



Pillar 3 Disclosure Document
31 December 2015

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Introduction

Legislative Framework

The Capital Requirements Directive (CRD 2013/36/EU) and Capital Requirements Regulation (CRR 575/2013), known collectively as CRD IV, came into force on 1 January 2014 with the aim to improve the banking sector's ability absorb shocks arising from financial or economic stress. This framework establishes the minimum amount of capital Harpenden Building Society must hold to protect its members and depositors. The Society aims to maintain sufficient capital resources at all times to protect its members. The CRD IV introduced an increase in capital requirements, new capital buffers with higher thresholds, and the introduction of a minimal leverage ratio of 3%.

The CRD IV is based on three "Pillars":

- Pillar 1 - Minimum capital requirements for credit and operational risks;
- Pillar 2 – Internal Capital Adequacy and Assessment Process (ICAAP) and Supervisory Review & Evaluation Process (SREP);
- Pillar 3 - Market discipline – requirement for public disclosure of prescribed information, intended to demonstrate that the Society is holding an appropriate level of capital.

The Society is regulated by the Financial Conduct Authority (FCA) and Prudential Regulation Authority (PRA). The PRA is responsible for monitoring capital adequacy and to implement the CRD in the UK, and ensure that banks, building societies and investment firms that it regulates have implemented the CRD.

Harpenden Building Society Approach

The approach adopted by the Society is suitable for the nature and complexity of its business. This involves:

- Pillar 1 - the Society has adopted the "Standardised" approach to complete a risk-based capital calculation focusing particularly on credit and operational risk to determine its Capital Resources Requirement;
- Pillar 2 - consideration of all other risks and allocation of capital accordingly. The Society's Board has undertaken an assessment of all of the key risks facing the Society. The ICAAP is completed annually, or more frequently as appropriate, and this is reviewed by the PRA as part of their SREP. Additionally, the Society performs stress testing to establish whether additional capital should be held under Pillar 2;
- Pillar 3 - consideration of all necessary disclosures. This annual disclosure document, covers the requirements under Pillar 3 for the Society to disclose specific information in accordance with the requirements set out in CRD IV.

This approach is a process that brings together the risk management framework (i.e. the policies, procedures, strategies and systems that the Society has implemented to identify, manage and mitigate its risks) and the financial disciplines of business planning and capital management.

All figures quoted in this document are in line with the Society's Annual Report and Accounts as at 31 December 2015.

CRD IV Disclosures

Article 89 of CRD IV requires the Society to disclose the following information for the year ended 31 December 2015.

Name:	Harpenden Building Society
Type of entity:	Building Society
Nature of activity:	Secured lending and deposit taking
Location:	United Kingdom
Turnover:	£10.2m (interest receivable and similar income), £6.0m (total income)
Profit before tax:	£1,250k
Tax paid:	£265k
Public subsidies received:	£nil
Number of employees:	54 (FTE)

Risk Management Objectives and Policies

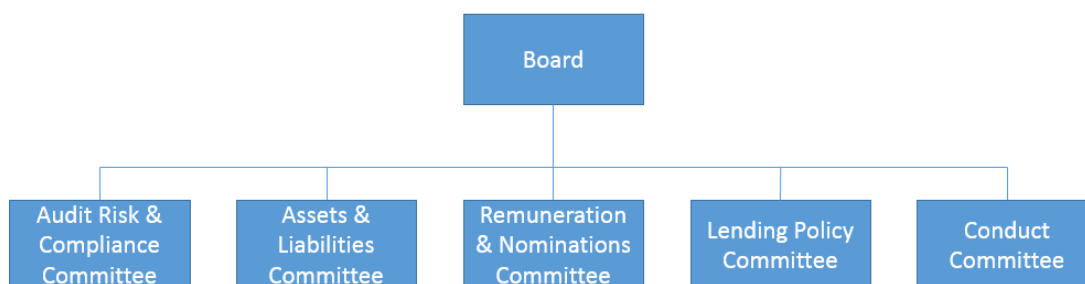
The Board is responsible for determining a framework for risk management and control. It approves all policies and Committee terms of reference. The senior management team, with the assistance of the Risk Team, is responsible for designing, operating and monitoring risk management and internal control processes.

The Board of Directors is committed to best practice in corporate governance and applies the principles within the UK Corporate Governance Code insofar as that guidance applies to building societies. The current Board comprises one executive, five non-executives, and the Chairman. It meets formally six times a year. All directors, both on appointment and thereafter, must meet the tests of fitness and propriety prescribed by the FCA and are required to be approved by the FCA and PRA.

As well as attending Board meetings all directors are required to serve on one or more of the Society's sub-committees.

Risk Governance

As at 31 December 2015 the Society's committee structure was as follows:



The *Assets & Liabilities Committee (ALCO)*, comprising four non-executive directors, the Chief Executive and Deputy Chief Executive, meets at least quarterly. It oversees financial risk within the Society and its duties include maintaining knowledge of the economic outlook, monitoring interest rate risk, basis risk, net interest margin and product pricing. It assesses treasury counterparty credit risk, and the structure of the Society's lending and funding books.

The *Audit, Risk & Compliance Committee (ARCC)*, comprising three non-executive directors, meets quarterly with the Society's Internal Auditors and External Auditor in attendance. It oversees external audit and internal control and its duties include the setting and review of procedures, systems, control and inspection. It oversees the Society's Risk Management Framework. The Chief Executive and Head of Treasury & Risk are normally invited to attend all, or part, of the meetings, but they are not members of the Committee.

The *Lending Policy Committee* (LPC), comprising three non-executive directors and the Chief Executive, meets quarterly and has responsibility for compliance with conduct regulations and ensuring that the Society's culture, strategy, business model, product life cycle management (design, terms and conditions, distribution, sales, post-sales and closure processes) focus on delivering fair customer outcomes.

The *Conduct Committee*, comprising three non-executive directors and the Chief Executive, meets quarterly and has responsibility for compliance with conduct regulations and ensuring that the Society's culture, strategy, business model, product life cycle management (design, terms and conditions, distribution, sales, post-sales and closure processes) focus on delivering fair customer outcomes.

The *Remuneration & Nominations Committee* (RemCo), comprising four non-executive directors, is responsible for recommending appointment and remuneration of non-executive directors as well as the appointment, terms of employment and remuneration of executive directors. Directors' remuneration is annually benchmarked against peers both within and outside the building society sector and the local area, taking Society performance into account. The remuneration of all Directors is agreed by the full Board. The Committee meets as required but at least twice a year.

Risk Management

The Society has a formal risk management structure in place with established Risk Policy Statements, including risk limits, reporting lines, mandates, a risk system and review process, and other control procedures. This structure is reviewed regularly by the Board.

The key risks to which the Society is exposed are monitored through the Society's Risk Register. This is a comprehensive record of the Society's key risks and it incorporates consideration of the likelihood and impact, both before and after control factors are taken into account, for each risk should it manifest within the business.

The Risk Register is maintained through ongoing monitoring by senior management. Each risk is owned by a member of the senior management team who each delegates review and monitoring of risk controls to risk leaders across the Society. At each meeting the Board sub-committees each considers the risk over which they have responsibility. The Board has overall responsibility for reviewing risks and their interdependencies across the Society. ARCC has responsibility for the risk management framework. The Society's internal audit programme is tailored to ensure that the key risks are incorporated into, and challenged as part of, that programme.

The Board has articulated the Society's risk approach and strategy as follows:

"The Society holds capital to ensure that it can meet regulatory needs and business objectives. The Society approaches business decisions in a prudent manner with due consideration of its fundamental responsibilities to its members. To manage the Society prudently, the Society will hold adequate capital to ensure that it is able to meet its Pillar 1 minimum requirements and hold additional capital to cover any additional risks that the Board considers may impact the Society. The Board will continue to satisfy itself that these risks are appropriately managed and assessed on an ongoing basis as economic and financial market conditions change."

This risk approach is reviewed by the Board on an annual basis in line with the ICAAP and Business Plan. The Board will consider whether the Society's actual performance is consistent with this risk appetite and will adjust, as necessary, the relevant statement of risk appetite, business plan, budget, or policy statements.

The system of internal control is designed to enable the Society to achieve its corporate objectives within a managed risk profile.

The internal audit function provides independent and objective assurance that these processes are appropriate and effectively applied.

Risk Management Policy

The principal business and financial risks to which the Society is exposed are detailed below:

Credit Risk

Credit risk is the risk of loss due to uncertainty about a borrower's ability to meet their obligations as they fall due. The Society's borrowers include mortgage customers and treasury counterparties.

All loan applications are assessed with reference to the Society's Lending Policy Statement and lending mandates are strictly controlled. The Lending Policy Statement is regularly reviewed by the Lending Policy Committee (LPC) and reviewed and approved by the Board. The Society's approach to lending is to avoid a tick-box approach. Rather, the Society ensures that the individual position and specific risks of each application are fully understood and assessed.

The Society's Liquidity Policy Statement includes counterparty limits derived using credit ratings from an external credit assessment institution for credit exposures to rated individual and group counterparties. Whilst credit ratings can provide an indication of the creditworthiness of a counterparty, the Society supplements this information with market knowledge, and observation of the actions of monetary authorities, to generate a more complete view of its counterparties. In addition, the Society undertakes a defined due diligence assessment of unrated treasury counterparties. The Liquidity Policy is reviewed by the ALCO and reviewed and approved by the Board at least annually. The Society operates and adheres to internal limits that are more stringent than the respective regulatory limits.

Liquidity Risk

Liquidity risk is the risk that the Society, although solvent, either does not have available sufficient financial resources to enable it to meet its obligations as they fall due, or can secure such resources only at excessive cost.

The Society's policy is to maintain adequate liquidity resources, both in amount and quality to ensure that there is no significant risk that its liabilities cannot be met as they fall due. This is achieved through maintaining a prudent level and sensible mix of liquid assets, and through control of the growth of the business, to provide flexibility in the management of liquidity. Stress testing is undertaken within the ILAAP to assist the Society in setting appropriate limits for its liquidity portfolio in terms of quality and maturity profile.

Interest Rate Risk

Interest rate risk is the risk that future changes in interest rates impact on future net interest cash flows of the Society due to mismatches in the interest rate repricing characteristics of interest bearing assets and liabilities within the balance sheet. The Society manages this risk by limiting fixed rate exposures to one year and by setting an overall limit for interest rate risk as a proportion of capital. Interest rate risk is overseen by the ALCO and limits are approved annually by the Board.

Regulatory Risk

Regulatory risk is the risk that the volume and complexity of regulatory issues may impact on the Society's ability to compete over time. The Society manages this risk by ensuring that staff are adequately trained and that appropriate advice is sought from external sources as appropriate.

Business Risk

Business risk is that which the Society faces as a result of macroeconomic changes and market uncertainties. The Board considers that the impact of changes in the housing market, particularly a severe housing market recession, significant changes in interest rates, and an increase in unemployment are the main business risks to which the Society is exposed. The Society takes a range of potential business risks into account within its strategic planning process.

Concentration Risk

Concentration risk is the risk arising from a lack of diversification of the Society's asset groups. As a local building society, saving and borrowing membership is traditionally concentrated in the Northern home counties, specifically Hertfordshire, Bedfordshire and Buckinghamshire. The Society is therefore exposed to geographical concentration risk both in terms of its retail funding and mortgage lending.

The Society is exposed to product concentration risk on both savings and mortgage products, as a result of the small size of the Society.

These risks are managed through adherence to Board-approved lending and liquidity policies, which provide for a range of limits that are regularly monitored and reviewed in the light of changing economic conditions and the Society's objectives and risk appetite.

The Board has ensured that the Society's ICAAP makes provision for an additional amount of capital to be available to cover a downturn in house prices or increased levels of mortgage arrears and losses.

Conduct Risk

Conduct risk is that which the Society faces if it fails to treat its customers fairly or delivers appropriate customer outcomes. The Society takes its conduct responsibilities to customers very seriously and ensures they are firmly embedded within the culture and practices of the business. Good customer outcomes have always been a key priority for the Society and it has an excellent record in terms of complaints, and feedback received from member surveys. Conduct risk is overseen by the Conduct Committee.

Operational Risk

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and systems, or from external operational events. The Society seeks to manage operational risks through implementing a strong internal control environment. The Society has created a dedicated risk function whose responsibilities include supporting the business in managing operational risks and ensuring that appropriate risk controls are in place. Operational risks are logged on our Risk Register and mitigating actions put in place which are periodically reviewed.

The Board recognises that there are residual operational risks inherent in any business, which may not be specifically identified. Adequate provision has been made for general residual risks within the ICAAP by ensuring that the operational risk capital add-on more than covers those operational risks identified across the Society, and applying a buffer to the individual capital guidance (ICG) requirement issued by the PRA.

The Society has capital ratios in line with peer group society averages and maintains overall capital at a level well in excess of individual capital guidance.

Capital Resources

The Society's capital resources under CRD IV at 31 December 2015 are represented in the table below.

Capital Composition	£000
Common Equity Tier 1 (CET1)	
<i>General reserves</i>	20,802
<i>Revaluation reserves</i>	1,397
	22,199
Tier 2 Capital	
<i>Collective provision for bad and doubtful debt</i>	316
	316
Total Capital	22,515

Capital Risk and Adequacy Assessment

The Society completes a corporate plan annually, incorporating projected strategic business growth and capital requirements. This planning cycle is driven by current market and economic conditions and is underpinned by the Society's risk appetite.

The ICAAP is at the heart of this process, specifically the assessment of the adequacy of the Society's capital to underpin projected growth over the planning horizon. In order to produce a detailed capital plan, the ICAAP contains calculations of the capital resources requirement, which is effectively the minimum capital required, using the Standardised approach for credit risk and the Basic Indicator Approach (BIA) for operational risk.

Under the Standardised approach for credit risk, the Society applies a risk weighting to each of its assets according to their risk attributes. These risk weightings range from 0% to 150% depending on the type of asset. The Society then allocates capital to these assets based on 8% of the risk weighted amount, thus arriving at the minimum capital requirement for credit risk.

Operational risk using the Basic Indicator Approach (BIA) is calculated its average net income over the previous three years and provides 15% of that average net income as the minimum capital requirement for operational risk.

The table below provides details on the calculations of these capital resource requirements as at 31 December 2015.

	Exposure £000	Risk Weighted Amount £000	Minimum Capital Requirement £000
Liquid Assets			
- Cash	68	-	-
- Treasury Bills	1,996	-	-
- Credit Institutions (inc. BoE)	54,383	7,763	621
- Debt Securities	48,318	9,261	741
	104,765	17,024	1,362
Loans and Advances to Customers			
- Fully secured on residential property ¹	190,410	67,309	5,385
- Fully secured on land	8,742	8,742	699
	199,152	76,051	6,084
Other Exposures			
- Investments	194	194	15
- Fixed Assets	2,948	2,948	236
- Other Assets	319	319	26
	3,461	3,461	277
Total Credit Risk	307,378	96,536	7,723
Off-balance sheet ²	16,602	1,491	119
Operational Risk		10,628	850
Capital Resources Required		108,655	8,692

Comparison of the capital requirement above of £8,692k to our capital resources figure of £22,515k provides the Board with confidence that the Society has adequate capital resources in terms of amount and quality.

1 The residential category includes the Society's core residential lending, lending on buy-to-let properties and lifetime/equity release lending.

2 The off-balance sheet exposures relates to commitments the Society has in respect of mortgage offers and retentions.

The Society's CET1 ratio as at 31 December 2015 was 20.72% (Dec 2014: 19.08%), against a minimum CRD IV requirement of 4.5%.

Leverage Ratio

Basel III requires the calculation and disclosure of the Society's leverage ratio, which provides a non-risk-based measure to supplement the risk-based capital adequacy assessment. The leverage ratio is a measure of Tier 1 capital as a proportion of total on- and off-balance sheet assets. The ratio does not distinguish between the credit quality of loans and acts as a primary constraint to excessive lending in proportion to the Society's capital. The Society's leverage ratio as at 31 December 2015 was 6.92% (Dec 2014: 6.65%).

Credit Risk

Credit Risk – Loans and Advances to Customers

The Society defines any mortgage account where more than three monthly payments have not been made at the accounting date as past due (i.e. non-performing loans).

The performance and non-performance of the Society's loans and advances to customers detailing exposure and capital requirement is shown in the table below:

	Exposure £000	Risk Weighted Amount £000	Minimum Capital Requirement £000
Loans and Advances to Customers (Total)			
- Fully secured on residential property	190,410	67,309	5,385
- Fully secured on land	8,742	8,742	699
	199,152	76,051	6,089
Loans and Advances to Customers (Performing)			
- Fully secured on residential property	189,386	66,285	5,303
- Fully secured on land	8,742	8,742	699
	198,128	75,027	6,002
Loans and Advances to Customers (Non-Performing)			
- Fully secured on residential property	1,024	1,024	82
- Fully secured on land	-	-	-
	1,024	1,024	82

A geographical analysis of the Society's loans and advances to customers is below. The Society is based within the Outer Metropolitan region:

Region	Exposure £000	Exposure %
<i>Outer Metropolitan</i>	75,741	38.0%
<i>Greater London</i>	54,569	27.4%
<i>Outer South East</i>	30,616	15.4%
<i>South West</i>	15,048	7.6%
<i>East Anglia</i>	12,612	6.3%
<i>East Midlands</i>	2,987	1.5%
<i>West Midlands</i>	2,619	1.3%
<i>North West</i>	1,382	0.7%
<i>Wales</i>	1,381	0.7%
<i>Yorkshire & Humberside</i>	1,308	0.7%
<i>North</i>	889	0.4%
Total	199,152	100%

Asset Encumbrance

All the Society's assets are free from encumbrance. No assets are pledged or subject to any form of arrangement to secure, collateralise or credit-enhance any on-balance-sheet or off-balance-sheet transaction from which it cannot be freely withdrawn.

Impairment Provisions

Provisions for mortgages in arrears and properties in possession are assessed on an individual basis. The Society takes into account the current indexed valuation of the property, the value of the outstanding mortgage plus outstanding repayments, any discount likely to be required to sell the property and any costs associated with the sales process. The Society recognises that not all accounts in arrears will result in possession and that not all sales of properties in possession will result in credit losses and judgement is therefore used to determine where losses are likely to crystallise.

The Society's accounting policy in relation to impairment provisioning for loans and advances is set out in Note 1, Accounting Policies, in the Society's "Directors' Report, Accounts and Annual Business Statement 2015". Similarly, full details of the movements in these provisions can be found in Note 14 "Allowance for Impairment". A summary of the movements in mortgage provisions is shown below. General provisions are treated as Tier 2 capital for capital adequacy purposes.

Impairment summary	Loans fully secured on residential property	Other loans fully secured on land	Total
	£000	£000	£000
As at 1 January 2015	298	388	686
Movement during the year	(159)	(28)	(187)
As at 31 December 2015	139	360	499

Credit Risk – Liquid Assets

The Society adopts a risk-averse approach to the management of liquid assets including appropriate operational controls for the scale of activity undertaken. The Society ensures it has the necessary expertise and competence within the Society to deal in a restricted range of liquid assets, together with adequate controls and segregation of duties within the settlements process and accounting function.

Adequate liquidity is maintained at all times to meet known and anticipated retail withdrawals, wholesale funding maturities, mortgage advances and tax liabilities, together with capital and general operational expenses. Additional provision is made to cope with unexpected adverse cash flows, smoothing out the effect of maturity mis-matches and the maintenance of public confidence generally.

The Society's policy on the assessment of the creditworthiness of approved counterparties states that a counterparty should be listed in the Fitch Rating list with a long-term rating of at least A- or a short-term rating of at least F1. The Society can place deposits with lower-rated and unrated counterparties, but only following a thorough due diligence review of financial indicators and this includes the majority of building societies. The Society uses Fitch ECAI ratings as it previous year. The details of the Society's liquid assets portfolio by residual maturity as at 31 December 2015 are shown in the table below.

Rating	< 3 month	3 months to 1 year	>1 year	Total
	£000	£000	£000	£000
HQLA ³	26,079	4,009	-	30,088
AAA+ to AA-	8,047	2,003	-	10,050
A+ to A-	15,830	31,712	-	47,542
Unrated	10,079	7,007	-	17,086
	60,035	44,731	-	104,766

3 HQLA (High Quality Liquidity Assets) – these are liquid assets that are held in the highest quality asset classes in line with the Society's Overall Liquidity Adequacy Rule (OLAR) requirements.

Market Risk

Interest Rate Risk

Interest rate risk is the risk that future changes in market interest rates impact on future cash flows. It arises from differences in the timing of interest rate re-pricing of the Society's assets and liabilities. More specifically, differences between re-pricing of interest rates that the Society pays on its liabilities and that which it earns on its assets. The Society does not have any long-term fixed rate products on either side of its balance sheet. The Society does have short-term fixed rate products in the form of liquid asset deposits and time deposit liabilities but interest rates on these positions are fixed for a maximum of twelve months. As the vast majority of interest-bearing assets and liabilities are held at variable interest rates, the Society is able to react quickly in the event of a change in market interest rates.

The Society balance sheet is stress tested on a daily basis to assess the impact of a severe 2% parallel shift in market interest rates. The results of this testing does not indicate that there would be a material impact on the business in the event of such a severe stress. As at 31 December 2015, this stress testing indicated a maximum impact to a £383k impact on capital.

Remuneration

The Society has adopted a Remuneration Policy which describes how the Society complies with the principles of the UK Corporate Governance Code 2010 relating to remuneration.

The Level and Components of Remuneration

Code Principle: Levels of remuneration should be sufficient to attract, retain and motivate Directors of the quality required to run the company successfully, but a company should avoid paying more than is necessary for this purpose. A significant proportion of Executive Directors' remuneration should be structured so as to link rewards to corporate and individual performance.

Board comment: The Society's remuneration policy is to reward Directors according to their expertise, experience and overall contribution to the successful performance of the business. The Executive Director's benefit package is designed to motivate decision making in the interest of members as a whole.

Executive Directors' Remuneration

The Remuneration Policy is designed to attract, retain and encourage high calibre executives to manage and develop business for the Society. Basic salaries are reviewed annually by reference to jobs carrying similar responsibilities in comparable organisations and in the light of market conditions generally.

a) Basic Salary

Basic salary takes into account duties, responsibilities, performance and levels for comparable positions in other organisations.

b) Pensions

The Chief Executive has defined contribution personal pension arrangements to which the Society and employee both contribute. The Society makes a contribution of 10% of salary.

c) Benefits

The executive director is entitled to private medical insurance for self and spouse and Death-in-Service benefit at the rate of three times annual salary.

d) Contractual Terms

As at 31 December 2015 Mr C Astley was employed on a service contract dated 21 January 2010, terminable by the Society or by the individual on six months' notice.

Non-Executive Directors

Fees are based on comparable data from similar financial service organisations and are reviewed annually. Non-executive directors do not qualify for a pension or a bonus but do qualify for Death-in-Service benefit at the rate of three times annual fees. Performance of individual Directors is assessed by the Chairman and their fellow Board members. The Chairman is assessed by all members of the Board.

The Procedure for Determining Remuneration

Code Principle: There should be a formal and transparent procedure for developing policy on Executive remuneration and for fixing the remuneration packages of individual Directors. No Director should be involved in deciding his or her own remuneration.

Board comment: RemCo reviews the Society's Remuneration Policy annually. The Committee consists of three Non-Executive Directors, one of whom is Chairman. The Chief Executive attends by invitation but takes no part in the discussion of his own salary. The Committee reviews Directors' and senior management remuneration annually using data from comparable organisations, and takes advice from external consultants when appropriate.

Directors' Emoluments:

2014	Salaries	Benefits	Pension	Total
	£000	£000	£000	£000
<i>P.G. Marsden (Chief Executive)</i>	145	1	14	160
<i>C.D. Astley (Deputy Chief Executive)</i>	108	1	11	120
	253	2	25	280
2015	Salaries	Benefits	Pension	Total
	£000	£000	£000	£000
<i>P.G. Marsden (Chief Executive)(to 12 October 2015)</i>	114	1	15	130
<i>C.D. Astley (Acting Chief Executive)</i>	121	1	8	130
	235	2	23	260

Non-Executive Directors Emoluments (comprising fees only):

	2014	2015
	£000	£000
<i>H. H. Titcomb (Chairman)</i>	37	38
<i>N. S. Terry (Vice Chairman to 28 February 2014)</i>	26	-
<i>J. Mortimer Sykes (Vice Chairman from 1 March 2014)</i>	31	31
<i>P. F. Baynham (from 1 November 2014)</i>	4	25
<i>S. J. Richardson</i>	24	25
<i>P. V. Smith</i>	31	31
<i>A.V. Crossley-Mintern (from 1 January 2015)</i>	-	25
<i>K. M. Wilson (to 31 December 2014)</i>	24	-
	177	175

Conclusions

This Pillar 3 disclosure document is prepared in accordance with CRD IV, as interpreted by the Society based on its size and complexity, and is updated and presented annually alongside the publication of the Society's Directors' Report, Accounts and Annual Business Statement.

An assessment of the need to publish more frequently is reviewed in light of any changes in the relevant characteristics of the Society. The Society does not plan to alter the characteristics of its business during the year.

For further explanation of these disclosures, an application should be made in writing to: Chief Executive, Harpenden Building Society, Mardall House, 9-11 Vaughan Road, Harpenden, Hertfordshire AL5 4HU.