could be a pandemic event or a nuclear explosion.

The majority of the mortality catastrophe risk for the Society relates to Group business. The Society has mortality catastrophe and pandemic cover (£15.9m) via catastrophe reinsurance.

Longevity risk

The Society holds £1.0m (2022: £0.4m) of capital against longevity risk before taking risk diversification into account and has increased over the year due to changes in how overhead expenses are allocated at policy level following the merger of some with profit funds.

Longevity risk is the opposite of mortality risk, where a decrease in the mortality rate leads to an increase in the value of insurance liabilities.

Although the Society has a small annuity portfolio, the longevity capital requirement is mostly in respect of the costs associated with running off the closed with-profits funds and guaranteed annuity rates on pension policies.

Morbidity Catastrophe risk

The Society holds £0.8m (2022: £0.9m) of capital against morbidity catastrophe risk before taking risk diversification into account and has remained broadly stable over the year.

Morbidity catastrophe risk results from the significant uncertainty of pricing and provisioning assumptions related to outbreaks of major epidemics, as well as the unusual accumulation of risks under such extreme circumstances. This risk is not material for the Society.

Non-Similar to Life Techniques Health risk

The Society holds £0.5m (2022: £0.5m) of capital against premium and reserve risk for the Guernsey medical expenses business before taking risk diversification into account.

C2. Market risk

Market risk arises from the level or volatility of market prices of financial instruments.

Property risk

Property risk arises as a result of sensitivity to the level or volatility of market prices of the Society's direct property portfolio.

The Society holds £11.2m (2022: £12.8m) of capital against property risk before taking risk diversification into account; £0.1m (2022: £0.4m) in the UK insurance funds, £0.5m (2022: £0.5m) in Guernsey and £10.7m (2022: £11.8m) in the UK Courts funds. The Guernsey and UK Courts funds' property risk is due to directly held property holdings. The capital requirement has decreased in UK insurance funds over 2023 due to changes in how discretionary benefits are assumed to be managed in stress scenarios.

The Society's property holdings are all residential and commercial properties across the UK, valued at £44.6m (2022: £49.5m). The Society also holds £7.8m in property collectives (2022: £7.8m).

Equity risk

The Society holds £14.0m (2022: £12.5m) of risk capital against equity risk before taking risk diversification into account; £0.3m (2022: £0.5m) in the UK insurance funds, £1.8m (2022: £1.6m) in Guernsey and £11.9m (2022: £10.4m) in the UK Courts funds. The capital requirement has decreased in UK insurance funds over 2023 due to changes in how discretionary benefits are assumed to be managed in stress scenarios. The equity risk for unit-linked funds rests with the policyholders although changes in value will impact on the management charges made by the Society.

Exposure to equity risk refers to all assets and liabilities whose value is sensitive to changes in equity prices. The Society's exposure to equities is in the form of £70.2m in collective equity holdings (2022: £60.7m) and £3.8m in convertible bonds (2022: £5.0m).

The Society owns a globally diversified equity portfolio that is representative for an average European insurance undertaking, i.e. it is not overweight in any high-risk sectors. The Society holds an internal equity swap, between the Non-Profit Fund and the OIF, to hedge the equity risk associated with the expected present value of future annual management charges on unit-linked business.

The sensitivity of assets to changes in the volatility of the market parameters is not material. However, the volatility of future investment returns does affect the Society's cost of guarantees provision. An increase of 5% in future volatility of asset returns increases the cost of guarantees provision by £2.4m (2022: £1.4m). This has significantly increased over the year as the Society has reviewed the limitations on its ability to apply market value reductions in adverse scenarios.

For the actively managed funds, the future risk profile could evolve as the components of the portfolio change over time. However, the restrictions within the investment mandates provided to the fund manager are designed to maintain the current risk profile in line with the fund objectives declared to policyholders.

Currency risk

Currency risk arises from changes in the level or volatility of currency exchange rates. The Society is exposed to currency risk arising from overseas equity holdings and investments in a fixed interest private debt fund denominated in Euros (managed via a currency hedge within the fund).

The Society holds capital of £0.2m (2022: £0.3m) against currency risk before taking risk diversification into account; £0.1m (2022: £0.2m) in the UK insurance funds, £0.0m in Guernsey (2022: £0.1m) and £0.1m (2022: £0.0m) in UK Courts:

The main sources of currency exposures within the equity funds are: US Dollars, Euros, Canadian Dollars and Japanese Yen.

Currency exposure relating to the direct equity holdings in the POIS Flexible Growth Fund (within the Non-Profit Fund) is borne by policyholders.

There are no material foreign currency exposures in the fixed interest securities, property or other investments (including cash).

Interest rate risk

Interest rate risk exists for all assets and liabilities which are sensitive to changes in the term structure of interest rates or interest rate volatility, whether valued by mark-to-model or mark-to-market techniques. The risk to the Society is that assets and liabilities are not adequately matched and so do not move in line.

The Society holds £0.9m (2022: £3.0m) of risk capital against interest rate risk before taking risk diversification into account. An increase (2022: increase) in interest rates is the most onerous scenario for the Society. The capital requirement has decreased over 2023 due to improving matching of asset and liability duration.

The Society's portfolio of fixed interest holdings is diversified by term and coupon. Stress tests performed on the slope and shape of the yield curve in previous years did not result in significant additional capital requirements and although the range of holdings has been extended to include private debt this is expected to continue to be the case.

C3. Credit risk

Credit risk means the risk of loss or of adverse change in the financial situation, resulting from fluctuations in the credit standing of issuers of securities, counterparties and any debtors to which the Society is exposed, in the form of counterparty default risk, spread risk or market risk concentrations.

Counterparty default risk

Counterparty risk reflects possible losses due to unexpected default of the counterparties and debtors of the Society over the forthcoming 12 months, including risk-mitigating contracts e.g. reinsurance arrangements, securitisations, derivatives and receivables from intermediaries.

The Society holds £1.8m (2022: £1.8m) of capital against the risk of counterparty default before taking risk diversification into account; £1.0m (2022: £0.9m) in the UK insurance funds and £0.8m (2022:

£0.9m) in the UK Courts, via the Court Investment Fund portfolio.

Spread risk

Spread risk results from the sensitivity of the value of assets, liabilities and financial instruments to changes in the level or volatility of credit spreads over the risk-free interest rate term structure.

The Society holds £1.3m (2022: £1.9m) of capital against spread risk before taking risk diversification into account; £0.6m (2022: £1.4m) in the UK insurance funds and £0.6m (2022: £0.5m) in the UK Courts. The capital requirement has decreased in UK insurance funds over 2023 due to changes in how discretionary benefits are assumed to be managed in stress scenarios.

Credit spread is the additional return earned over the risk-free rate. It reflects the riskiness of the assets and compensates the investor for the possibility of default. Any financial instruments which provide a fixed income stream will be sensitive to the risk of the credit spread increasing.

The classes of bond held by the Society to which this applies are:

- corporate bonds; and
- fixed interest private debt issued to European SMEs.

UK Government bonds are exempt from spread risk capital under Solvency II regulations, so no spread risk capital is held. The Society does not hold any securitisations.

The Society's holdings of corporate bonds are predominantly within the with-profits funds and invested as part of with-profits investment strategies.

Concentration risk

This risk is not material for the Society and a trivial amount of capital is held (2023: £0.0m, 2022: £0.0m).

Concentration risk in respect of financial investments is restricted to the risk regarding the accumulation of exposures with the same counterparty. It does not include other types of concentrations (e.g. geographical area, industry sector, etc.). Exposures via investment funds need to be considered on a look-through basis.

Properties are excluded as none of the individual holdings are worth more than 10% of total assets. Gilts (fixed and index-linked) are also excluded as the risk factor for exposures to governments and central banks is 0%.

Analysis of the Society's direct equity and corporate bond holdings on a look-through basis shows small concentrations in respect of a handful of counterparties.

Any concentrations of more than 1.5% of the total assets considered for each ring-fenced fund results in a capital requirement, although in some cases the monetary amount of the holding may be relatively small.

C4. Liquidity risk

This risk is not material for the Society and no capital is held.

Liquidity risk is that of not having sufficient liquid resources to meet changing market conditions and being unable to meet obligations as they fall due or being able to secure them only at excessive cost.

Liquidity is required to honour all cash flow commitments, both on and off-balance sheet, and these are generally met through cash flows supplemented by assets readily convertible to cash.

The management of liquidity should be consistent with the economic capital, regulatory and operational needs across the Society. The Board is responsible for defining the risk appetite and monitoring liquidity risk exposure.

In accordance with Article 260(2) of the Solvency II Delegated Acts, the Expected Profit Included in Future Premiums ("EPIFP") has been calculated as £4.4m (2022: £3.9m). This is the expected present value of future cash flows which result from the inclusion in the technical provisions of premiums relating to existing insurance contracts that are expected to be received in the future, but that may not be received for any reason, other than because the insured event has occurred.

C5. Operational risk

Operational risk is the risk of loss arising from inadequate or failed internal processes, or from personnel and systems, or from external events. The Society accepts that operational risks will occur in the normal course of business and manages these risks within its framework.

The methodology for calculating the Solvency II Pillar 1 Risk Margin is the same as used in the 2020 year-end valuation. The Society's Pillar 2 assessment of capital reflects the Pillar 1 capital position with no further adjustments. This is a change from the approach taken in the 2020 ORSA.

The Society holds £1.4m (2022: £1.4m) of capital against operational risk (diversification is not applicable to this risk under standard formula), £1.3m (2022: £1.4m) in the UK insurance funds and £0.1m (2022: £0.1m) in the Guernsey Court.

The most material operational risks that the Society is exposed to are:

- Cyber Security threats, data security risks and internal or external financial crime impacting on members and reputation.
- IT system instability, leading to system outages, system interruptions, resulting in not being able to meet customer demand or expectations.
- Business disaster from external threats resulting in the inability to continue critical functions and business processes after the occurrence of a disaster, impacting on members of the Society.
- Risk of regulatory breaches either current regulation or regulatory developments not executed adequately.
- Conduct risk of not treating members fairly for new business or legacy books containing multiple issues by ineffective controls being in place.
- Process failures from administrative errors.

All risk including operational risks are assessed through the Society's RCSA process, review of internal operational risk event data and expert judgement. Risks are assessed from a financial and non-financial impact and follow the Society's risk taxonomy categorisation model to ensure risks are assessed in line with the risk management framework. The Internal Audit function review operational related risks as part of the annual audit plan and report key findings to the ARCC. Audit findings are used to assess the control effectiveness and design held within the Society's Risk and Control assessments.

The Society monitors its material operational losses through its loss reporting and assessment of the control environment, governance structures are in place to manage the Society within its operational risk appetite.

For further information on the Society's risk framework see section B3.

C6. Other material risks

In addition to the risks identified above, the Society is also exposed to a number of other risks for which it does not hold capital as it is not the most appropriate mitigant. The most material of these risks are: business risk, strategic risk, and reputational risk. These risks are detailed below.

Business Risk

Business Risk is the risk arising from changes to the business, including the inability to carry out the Business Plan and desired strategy. This is considered as part of the business planning and reverse stress testing processes.

The Society does not hold capital in respect of new business risks, as the potential impact on capital resources in excess of capital requirements has not been considered significant. As part of the Society's ORSA process sensitivities and scenarios are being assessed in terms of new business sales, increasing new business is key to the long-term viability of the Society.

For the 2024-2028 (five-year) Business plan, similarly appropriate sensitivities and scenarios are modelled.

Strategic Risk

Strategic risk is the risk of not achieving the strategic plan as a result of internal or external factors that serve to undermine either the strategy itself or its execution. Strategic risk is a function of the incompatibility of two or more of the following components:

1. the Society's strategic goals;
2. the business strategies developed;
3. the resources deployed to achieve these goals; and
4. the quality of implementation and the situation of the markets the Society is operating in.

Strategic risks are identified by the Board in setting the Society's strategy, the business planning process and the ORSA process which will then form part of the Society's overall risk assessment. For each strategic risk the correlation between these risks and other material risks are considered. For each strategic risk, associated controls and actions are to be identified and monitored. Any strategic risk that is outside of management tolerance will be escalated to the Board through the escalation process. If the risk is of a significant nature, the Board should be informed by the CEO as soon as appropriate to do so.

C7. Any other information

There is no other material information to disclose regarding the risk profile of the Society.

D. Valuation for Solvency Purposes

The Solvency II Directive includes standards for the valuation of the three main elements of the Solvency II Balance Sheet: assets, technical provisions and other liabilities. The balance sheet is prepared on a market-consistent basis, whereby assets are accounted for at market value and liabilities are assessed on an economic value basis.

The following table shows a high-level summary, with further details in the sections that follow:

£000s	2023	2022
Total Assets	268,843	261,933
Total technical provisions	-143,717	-125,278
Total other liabilities	-6,141	-7,135
Excess of assets over liabilities	**118,984**	**129,520**

D1. Assets

All material asset classes have been valued in accordance with the Solvency II regulations and are therefore recognised at economic value. The asset values for current and prior year are shown below:

£'000	2023		2022	
	Solvency II	UK GAAP	Solvency II	UK GAAP
Goodwill	-	-	-	-
Pension benefit surplus	0	0	-	-
Property, plant & equipment held for own use	443	24	467	30
Investments (other than assets held for index-linked and unit-linked contracts)	**216,688**	**212,375**	215,213	211,455
Property (other than for own use)	44,184	44,604	49,045	49,482
Holdings in related undertakings, including participations	10	-	10	-
Equities	**-**	**31,971**	-	28,124
Equities – listed	-	31,971	-	28,124
Equities – unlisted	-	-	-	-
Bonds	**43,370**	**127,002**	47,573	125,241
Government Bonds	43,370	42,642	47,573	46,980
Corporate Bonds	-	84,360	-	78,262
Structured Notes	0	-	-	-
Collateralised securities	-	-	-	-
Collective Investments Undertakings	128,291	8,798	117,910	8,608
Derivatives	472	-	317	-
Deposits other than cash equivalents	362	-	358	-
Other investments	-	-	-	-
Assets held for index-linked and unit-linked contracts	**41,551**	**41,551**	36,479	36,479
Loans and mortgages	39	39	58	58
Loans on policies	50	50	50	50
Loans and mortgages to individuals	-11	-11	8	8
Other loans and mortgages	-	-	-	-
Reinsurance recoverables	-128	-128	-72	-72
Insurance and intermediaries receivables	2,177	2,177	2,045	2,045
Receivables (trade not insurance)	1,267	2,443	1,347	2,177
Cash and cash equivalents	6,805	10,414	6,395	9,784
Any other assets, not elsewhere shown	-	-	-	-
Total assets	**268,843**	**268,895**	**261,933**	**261,956**

The table below provides a reconciliation between the UK GAAP and Solvency II value of assets at the valuation date. Other in-line differences in the balance sheets are presentational.

£'000	2023	Comments
UK GAAP value of assets	**268,895**	
Prepayments	-269	See explanation below: “Receivables (trade not insurance)”.
Other	217	Other small differences including presentational differences of derivative positions.
Solvency II value of assets	**268,843**	

Property

Property, including land and buildings held by the Society for operational purposes, covers freehold and leasehold investment properties held for long-term rental yields and capital growth.

Properties other than those held by the Society for operational purposes are valued at least annually on an open market value basis by qualified external professional valuers. Properties held for operational purposes are valued at least annually on an existing use value basis by qualified external professional valuers.

Property asset values have been determined by reference to present and future income flows based on current day values supported by market evidence. In addition, lease terms, floor areas and enquiries within the marketplace have also been factored in.

Properties occupied by the Society are required to be depreciated over their expected useful economic lives under the requirements of the Friendly Societies Act 1992. In respect of investment properties, this requirement conflicts with the generally accepted accounting principle set out in section 16 of FRS 102 for Investment Properties, that no depreciation should be provided on such investments. The Board consider that, as these properties are held for investment, to depreciate them would not give a true and fair view, and that it is necessary to adopt FRS 102 in order to give a true and fair view. Depreciation is only one of the factors reflected in the annual valuations, and the amount which might otherwise have been shown cannot reasonably be separately identified or quantified.

Freehold land is not subject to depreciation. No depreciation is charged on freehold buildings as, in the Directors' opinion, it is considered that their estimated useful economic lives and residual values are such that the required depreciation charge is immaterial.

Financial Investments

Other financial investments comprise listed investments, units in authorised unit trusts, loans, mortgages, deposits with credit institutions and deposits with Investment Associations.

Listed investments and units held in authorised unit trusts are measured at their bid value at the balance sheet date, based on observable market prices.

Amounts receivable in respect of loans and mortgages are shown at the lower of the amounts advanced or the amount expected to be recovered where there is evidence of impairment.

Deposits with credit institutions are carried at their historical cost as the economic value equals the fair value since these items are effectively cash deposits.

Deposits with the Derby Investment Associations are shown at cost plus interest accrued on the deposit which is the value at which the deposits could be withdrawn and is therefore considered to be a material approximation of the economic value under Solvency II.

The Society invests directly in derivative contracts for the purposes of efficient portfolio and capital management.

Investments in subsidiaries and associates are measured at cost less impairment, which is a material approximation to the adjusted equity method required under Solvency II in view of the immaterial balance involved.

Unit-linked business

Assets held in respect of unit-linked business are fair valued at bid price using market prices supplied by third party data providers.

Property, plant and equipment

Impairment reviews were carried out as part of the assessment of the net book value recognised in the UK GAAP value in the financial statements and, as there was no need for impairment identified, the carrying value from the financial statements is considered to be a material approximation of their economic value under SII.

Cash

Cash and cash equivalents are held at fair value.

Insurance receivables

Insurance receivables are outstanding premiums. These are held at fair value which may include a provision for impairment where they are past their due date.

Receivables (trade not insurance)

Prepayments to the value of £0.3m (2022: £0.2m) shown in the financial statements have been removed from the Solvency II balance sheet as they relate mainly to software licences which are not considered to have any economic value.

Accrued interest has been reclassified and is shown in the Solvency II balance sheet in the economic value of the asset to which it relates.

Pension benefit surplus

The Society operates two defined benefit pension schemes for which the asset or liability recognised in the balance sheet is the present value of the defined benefit obligation at the reporting date less the fair value of the plan assets at the reporting date. Both the schemes closed to future accrual in 2021.

The actuarial valuations of both schemes have been updated to the accounting date by an independent qualified actuary. The schemes have been valued using the IAS 19 / IFRIC 14 basis as permitted under Solvency II rules. This is a different treatment compared to the value attributed to pension schemes in the Society's Reports and Accounts, but the difference is now nil (2022: nil), due to the closure of future accruals.

Valuation in financial statements

There are no other material differences between the bases, methods and main assumptions used by the Society in the asset valuation for solvency purposes and those used for its asset valuation in financial statements.

D2. Technical provisions

The value of technical provisions is equal to the sum of a best estimate liability ("BEL") and a risk margin ("RM").

The BEL takes account of all the cash inflows and outflows required to settle the Society's insurance contracts. It is the present value of the expected benefit payments and expenses less the expected premium income.

The RM assumes that the Society's insurance contracts are transferred to another insurer and takes into account the cost of holding regulatory capital for that insurer until the contracts are settled. Only risks that are not easily hedged are included in the risk margin.

The BEL is calculated gross of any outward reinsurance and a separate reinsurance recoverable asset is included in the balance sheet.

The Society's technical provisions at 31 December 2023 is provided below, with a comparison to the prior year.

£'000	2023			2022		
	Best Estimate	Risk Margin	Total	Best Estimate	Risk Margin	Total
Health (similar to non-life)	342	24	**366**	19	33	**52**
Health (similar to life)	681	18	**699**	975	581	**1,556**
Life (excluding health and index-linked and unit-linked)	103,264	485	**103,749**	88,623	1,999	**90,621**
Index-linked and unit-linked	37,689	1,214	**38,903**	32,636	413	**33,049**
Total technical provisions	**141,975**	**1,742**	**143,717**	**122,253**	**3,026**	**125,278**

With-Profits Business

The BEL consists of asset shares plus the cost of guarantees less the present value of future charges, net of future expenses, (in the OIF and POIS Funds).

A closed-form approach is used to calculate the cost of guarantees for all with-profits business. The approach makes use of observed market data, where available, to set assumptions regarding the volatility of equity, property, corporate bonds assets and the correlation of returns between the asset classes modelled.

Projected cash flows underlying the best estimate liability cease at the contract boundary for a given contract type. The boundary of the contract is determined by the future date where the Society has a unilateral right to either:

- reject premiums payable under the contract;
- terminate the contract; or

- amend premiums or benefits payable under the contract in such a way that the premiums fully reflect the risks.

The main impact on the Society is for with-profits recurrent single premium policies: any expected future premiums beyond the balance sheet date are ignored as these are not obliged to be paid by the policyholder. As a result, few premiums may have been received and a potentially substantial expense provision may be required. This affects the provisions for regular premium Individual Savings Accounts ("ISA") and Child Trust Funds ("CTF").

Non-Profit business

The best estimate liabilities are calculated as a gross premium reserve. The gross premium reserve is calculated as the benefits expected to be paid, plus the expenses expected to be incurred, less expected gross premiums to be received.

For the purpose of calculating the value of future sickness claims, the inception-annuity methodology has been employed throughout the valuation. The inception-annuity method considers the following two functions:

- the inception rate: the probability that a currently healthy life becomes disabled and remains disabled until the end of the deferred period; and
- the termination annuity: the present value at the date of disablement of expected claim payments until the claim ceases, either due to recovery, death or reaching the end of the maximum benefit period. The calculation allows for benefit escalation, interest and terminations (via death and recovery) from the end of the deferred period.

At any point in time the value of expected claims for a particular policy under the inception-annuity approach can be expressed as the sum across all future time periods of the inception rate multiplied by the disabled life annuity.

The Society's long-term sickness policies typically include a waiver of premium benefit while policies are in claim. This is included in the benefit amount used to calculate the best estimate liabilities.

A provision for claims currently in payment is calculated as the present value of all future payments that are expected to be made to these claimants. The same term structure of interest rates is used to discount these claim payments as used in the gross premium reserves. This provision forms part of the policy liabilities rather than being shown separately.

No provision for incurred but not reported ("IBNR") claims is established as the majority of the Society's business is written with short, deferred periods. Reviews of claims on short-term sickness policies have not shown any evidence of delays in reporting.

Unit-linked business

Unit reserves are set in line with linked liabilities and non-linked reserves are derived using charges less expenses for unit-linked business. Unit-linked liabilities consist of the unit reserve (value of units attached to policies) and the non-unit reserve.

Unit liability

The unit liability is equal to the value of units allocated to policyholders. The total balance sheet value of the unit funds may be slightly different to this due to the operation of the "Box". The Box effectively acts as a buffer and reduces the expense of making a series of small transactions.

Non-unit liability

The following approach has been adopted in determining the non-linked reserves for unit-linked policies:

- compare the future charges with the future directly attributable expenses on a policy-by- policy basis allowing for the cost of life cover; and
- if future charges are more than sufficient to meet future directly attributable expenses then credit can be taken for the excess, and a negative non-linked reserve held.

Group business

The BEL in respect of Group business has been estimated using a cash flow model allowing for future premiums, claims allowing for delays in claim notification, expenses and the cost of claims in payment. Group business has a contract boundary at the premium review date.

Guernsey Medical Expenses Business ("MEB")

The BEL has been calculated for the Guernsey MEB using a cash flow model with a one-year contract boundary. The cash flow model allows for premiums, claims allowing for delays in claim notification and renewal expenses. The one-year contract boundary is appropriate as these are annual policies which are all renewable on 1 January each year.

Additional expense liabilities

Although the basic liabilities include an explicit allowance for future expenses, there will still be an additional expense provision:

- for expenses above the maximum amount allowed to be charged to a ring-fenced with-profits fund either by virtue of an Instrument of Transfer or Board agreement;
- where asset share expenses do not equal capped expenses (this can be positive or negative); and
- for overhead expenses not attributed to policies.

The different types of expenses are explained in more detail in the assumptions section below.

Risk margin

The risk margin was previously calculated as a 6% per annum cost-of-capital charge on the non-market risk components of the SCR in each future year. The non-market risk components are the insurance, counterparty and operational risk components of the SCR. This rate was reduced to 4% for the first year of the projection during 2023 with tapering effectively decreasing the cost of capital to 1% by the 14th year of projection. The 4% rate and tapering is laid down in the Solvency UK regulations, which are expected to be finalised by end 2024 although the reduction to 4% has been confirmed for year-end 2023.

The Society has historically used a simplified method for calculation of the risk margin where it has been calculated on the basis of estimating all future SCRs "at once" (the duration approach), as set out in EIOPA's Guidelines (as adopted by the PRA post Brexit) on the valuation of technical provisions (Guideline 62, Method 3 and Technical Annex IV). This approach continues for 2023 with appropriate adjustments to allow for the tapering element.

The calculation has been carried out for each fund and the total risk margin has been calculated as the sum of the risk margins for each fund. For non-profit funds, the risk margin is split into lines of business (unit-linked, health and other) in proportion to liabilities or by risk capital components as appropriate.

In order to use this approach, the following assumptions used in the methodology have been considered:

- for the basic SCR, the composition and the proportions of the risks and sub-risks do not change over the years;
- for counterparty default risk, the average credit standing of reinsurers and Special Purpose Vehicles ("SPV") remains the same over the years;
- for operational risk and counterparty default risk, the modified duration is the same for obligations net and gross of reinsurance;
- market risk in relation to the net best estimate remains the same over the years; and
- the loss absorbing capacity of the technical provisions in relation to the net best estimate remains the same over the years.

The Society believes that its chosen methodology and underlying assumptions are appropriate. However, this will be kept under review.

Provisions other than technical provisions

These are provisions for outstanding claims, all of which are past due and therefore held at economic value.

Main assumptions

The assumptions used for calculating the BEL are realistic with no margin for prudence. The economic assumptions are based on market data.

The approach to setting non-economic assumptions is based on the Society's experience which is reviewed annually.

The mortality assumptions use standard CMI mortality tables, adjusted to reflect the Society's own experience where appropriate. The assumptions also allow for mortality improvement for with-profits business.

The sickness inception and recovery rates used in the valuation are based on industry standard tables of inception and recovery rates, adjusted for the actual experience of the Society. Termination rates allow for both recoveries, policyholders claiming who become well again and are eligible to claim again in the future, and deaths of policyholders who were claiming. Mortality rates for those policyholders claiming have been assumed to be the same as for those not claiming.

On expense assumptions, the Solvency II Directive requires that the Society takes into account all future expenses that relate to existing in-force business assuming that the Society continues to write new business in calculating the technical provisions. Solvency II Level 3 Guidance (Guideline 29) says that firms should consider expenses by homogeneous risk groups and as a minimum by line of business. Given the Society's size and structure it is deemed more appropriate to consider expenses by long-term business fund rather than by line of business.

The expense assumptions are derived by dividing the expected maintenance expenses over the coming year by the average number of policies in-force during the current year. Expense inflation is adjusted to capture change in economies of scale over the business planning horizon. Where the expenses charged to a fund are capped, either by virtue of an Instrument of Transfer or Board agreement, only the expense up to the capped level is provided for in each fund, with the excess being held in the Non-Profit Fund.

The Society's approach to setting the best estimate basis for lapse and “paid ups” is to generally use the same shape as the previous best estimate basis but to revise this - if there is strong evidence that the shape no longer represents the actual lapse experience - and to set the basis based on observed experience rounded to the nearest 0.25% unless the change would be immaterial.

Asset shares for the OIF and POIS funds are rolled forward from the previous year end at the gross return achieved on the backing assets. As the POIS fund (which is closed to new business) are managed without an estate, the investment return applied to the asset share in these funds is adjusted so that there is no surplus in the fund. The approach for POIS previously also applied to the PEF and Tunstall fund, but these policies have now been converted to non-profit.

Future investment returns are set at a level derived from the British Pound (GBP) risk-free spot rates. The risk-free yield curve for 31 December 2023 was published by PRA on their website (Technical information for Solvency II firms I Bank of England).

Uncertainty

In calculating the technical provisions, assumptions have been made about future experience on a best estimate basis in accordance with Solvency II regulations. Due to the uncertain nature of the business these assumptions are not likely to be borne out exactly in line with expectations and any deviation will emerge as an experience variance over time.

Valuation in financial statements

There are no material differences between the bases, methods and main assumptions used in the valuation for solvency purposes of the UK insurance business liabilities and those used for the Society's financial statements.

The treatment of the Guernsey medical expenses business differs in that the accounts show a general insurance business provision as a balancing item of surplus assets, whereas Solvency II technical provisions have been calculated as a best estimate liability plus risk margin for solvency purposes.

The general insurance business provision plus outstanding claim reserve at year-end 2023 is £5.9m (2022: £5.3m) compared to a Solvency II technical provision of £0.4m (2022: £0.0m).

The pension benefit surplus has been revalued using the IAS 19 / IFRIC 14 basis as permitted under Solvency II rules. This is a different treatment compared to the value attributed to pension schemes in the Society's Reports and Accounts, with an immaterial resulting difference in value. At this valuation, the value under IAS 19 / IFRIC 14 and in the Reports and Accounts is nil.

Transitional measures and adjustments

The Society has not made use of any of the following transitional measures or adjustments referred to in EU Directive 2009/138/EC:

(i) the matching adjustment (Article 77b)
(ii) the volatility adjustment (Article 77d)
(iii) the transitional measure on equity risk sub-module (Article 308b)
(iv) the transitional measure on risk-free interest rates (Article 308c)

(v) the transitional deduction on technical provisions (Article 308d).

Reinsurance contracts

There is some exposure to the risk of reinsurer default.

There are two main areas of risk within the Society's business which are currently reinsured. Credit has been taken for these arrangements in calculating the SCR and therefore allowance has also been made for the risk of reinsurer default.

Group Schemes

Life catastrophe excess of loss cover is in place for the Group schemes, at a level of £15.9m (2022: £13.8m) in excess of £0.5m (2022: £0.5m). The risk is split between Tokia Marine and Axis Re.

POIS Ring Fenced Fund

Two treaties exist with Swiss Re for business written within the POIS Fund. These were both closed to new business in 2002. The net reinsurance recoverable is £0.2m (2022: £0.2m).

The small element of counterparty default risk from the reinsurance is fully absorbed by the surplus within the fund.

Special purpose vehicles

The Society does not use any SPVs.

Changes to methodology and assumptions over the reporting period

The key updates to methodology and assumptions used for calculating the technical provisions since the previous technical provisions calculation at 31 December 2022 are:

- expense assumptions updated to reflect planned future reduction in marketing activities
- economic assumptions have been updated to 31 December 2023; and
- changes to methodology of policies formerly in the Tunstall, PEF and Leek funds reflecting their conversion to non-profit and merge with the OIF fund.

D3. Other liabilities

Other liabilities of the Society at 31 December 2023, with comparatives to the prior year, were as follows:

£'000	2023		2022	
	Solvency II	UK GAAP	Solvency II	UK GAAP
Other technical provisions	-	3,680	-	4,493
Derivative Liabilities	214	-	144	-
Provisions other than technical provisions	3,192	-	4,067	-
Retirement Allowance Fund	331	331	341	341
Payables (trade not insurance)	2,404	2,416	2,583	2,579
Total other liabilities	**6,141**	**6,427**	**7,135**	**7,413**

Other technical provisions in the financial statements consist of outstanding claims, which have been:

- re-classified as provisions other than technical provisions for the UK Life insurance funds; and
- form part of the technical provisions for the Guernsey fund.

Other liabilities include any payments due to HMRC in respect of PAYE and VAT, unclaimed balances from pre-incorporation, invoices awaiting payment, which may contain some immaterial amounts not yet due for payment which have not been adjusted for on the grounds of proportionality, and liabilities in respect of open derivative positions.

Other than the treatment of the Guernsey medical expenses business explained in D.2 there are no material differences between the bases, methods and main assumptions used by the Society for the valuation of other liabilities for solvency purposes and those used for their valuation in financial statements.

Alternative methods for valuation

There were no alternative methods required for the valuation of the Society's assets or liabilities.

D4. Any other information

There is no other material information to be disclosed regarding the valuation of the Society's assets and liabilities for solvency purposes.

E. Capital Management

E1. Own Funds

The Society has a Capital Management Policy and a Medium-Term Capital Management Plan which outlines the overall aim and approach to be taken for capital management, together with the standards and parameters which must be adhered to and reporting requirements and responsibilities.

The objective is to ensure that the Society has sufficient capital resources to remain solvent on both a regulatory basis (Solvency II Pillar I) and an economic basis (Solvency II Pillar II).

The capital projections shown in the ORSA over the 5-year business planning period facilitate Board discussion on the capital requirements of each fund and the Society as a whole. Separate consideration is given to the in-force portfolio and the impact of writing new business.

As part of the ORSA, the Society reviewed its capital risk appetite thresholds, measured in terms of capital coverage ratio (Own Funds as a percentage of SCR}. The table below sets out the Red/Amber/Green levels agreed by the Board.

Capital Target	Green	Amber	Red
OIF	> 150%	150% - 120%	< 120%
NPF	> 160%	160% - 120%	< 120%
UK Insurance Operations	>140%	140% - 115%	< 115%
Society	> 115%	115% - 105%	< 105%

Some of the Society's own funds are restricted by the ring-fenced adjustments described below to give eligible Own Funds. All the Society's eligible Own Funds are classified as Tier 1 high quality unrestricted capital, i.e. assets which are free from any foreseeable liabilities and are available to absorb losses due to adverse business fluctuations on a going-concern basis and in the case of winding- up. This has been the position over the whole of 2023.

As the Society's eligible Own Funds are all Tier 1, they are available in full to cover the SCR and MCR. Given the decision to run-off the remaining with-profits business of the Society from 30 April 2024, the OIF capital coverage will be set to zero.

Ring-Fenced Fund Adjustments

Under Solvency II the with-profits funds are classified as ring-fenced funds ("RFF"}, which means that the assets within these funds are for the benefit of those policyholders and cannot be used to support other areas of the business except in extreme situations. Hence any excess of assets over liabilities in the OIF and POIS funds cannot normally be used to support other areas of the business. If any of these funds have a deficit of assets over liabilities, then additional capital support can be provided from the non-profit fund.

Similarly, the assets of the Guernsey Court and UK Mainland Courts are ring-fenced for the benefit of the members of these courts and therefore cannot be used to support other areas of the business. This means these funds also meet the Solvency II definition of ring-fenced funds.

As the assets in these funds are not normally available to support other areas of the business the surplus assets are only available to cover the risks within these funds. This means the eligible Own Funds from

these funds are restricted to the notional SCR for these funds. The restrictions as at 31 December 2023 are as follows:

2023 (£'000)	**Excess of Assets over Liabilities**	**Notional SCR**	**Excess assets less SCR**	**Restricted Own Funds**
OIF #	1,959	1,306	653	653
POIS	(0)	35	(36)	-
Guernsey Court	6,000	2,449	3,551	3,551
UK Mainland Court	96,768	21,807	74,961	74,961
Total				**79,165**

 # The OIF in the 2023 table includes the merged closed with-profits funds, PEF, Tunstall and Leek.

In the POIS fund, any surplus arising is fully distributed to policyholders' asset share through adjustments to the discretionary benefits before the allocation of operational risk at a fund level. The allocation of operational risk in these funds has given rise to the negative excess assets shown in the table above.

The equivalent position as at 31 December 2022 is shown below:

2022 (£'000)	Excess of Assets over Liabilities	Notional SCR	Excess assets less SCR	Restricted Own Funds
OIF	3,904	3,328	576	576
PEF		3	(3)	
Tunstall Fund		18	(18)	
Leek Fund	26	17	9	9
POIS		38	(38)	
Guernsey Court	6,196	2,309	3,887	3,887
UK Mainland Court	97,324	21,421	75,903	75,903
Total				**80,376**

Movements in Own Funds

The figures below show a decrease in eligible Own Funds of £9.3m over 2023, from £49.1m to £39.8m. This is due to a number of offsetting factors, with the main factors listed below:

- Decrease in OIF own funds of £1.9m mainly due to changes in the valuation of discretionary benefits and changes to the assumed volatility, offset by a £0.1m increase in restricted own funds.
- Decrease of £7.8m in NPF own funds mainly from changes to expense assumptions relating to planned reductions in future marketing activity.
- £0.5m increase in Courts eligible own funds as a result of an increase in capital due to higher equity risk.

Eligible Own Funds (£'000)	2023	2022
Surplus Assets	**1,959**	**3,930**
Reconciliation Reserve:		
Excess of assets over liabilities – UK insurance funds	*16,216*	*26,000*
Excess of assets over liabilities – Guernsey	*6,000*	*6,196*
Excess of assets over liabilities – UK Courts	*96,768*	*97,324*
Own shares (held directly and indirectly)	-	-
Foreseeable dividends, distributions and charges	-	-
Other basic own fund items	*-1,959*	*-3,930*
Adjustment for restricted own fund items in respect of matching adjustment portfolios and ring-fenced funds	*-79,165*	*-80,376*
Total Reconciliation Reserve	**37,859**	**45,214**
Other Own funds that do not meet the criteria to be classified as Solvency II Own Funds	-	-
Eligible Own Funds	**39,818**	**49,144**

Equity amount shown in financial statements

As a mutual insurer, the Society does not have any equity shown in its financial statements for comparison with the excess of assets over liabilities as calculated for solvency purposes.

Transitional arrangements

The Society does not have any basic own fund items subject to the transitional arrangements referred to in Articles 308b(9) and 308b(10) of Directive 2009/138/EC (for businesses that ceased to write new insurance contracts prior to 1 January 2016).

Ancillary Own Funds

Ancillary own funds consist of items other than basic own funds which can be called up to absorb losses and may, generally, comprise the following items:

(a) unpaid share capital or initial fund that has not been called up,
(b) letters of credit and guarantees,
(c) any other legally binding commitments received.

The Society does not have any items of ancillary own funds and has not sought approval from the PRA to recognise any ancillary own funds.

Items deducted from Own Funds

The Society does not have any items deducted from own funds for participations in financial and credit institutions.

E2. Solvency Capital Requirement and Minimum Capital Requirement

The amounts of the Society's Solvency Capital Requirement ("SCR") and Minimum Capital Requirement ("MCR") as calculated by the Society and submitted to the PRA are shown below at the reporting date and for the previous year, together with the level of capital coverage.

Note that the final amount of the SCR may change as a result of supervisory assessment.

SCR and MCR (£'000)	2023	2022	Movement
SCR – UK insurance funds	11,336	10,950	385
SCR - UK Courts	21,807	21,421	386
SCR – Guernsey	2,449	2,309	140
SCR	**35,592**	**34,680**	**912**
MCR	11,633	12,774	-1,141
Total eligible Own Funds to meet the SCR	**39,818**	**49,144**	**-9,326**
Total eligible Own Funds to meet the MCR	39,818	49,144	-9,326
Ratio of Eligible Own Funds to SCR	**112%**	**142%**	**-30%**
Ratio of Eligible Own Funds to MCR	342%	385%	**-42%**

Movement in SCR over the reporting period

The overall SCR has increased by £0.9m over the year due to a number of offsetting movements, these are discussed below.

The UK insurance funds SCR has increased by £0.4m, £11.0m to £11.3m, of which the main drivers are:

- Large reduction in market SCR of £2.5m, primarily due to improved duration matching reducing interest rate stress and changes to the assumed level of discretionary benefits in stress scenarios.

- Large increase of £1.8m in life underwriting risk SCR (mainly in the Non-Profit Fund), primarily from the impact of diseconomies of scale increasing the value of future expenses leading to increases in expense and lapse risk. Life risk in the OIF decreased due to changes in how discretionary benefits are valued under stress.

- Increase of £0.5m in health underwriting risk SCR due to changes in the commercial arrangements with a broker.

- Reduction in diversification benefit of £0.5m. This is as the capital has become more concentrated in life insurance risks.

The UK Courts SCR has increased by £0.4m, from £21.4m to £21.8m, primarily due to an increase in the symmetric adjustment and in turn the equity stress over 2023. In addition, there has been a reduction in property SCR due to decreased holdings. The property and equity positions of the Court Funds, including the Leeds Investment Association, have no bearing on the position of policyholders.

The Guernsey SCR has increased by £0.1m, from £2.3m to £2.4m, mainly due to the increase in the symmetric adjustment.

Movement in MCR over the reporting period

The linear MCR is a function of:

- best estimate liabilities and capital at risk on protection business; and
- best estimate liabilities and written premium on general insurance business.

The combined MCR has reduced by £1.1m over 2023, from £12.8m to £11.6m, driven by a reduction in the linear MCR. The linear MCR has decreased over 2023 due to the largest group scheme not renewing some elements with a high disability capital at risk.

The absolute floor of the MCR is set in Euros (Life €4m + General €2.7m) and has increased from £5.8m to £5.9m.

The table below sets out the high-level calculation of the MCR. Further detail can be found within the accompanying QRTs.

Minimum Capital Requirement (£'000)	2023	2022
Linear MCR	**11,633**	**12,774**
SCR	35,592	34,680
MCR cap	16,016	15,606
MCR floor	8,898	8,670
Combined MCR	**11,633**	**12,774**
Absolute floor of the MCR	5,852	5,770
MCR	**11,633**	**12,774**

SCR components by risk type

The SCR risk module components using the Standard Formula approach are set out in the table below. The SCR components shown within the table are gross of loss absorbing capacity of technical provisions, with the loss absorbency allowed for as an end-piece adjustment. This presentation is consistent with the QRTs that accompany this report.

SCR components by risk type	Gross SCR (£'000)	
	2023	2022
Market risk	32,620	32,757
Counterparty default risk	1,098	1,976
Life underwriting risk	9,764	5,574
Health underwriting risk	863	2,887
Non-life underwriting risk	-	-
Diversification	-7,431	-4,323
Intangible asset risk	-	-
Basic SCR	**36,914**	**38,872**
Adjustment due to ring-fenced fund aggregation	6,609	5,829
Operational risk	1,409	1,566
Loss-absorbing capacity of technical provisions	-9,339	-11,586
Loss-absorbing capacity of deferred taxes	-	-
Capital requirement for business operated in accordance with Art. 4 of Directive 2003/41/EC	-	-
SCR excluding capital add-on	**35,592**	**34,680**

Simplified calculations

The Society has not used any of the simplified calculations permitted within the risk modules and sub-modules of the Standard Formula but has used a simplified method for calculation of the risk margin as described in section D2.

Undertaking Specific Parameters

The Society has not used any Undertaking Specific Parameters ("USP") pursuant to Article 104(7) of Directive 2009/138/EC.

Non-disclosure

The PRA has opted to allow non-disclosure of any capital add-on or the impact of undertaking-specific parameters, as provided for in the third subparagraph of Article 51(2) of Directive 2009/138/EC for a transitional period ending no later than 31 October 2017.

The Society has not applied to the PRA for any such non-disclosure permission.

The Society has not been informed of any capital add-on to be applied to its SCR, nor has it been instructed to use any undertaking-specific parameters in accordance with Article 110 of Directive 2009/138/EC (where the Standard Formula is deemed not to be appropriate).

Minimum Capital Requirement

The inputs used to calculate the Society's MCR are as follows:

- medical expenses benefits;
- with-profits guaranteed benefits;
- with-profits discretionary benefits;
- unit-linked liabilities;
- other liabilities;
- capital at risk for all life obligations; and
- medical expenses written premiums.

The medical expenses written premiums are taken from the Society's income statement and, apart from the capital at risk, all the other above inputs are components of the BEL reported on the Solvency II balance sheet.

A linear MCR is calculated by applying given factors to each of the five inputs. The MCR is then restricted by a cap and a floor, being 45% and 25% of the SCR respectively, with an absolute floor of €6.7m (Euros).

The capital at risk is the difference between guaranteed benefits and the associated technical provisions and has two elements:

- death capital at risk; and
- disability capital at risk.

The capital at risk is associated with the Group business (2023: £13.5bn, 2022: £15.4bn) and is the main contributor to the Society’s MCR. This has fallen due to the largest group scheme not renewing some elements with a high disability capital at risk.

E3. Use of the duration-based equity risk sub-module in the calculation of the SCR

The Society has not taken up the option set out in Article 304 of Directive 2009/138/EC to use the duration-based equity risk sub-module for the calculation of its SCR.

E4. Differences between the Standard Formula and any Internal Model used

The Society is not using an internal model to calculate its SCR, as it has demonstrated that the Standard Formula is appropriate given the nature, scale and complexity of the Society's insurance business.

E5. Non-compliance with the MCR or SCR

The Society has complied with both its MCR and SCR throughout 2023 and remains compliant at the reporting date of 31 December 2023.

E6. Any other information

There is no other material information to disclose regarding the capital management of the Society.

Appendix I. Table of Abbreviations

2LOD	Second Line of Defence
ARCC	Audit Risk and Compliance Committee
BEL	Best Estimate Liability
BRCC	Business Risk and Compliance Committee
CIF	Court Investment Fund
CIO	Chief Investment Officer
CMI	Continuous Mortality Investigation
CRCO	Chief Risk and Compliance Officer
CTESP	Child Tax Exempt Savings Plan
CTF	Child Trust Fund
EIOPA	European Insurance and Occupational Pensions Authority
EPIFP	Expected Profit Included in Future Premiums
FCA	Financial Conduct Authority
FRS	Financial Reporting Standards
IBNR	Incurred but not reported
IFA	Independent Financial Advisor
ISA	Individual Savings Account
JISA	Junior ISA
KRI	Key Risk Indicator
LISA	Lifetime ISA
MCR	Minimum Capital Requirement
NPF	Non-Profit Fund
OIF	Order Insurance Fund
ORSA	Own Risk and Solvency Assessment
PEF	Pure Endowment Fund
POIS	Post Office Insurance Society
PPFM	Principles and Practices of Financial Management
PPP	Prudent Person Principle
PRA	Prudential Regulation Authority
RFF	Ring Fenced Fund
RCSA	Risk and Control Assessment
RM	Risk Margin
SCR	Solvency Capital Requirement
SFCR	Solvency and Financial Condition Report
SM&CR	Senior Managers and Certification Regime
SPV	Special Purpose Vehicle
TESP	Tax Exempt Savings Plan
ULAA	Unit-Linked Advisory Arrangement
USP	Undertaking Specific Parameters
WPAA	With-Profits Advisory Arrangement

Appendix II: Extract of QRT forms

These are shown in the attached pdf "SFCR Disclosures".