

**HSBC Life (UK) Limited
Solvency and Financial Condition Report
for the year ended 31 December 2016**

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Statement of Directors' responsibilities in respect of the Solvency and Financial Condition Report (SFCR)

The Directors are required to ensure that the Company has a written policy in place (Reporting and Disclosure Policy) to ensure the ongoing appropriateness of any information disclosed.

The Directors acknowledge their responsibility for preparing the SFCR in all material respects in accordance with the PRA Rules and the Solvency II Regulations.

The Directors are satisfied that:

a) throughout the financial year in question, the insurer has complied in all material respects with the requirements of the PRA Rules and the Solvency II Regulations as applicable to the insurer; and

b) it is reasonable to believe that the Company has continued to comply subsequently and will continue so to comply in future.

The SFCR was approved by the Board of Directors on 18 May 2017 and was signed on its behalf by:

D A Clow
Director of HSBC Life (UK) Limited

Date: 18 May 2017

Registered Office
8 Canada Square
London
E14 5HQ

Report of the external independent auditors to the Directors of HSBC Life (UK) Limited ('the Company') pursuant to Rule 4.1 (2) of the External Audit Part of the PRA Rulebook applicable to Solvency II firms

Report on the Audit of the relevant elements of the Solvency and Financial Condition Report

Opinion

We have audited the following documents prepared by the Company as at 31 December 2016:

- The 'Valuation for solvency purposes' and 'Capital Management' sections of the Solvency and Financial Condition Report of the Company as at 31 December 2016, (**'the Narrative Disclosures subject to audit'**); and
- Company templates S.02.01.02, S.12.01.02, S.23.01.01, S.25.01.21 and S.28.01.01 (**'the Templates subject to audit'**).

The Narrative Disclosures subject to audit and the Templates subject to audit are collectively referred to as the '**relevant elements of the Solvency and Financial Condition Report**'.

We are not required to audit, nor have we audited, and as a consequence do not express an opinion on the **Other Information** which comprises:

- The 'Summary', 'Business and performance', 'System of governance' and 'Risk profile' elements of the Solvency and Financial Condition Report;
- Company templates S.05.01.02, S.05.02.01;
- The written acknowledgement by management of their responsibilities, including for the preparation of the Solvency and Financial Condition Report (**'the Responsibility Statement'**).

In our opinion, the information subject to audit in the relevant elements of the Solvency and Financial Condition Report of the Company as at 31 December 2016 is prepared, in all material respects, in accordance with the financial reporting provisions of the PRA Rules and Solvency II regulations on which they are based.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) (ISAs (UK & I)), International Standard on Auditing (UK) 800 and International Standard on Auditing (UK) 805, and applicable law. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the relevant elements of the Solvency and Financial Condition Report* section of our report.

Emphasis of Matter - Basis of Accounting

We draw attention to the 'Valuation for solvency purposes' and 'Capital Management' sections of the Solvency and Financial Condition Report, which describe the basis of accounting. The Solvency and Financial Condition Report is prepared in compliance with the financial reporting provisions of the PRA Rules and Solvency II regulations, and therefore in accordance with a special purpose financial reporting framework. The Solvency and Financial Condition Report is required to be published, and intended users include but are not limited to the Prudential Regulation Authority. As a result, the Solvency and Financial Condition Report may not be suitable for another purpose. Our opinion is not modified in respect of this matter.

Responsibilities of Directors for the Solvency and Financial Condition Report

The Directors are responsible for the preparation of the Solvency and Financial Condition Report in accordance with the financial reporting provisions of the PRA rules and Solvency II regulations.

The Directors are also responsible for such internal control as they determine is necessary to enable the preparation of a Solvency and Financial Condition Report that is free from material misstatement, whether due to fraud or error.

Auditors' Responsibilities for the Audit of the relevant elements of the Solvency and Financial Condition Report

It is our responsibility to form an independent opinion, in accordance with applicable law, ISAs (UK & I) and ISAs (UK) 800 and 805 as to whether the information subject to audit in the relevant elements of the Solvency and Financial Condition Report is prepared, in all material respects, in accordance with the financial reporting provisions of the PRA Rules and Solvency II regulations on which they are based. ISAs (UK & I) require us to comply with the Auditing Practices Board's Ethical Standard for Auditors.

An audit involves obtaining evidence about the amounts and disclosures in the relevant elements of the Solvency and Financial Condition Report sufficient to give reasonable assurance that the relevant elements of the Solvency and Financial Condition Report are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the Directors; and the overall presentation of the relevant elements of the Solvency and Financial Condition Report. In addition, we read all the financial and non-financial information in the Solvency and Financial Condition Report to identify material inconsistencies with the audited relevant elements of the Solvency and Financial Condition Report. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

This report, including the opinion, has been prepared for the Directors of the Company to comply with their obligations under External Audit rule 2.1 of the Solvency II firms Sector of the PRA Rulebook and for no other purpose. We do not, in providing this report, accept or assume responsibility for any other purpose save where expressly agreed by our prior consent in writing.

Report on Other Legal and Regulatory Requirements

In accordance with Rule 4.1 (3) of the External Audit Part of the PRA Rulebook for Solvency II firms we are required to read the Other Information and consider whether it is materially inconsistent with the relevant elements of the Solvency and Financial Condition Report and our knowledge obtained in the audits of the Solvency and Financial Condition Report and of the Company's statutory financial statements. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

PricewaterhouseCoopers LLP
Chartered Accountants
London
18 May 2017

- The maintenance and integrity of the HSBC Life (UK) Limited website is the responsibility of the directors; the work carried out by the auditors does not involve consideration of these matters and, accordingly, the auditors accept no responsibility for any changes that may have occurred to the Solvency and Financial Condition Report since it was initially presented on the website.
- Legislation in the United Kingdom governing the preparation and dissemination of Solvency and Financial Condition Reports may differ from legislation in other jurisdictions.

Summary

1. Business

The Company's principal activity is to carry on the business of life insurance, selling a range of protection and investment products. These products are mainly sold through the Company's parent undertaking, HSBC Bank plc (HBEU).

A strategic review of the business was conducted which identified the potential opportunity for the Company to focus on meeting the protection and insured investment needs of HSBC bank customers. This strategy is being driven forward alongside HBEU management who are responsible for the distribution and wealth channels, and aims to significantly increase the level of new business sales.

During 2015 the Company completed the sale of its pensions business to ReAssure Limited, a member of the Swiss Re Group. Pension funds totalling £3,965million were transferred on 31 August under a scheme of transfer in accordance with Part VII of the Financial Services and Markets Act 2000. Refer to Note 13. Discontinued operation, page 32-33, in the Company's financial statements, for the year ended 31 December 2016, for further information on the sale of the pensions business.

The Company sold its portfolio of mortgages of £19million in December 2015. Refer to Note 17. Loans, receivables and prepayments, page 36, in the Company's financial statements for the year ended 31 December 2016, for further information on the sale of the mortgage portfolio.

During 2016, investment products were made available via external sales channels as well as HSBC Bank plc distribution channels.

There were no material changes to the business during 2016.

2. Performance

The pre-tax profit of the Company in 2016 from continuing operations (excluding the pensions business sold in 2015) was £31million (2015: £26million). Profits in the year increased mainly due to higher fund fee deductions following market rises on the unit-linked investment bonds, a decrease in reserves due to changes in reinsurance arrangements and growth in protection new business sales which were offset by lapses in legacy protection products due to the ageing in-force book of business.

3. System of governance

The Senior Insurance Managers Regime (SIMR) came into force on 7 March 2016 and roles were aligned to individual statement of responsibilities (SORs) and implemented accordingly. There have been no material changes to systems of governance during 2016. As part of SIMR, a new Individual Accountability Policy was implemented and the Pillar 2 changes in respect of Solvency II were embedded in previous years.

4. Risk profile

There have been no other material changes to the Company's risk profile during the year. The Company's own assessment of its capital requirement (gross of tax) remained stable between 2015 and 2016.

The following table shows the make-up of the required capital (standard formula basis) by risk category:

	2016	2015
	£Million	£Million
Market Risk	15	14
Life Underwriting Risk	52	48
Health Underwriting Risk	52	55
Counterparty Risk	2	4
Operational Risk	8	8
Gross required capital pre-diversification	129	129
Diversification	(33)	(33)
Required capital (pre-tax)	96	96
Loss absorbing capacity of deferred tax	(18)	(18)
Required capital (post-tax)	78	78

Section C provides further information on the Risk Profile of the Company.

5. Valuation for solvency purposes

During 2016 the Company adopted a new methodology for the calculation of the risk margin. The new methodology resulted in a material decrease of £7million (12%) in the risk margin compared to prior year. Refer to section D.2. Technical Provisions for further information.

There have been no other material changes to the Company's valuation of assets and liabilities for solvency purposes.

6. Capital management

The Company's solvency capital requirement (SCR) is determined on a standard formula basis.

The Company changed its capital management policy in 2016 from the previous prudential capital regime to a Solvency II Pillar 1 basis. The changes to the policy have resulted in a new target capital level of 150% of the Company's assessment of its capital requirement, subject to a minimum scenario impact whereby the Company is no longer able to sell any new business and maintains its existing expense base. Refer to section E.1 below for more detail on the updated capital management policy.

The Company's capital metrics are summarised below:

	2016 £'000	2015 £'000
Excess of assets over liabilities	200,602	355,183
Solvency Capital Requirement (SCR)	78,164	78,069
Solvency ratio	257%	455%
Minimum Capital Requirement (MCR)	19,541	19,517

The decrease in excess assets over liabilities relates mainly to the £155million dividends paid to the Company's parent, HSBC Bank plc, during 2016 (2015: £80million).

A. Business and performance

A.1. Business

(a) The name and legal form of the undertaking

HSBC Life (UK) Limited ("the Company") is a limited liability company domiciled and incorporated in the United Kingdom. Its registered office is:

8 Canada Square
London E14 5HQ
United Kingdom

(b) Financial supervision

The Company is authorised by the Prudential Regulation Authority ("PRA") and regulated by the Financial Conduct Authority ("FCA") and the PRA. The registered offices are as follows:

Prudential Regulation Authority
20 Moorgate
London, EC2R 6DA
United Kingdom

Financial Conduct Authority
25 The North Colonnade
Canary Wharf
London, E14 5HS
United Kingdom

(c) External auditor

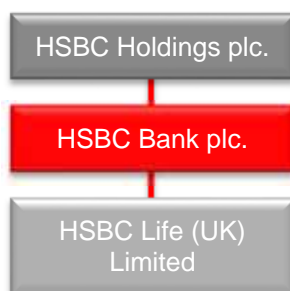
PricewaterhouseCoopers LLP is the Company's auditor for the financial year commencing 1 January 2016. The auditor's contact details are as follows:

PricewaterhouseCoopers LLP
7 More London Riverside
London SE1 2RT
United Kingdom

The comparative information in the SFCR has not been audited and the current year information has been audited in line with the scope and level of assurance required by the PRA as outlined in Supervisory Statement SS11/16.

(d) Ownership and group structure

The Company is a wholly owned subsidiary of HSBC Bank plc and its ultimate parent company is HSBC Holdings plc.



The registered office of both HSBC Bank plc and HSBC Holdings plc is:

8 Canada Square
London E14 5HQ
United Kingdom

(e) Principal business activities

The Company's principal activity is to carry on the business of life insurance and sells a range of protection and investment products. The protection products that are currently on sale include income protection, critical illness, term assurance, death, accident and sickness cover and whole of life cover. The only investment product that is currently on sale is the Onshore Investment Bond.

(f) Significant events

There have been no significant events which had a material impact on the Company during 2016.

A.2. Underwriting performance

The Company conducts its business in the UK only. In order to make the 2015 underwriting performance comparable to 2016, the pensions business (discontinued operations) has been excluded from the table below. The analysis is in line with the continuing operations disclosure in the Company's financial statements for the year ending 31 December 2016 which includes the 2015 comparatives. The underwriting performance is summarised by line of business below:

	Health insurance		Index-linked and unit-linked insurance		Other life		Total	
	2016 £'000	2015 £'000	2016 £'000	2015 £'000	2016 £'000	2015 £'000	2016 £'000	2015 £'000
Premiums written and earned								
Gross	82,768	87,014	55,171	44,309	72,646	77,322	210,585	208,645
Reinsurer's share	(45,127)	(43,569)	(3,413)	(3,603)	(38,474)	(39,615)	(87,014)	(86,787)
Net	37,641	43,445	51,758	40,706	34,172	37,707	123,571	121,858
Claims incurred								
Gross	(40,413)	(44,618)	(83,960)	(71,916)	(38,154)	(37,036)	(162,527)	(153,570)
Reinsurer's share	26,520	31,273	3,050	4,197	28,657	26,888	58,227	62,358
Net	(13,893)	(13,345)	(80,910)	(67,719)	(9,497)	(10,148)	(104,300)	(91,212)
Changes in other technical provisions								
Gross	(96,891)	(38,084)	(58,939)	16,769	(11,551)	(6,405)	(167,381)	(27,720)
Reinsurer's share	93,691	26,834	181	(13)	2,352	(1,484)	96,224	25,337
Net	(3,200)	(11,250)	(58,758)	16,756	(9,199)	(7,889)	(71,157)	(2,383)
Expenses incurred								
Administrative expenses	(1,351)	(1,634)	(178)	(204)	(2,026)	(2,001)	(3,555)	(3,839)
Investment management expenses	-	-	(746)	(441)	-	-	(746)	(441)
Claims management expenses	(1,550)	(1,504)	-	(1)	(704)	(1,038)	(2,254)	(2,543)
Acquisition expenses	(5,202)	(5,812)	(6,120)	(5,136)	(4,324)	(5,210)	(15,646)	(16,158)
Overhead expenses	(2,748)	(2,556)	(362)	(320)	(4,122)	(3,131)	(7,232)	(6,007)
Total expenses incurred	(10,851)	(11,506)	(7,406)	(6,102)	(11,176)	(11,380)	(29,433)	(28,988)
Net underwriting performance	9,697	7,344	(95,316)	(16,359)	4,300	8,290	(81,319)	(725)

Commentary on material variances

The increase in gross premiums is mainly due to the increase in unit-linked Onshore Investment Bond sales volumes as a result of distribution being expanded to external independent financial advisers (IFA) during 2016. The increase in unit-linked premiums is partially offset by the decline in health and other life premiums due to a declining extant book of business.

The increase in net claims incurred is mainly due to the increase in Onshore Investment Bond surrenders in 2016 which is partially offset by lower net health insurance claims paid as a result of lower critical illness claims.

Net technical provisions increased mainly due to the impact of market growth on unit-linked technical provisions and the increase in health insurance technical provisions relating to income protection.

A.3. Investment performance

Similar to underwriting performance above, the pensions business (discontinued operations), for 2015, has been excluded from the table below. The analysis is in line with the continuing operations disclosure in the Company's financial statements for the year ending 31 December 2016 which includes the 2015 comparatives. The Company's investment performance is summarised by asset class below:

	Government bonds £'000	Corporate bonds £'000	Equity £'000	Investment funds £'000	Cash and deposits £'000	Mortgages and loans £'000	Derivatives £'000	Total £'000
2016								
Investment income								
Dividends	-	-	4,928	6,761	-	-	-	11,689
Interest	-	-	26	2,884	295	19	-	3,224
Net gains and losses	5,365	-	6,908	16,706	-	-	(4,818)	24,161
Unrealised gains and losses	4,554	37	7,789	56,839	144	-	809	70,172
Total investment income	9,919	37	19,651	83,190	439	19	(4,009)	109,246
Investment management expenses								(746)
Net investment income and expenses	9,919	37	19,651	83,190	439	19	(4,009)	108,500

	Government bonds £'000	Corporate bonds £'000	Equity £'000	Investment funds £'000	Cash and deposits £'000	Mortgages and loans £'000	Derivatives £'000	Total £'000
2015								
Investment income								
Dividends	-	-	4,979	6,381	-	-	-	11,360
Interest	-	-	26	1,543	399	998	-	2,966
Net gains and losses	317	-	2,853	16,083	-	-	(57)	19,196
Unrealised gains and losses	82	-	(2,678)	(9,163)	(134)	-	(1,486)	(13,379)
Total investment income	399	-	5,180	14,844	265	998	(1,543)	20,143
Investment management expenses								(441)
Net investment income and expenses	399	-	5,180	14,844	265	998	(1,543)	19,702

Commentary on material variances

The increase in investment income is mainly due to unrealised gains on investment funds, equities and government securities due to market growth during 2016. The increase is partially offset by the increase in realised losses on derivatives which mainly related to foreign currency forward contracts, within the unit-linked funds, that were closed out during 2016.

The investment income table above represents the Company's entire business, in other words all lines of business are included, similar to the underwriting performance above.

The Company does not recognise any gains or losses directly in equity and does not invest in securitisations.

A.4. Performance of other activities

	2016	2015
	£'000	£'000
Fee and commission income	3,093	3,184
Other operating income	29	2,953
Total other income	3,122	6,137

The balances above have been adjusted to reflect continuing operations (excludes pensions) only.

Fee and commission income includes fund management based fees and front-end fees. Other operating income in 2015 included the gain that was realised on the sale of the mortgage portfolio.

A.5. Any other information

There is no other material information regarding business and performance that has not already been disclosed in sections A.1 – A.4 above.

B. System of governance

B.1. General information on the system of governance

(a) Structure of the administrative, management or supervisory body (AMSB)

The Company Board of Directors, Chief Executive Officer (CEO) and leadership team are supported by business and risk committees in promulgating a suitable risk management culture to ensure that risks remain within the risk appetite set by the Board. These committees provide the Executive Management Committee (ExCo) and the Board with assurance that, through the risk management policies and practices, risks are being effectively managed. The Company's approach to risk management is driven by the Board and implemented through the Enterprise Risk Management framework applying a "three lines of defence" model. This model has been updated in line with SIMR:

- First line of defence functions and committees are responsible for the day to day management, control and reporting of risk exposures. They monitor risks against agreed limits and indicators and review stress and scenario testing of risks, to assess the adequacy of mitigation plans. Key risk issues are reported to the ExCo, the Risk Management Meeting (RMM) and the Board.
- The RMM together with the Risk and Compliance Functions provides a second line of defence oversight on all categories of risk exposure to ensure that the risks, and the interdependencies across risks, are effectively managed.
- The third line of defence is provided by HSBC Group Internal Audit. The Head of Internal Audit for the Company has been appointed and reports directly to both the Risk and Audit Committee (RAC) and the Board itself.

The governance committee structure of the Company comprises the Board of Directors, two committees of the Board (RAC and the Technical Governance Committee (TGC)) and a number of other committees that encompass first and second line responsibilities. The Board and Senior Management have a statutory responsibility to manage risk and capital requirements to current regulatory and emerging Solvency II standards, encompassing any outsourced suppliers or support functions that provide services to the Company.

In addition to these committees, underpinning Business and Risk Forums allow technical debate amongst subject matter or risk experts before recommendations or decisions are referred to committees or individuals for approval.

- Risk Management Meeting (RMM)

RMM is the business Committee that will review any material risk management conclusions and will receive all periodic governance reports. Its primary role is to advise the Chief Risk Officer (CRO) in any material decision making. RMM has explicit responsibility for agreeing the Risk Drivers used in the RMM. RMM is a sub-committee of ExCo.

- Board Technical Governance Committee (TGC)

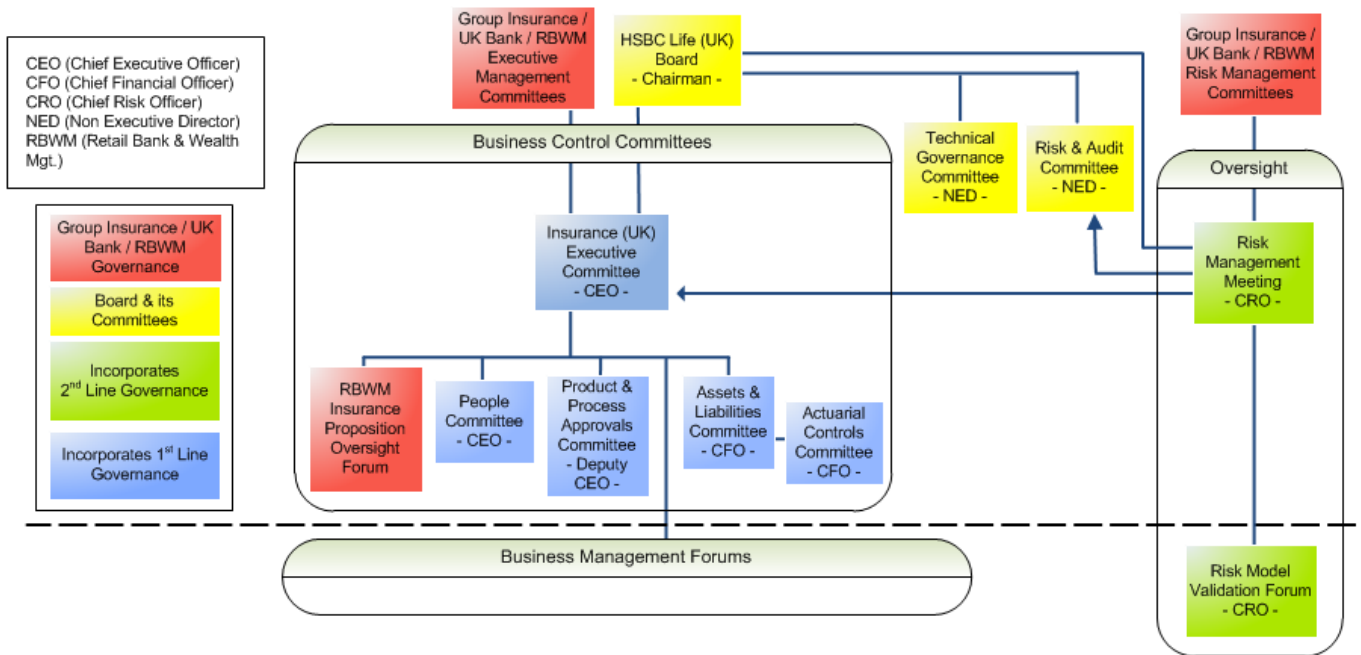
The role of TGC is to review and approve technical, governance and financial analysis papers on behalf of the Board. The TGC is required to ensure that any material matters are reported to, and considered by, the full Board.

- Board Risk and Audit Committee (RAC)

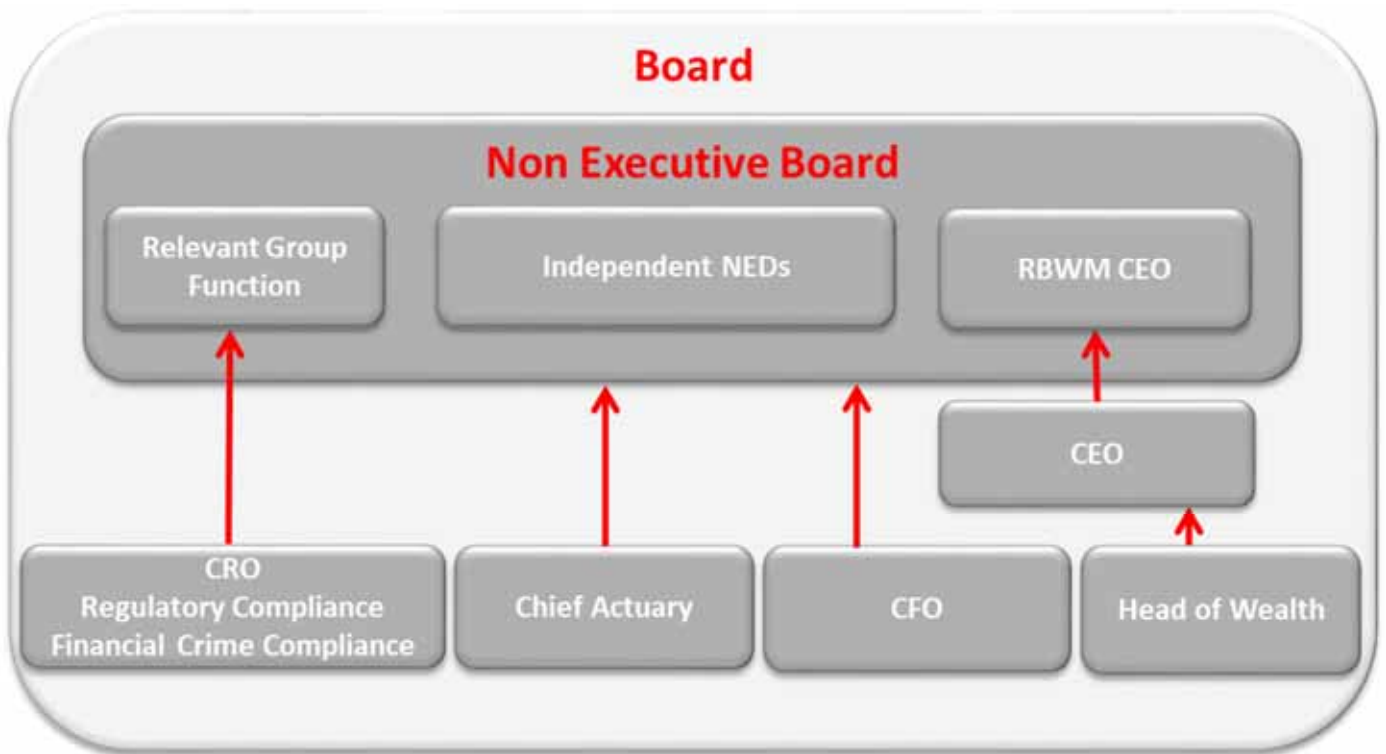
RAC is the Board Committee that acts on the Board's account in, amongst other matters, the ongoing oversight of Risk Management systems and the effectiveness of the Governance structure, and their ongoing appropriateness for use by the

Company's management in the control of the Risks within scope of this Policy. The RAC is required to ensure that any material matters are reported to, and considered by, the full Board.

The Company's governance committee structure is detailed in the diagrams below:



The Company's key functions organisational structure is illustrated in the diagrams below:



Internal Audit provides independent assurance and sits outside the management structure and reports to HSBC Global Internal Audit.

The key functions and their responsibilities are as follows:

- Chief Executive Officer (CEO)

The CEO's specific responsibilities include:

- Carrying out the management of the conduct of the whole of the business;
- The execution of the firm's business model within the Company; and
- Leading the development of the firm's culture and standards in relation to the carrying on of its business and the behaviours of its staff, and for embedding in the day-to-day management of the firm.

- Chief Risk Officer (CRO)

The CRO's specific responsibilities are to ensure that the business has in place an effective risk-management system to identify, measure, monitor, manage and report the risks to which the business could be exposed.

- Head of Regulatory Compliance (HoRC)

The HoRC's specific responsibilities include:

- Maintain a permanent and effective compliance function which operates independently to assess the adequacy and effectiveness of the measures and procedures put in place and the actions taken to address any deficiencies in the firm's compliance with its regulatory obligations;
- Advise and assist the relevant persons responsible for carrying out regulated activities to comply with the firm's obligations under the regulatory system; and
- Ensuring that every person who performs a key function is a fit and proper person.

- Head of FCC (HoFCC)

The HoFCC's specific responsibilities include:

- Establishment and maintenance of effective anti-money laundering systems; and
- Compliance with the FCA's rules on systems and controls against money laundering.

- Chief Finance Officer (CFO)

The CFO's specific responsibilities include:

The production and integrity of the Company's financial information and its regulatory reporting, including:

- the valuation of the assets and liabilities:
 - (a) assets shall be valued at the amount for which they could be exchanged between knowledgeable willing parties in an arm's length transaction;
 - (b) liabilities shall be valued at the amount for which they could be transferred, or settled, between knowledgeable willing parties in an arm's length transaction.
- the management of the allocation and maintenance of the Company's capital and liquidity and for the development and maintenance of the financial aspects of the Company's business model.

- Chief Actuary (CA)

The CA's specific responsibilities include:

- The production and integrity of the firm's actuarial information and its regulatory reporting, which includes the calculation of the Technical Provisions and the methodologies, assumptions used in calculations data quality used in the calculation;
- Advising the Board on the management of the allocation and maintenance of the firm's capital and liquidity insofar as it influences the Company's Technical Provisions; and
- Oversight of the overall underwriting policy, claims processes and adequacy of reinsurance arrangements.

- Head of Wealth Insurance (HoWI)

The HoWI's specific responsibilities include:

- Oversight of the development of direct distribution models;
- Oversight of the provision of coaching and training to the salesforces in the global HSBC businesses;
- Management and retention of the extant book of business;
- Sourcing and delivering a full suite of protection and investment products; and
- Reporting to the Company's Board in respect of these responsibilities.

- Head of Internal Audit (HoIA)

The HoIA's specific responsibilities include:

- Provide for an effective internal audit function including the independent evaluation of the adequacy and effectiveness of the internal control system and other elements of the system of governance; and
- The independent evaluation of the Company compliance with the laws, regulations and administrative provisions adopted.

(b) Material changes in the system of governance

There were no material changes to the system of governance in addition to SIMR as mentioned in the Summary, section 3, System of governance, above.

(c) Remuneration policy (Directors and employees)

The Company has no employees and thus no employee remuneration policy is disclosed.

The Directors' remuneration policy can be found in the 2016 Annual Report and Accounts for HSBC Holdings plc in the following section: Corporate Governance, Directors' Remuneration Report, Directors' Remuneration policy, page 155.

(d) Material transactions with shareholders, with persons who exercise a significant influence on the Company, and with members of the administrative, management or supervisory body

Refer to the Company's financial statements for the year ended 31 December 2016, Note 30 Related party transactions page 45-48, for a summary of the material transactions.

(e) Adequacy assessment of the system of governance

The system of governance is well established and each element is considered to be working effectively. A System of Governance Effectiveness Review is undertaken annually by the Risk Function and the findings are presented to the Board. Operating within the strong HSBC Group Values Framework, there is a positive culture of continuous improvement and a focus on conduct risk and ensuring the right outcomes for the customer. Values based performance is linked to remuneration, encouraging desired behaviours. There is evidence of an effective culture of challenge in the business at both the Board and Board committees.

Significant progress has been made in development of forward looking aspects of the ORSA and in respect of risk appetite understanding and business awareness, but there are plans to further increase the quality of the risk based decision making and to embed the risk analysis below senior manager level.

The governance structure and documented controls are assessed to be compliant with the requirements of Solvency II. The Company successfully met the requirements of SIMR during 2016.

The responsibilities of the control functions are well established within the business and were formalised in preparation for Solvency II. In preparation for SIMR, the responsibilities have been documented on a more granular basis. This will provide a structured and objective basis on which to evidence and evaluate the effectiveness and discharge of functional responsibilities, and will provide the basis for a more analytical approach to this aspect of future System of Governance effectiveness reviews.

B.2. Fit and proper requirements

(a) Description of the requirements concerning skills, knowledge and expertise applicable to the persons who effectively run the Company or have other key functions

The key functions are governed by the Individual Accountability Policy which includes the policy for 'fit and proper'. The fit and proper test is a test to assess an individual's suitability to perform a specific function. It will vary depending upon the

function performed and will include consideration of personal characteristics, level of competence, qualifications and training. In particular the test will consider:

- Honesty;
- Integrity;
- Reputation;
- Competence;
- Capability; and
- Financial soundness.

(b) Description of the process for assessing the fitness and the propriety of the persons who effectively run the Company or have other key functions

The Company is required to implement a range of checks that enable an informed decision to be made about the suitability of an individual for engagement or retention.

The Group has risk assessed all roles as requiring either Standard Vetting or Enhanced Vetting (EV), and has designated a series of vetting checks that enables HSBC to minimise the risk of unsuitable individuals being engaged by the Group in either population. Standard roles will be subject to vetting checks only at point of entry to the Group. EV roles will be subject to checks for both internal and external applicants prior to engagement and repeated every three years whilst the person remains in such a role.

Businesses and Functions must annually review the Enhanced Vetting Role (EVR) definition to ensure that the roles subject to EV continue to properly align with where the risk is perceived to be, and confirm that this review has been undertaken.

Certain roles may require the jobholder to be approved by regulators prior to the person starting in the role. These roles are clearly identified and procedures introduced and maintained so that the vetting team knows to undertake appropriate checks and regulatory approval is obtained prior to the person starting in the role.

Hiring managers undertake appropriate due diligence on internal candidates using performance management information, rating history, and through review of development plan information.

Performance Management includes, inter alia, objective setting, evidence based assessment against objectives, general performance in role and of values-aligned behaviours.

B.3. Risk management system including the own risk and solvency assessment

B.3.1 Risk management system

(a) Description of the risk management system

The Company has an Enterprise Risk Management Framework (ERMF) which governs the overall management of risk that the Company takes and holds to achieve its strategic aims. It spans multiple risk types and focuses on optimising the balance and interaction of the different types of risks and between risk and return. ERMF provides an effective and efficient approach to govern and oversee the organisation and monitor and mitigate risks to the delivery of the strategy.

ERMF promotes increased risk awareness throughout the organisation and facilitates better operational and strategic decision-making, promoting a strong risk culture and ensuring that how the Company operates is consistent with the nature and level of risk that stakeholders are willing to take.

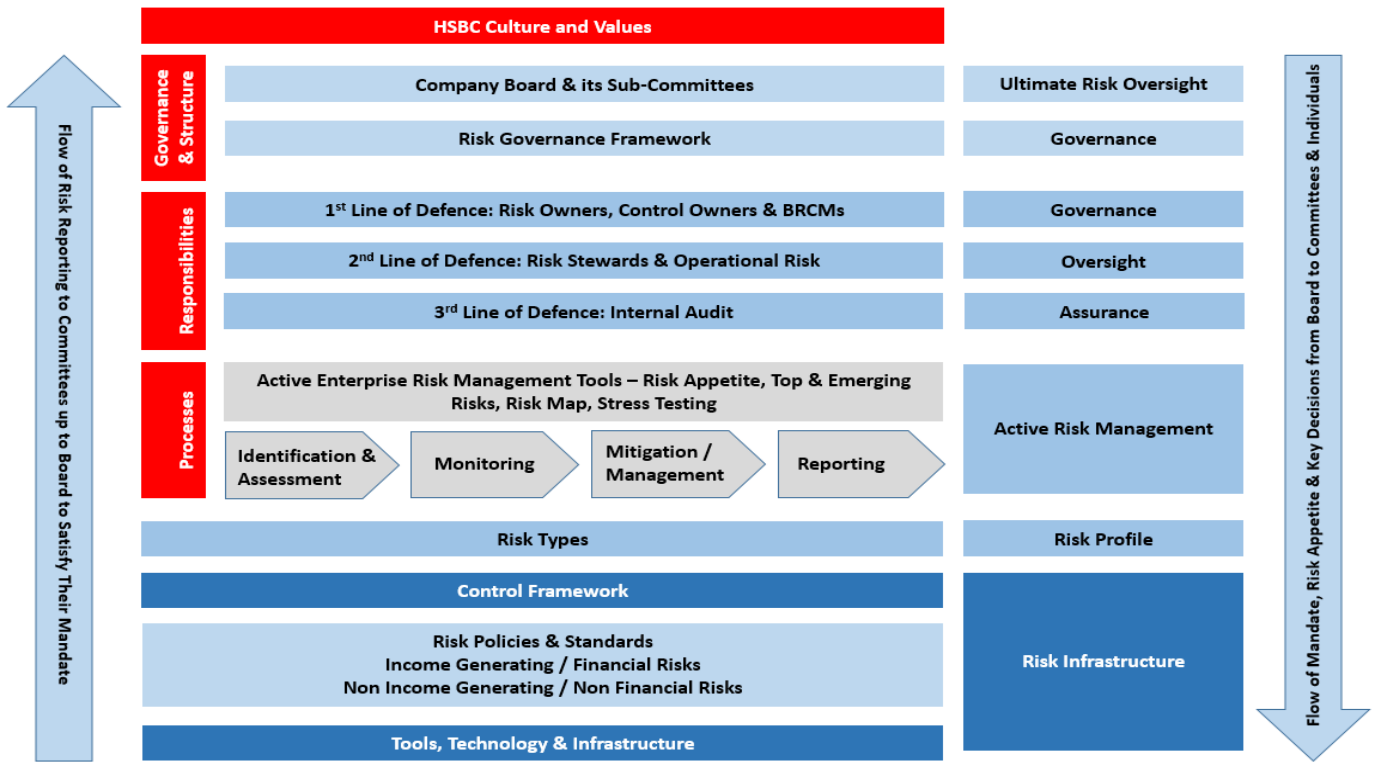
The Company's risk culture and values provide the principles that underpin the ERMF framework. The Board set the Company's strategy, risk appetite, plans and performance targets – in doing this the Board has an essential role in providing the 'tone from the top' to embed the risk culture within the organisation.

Day-to-day responsibility for risk management is cascaded through the delegation of individual accountability, with reporting and escalation facilitated through the Risk Governance structures. Policies, procedures and limits are defined to ensure activities remain within an understood and appropriate level of risk.

Identification, measurement monitoring and reporting of risks is essential to inform day-to-day and strategic decision making. This is supported by an effective system of controls to ensure compliance.

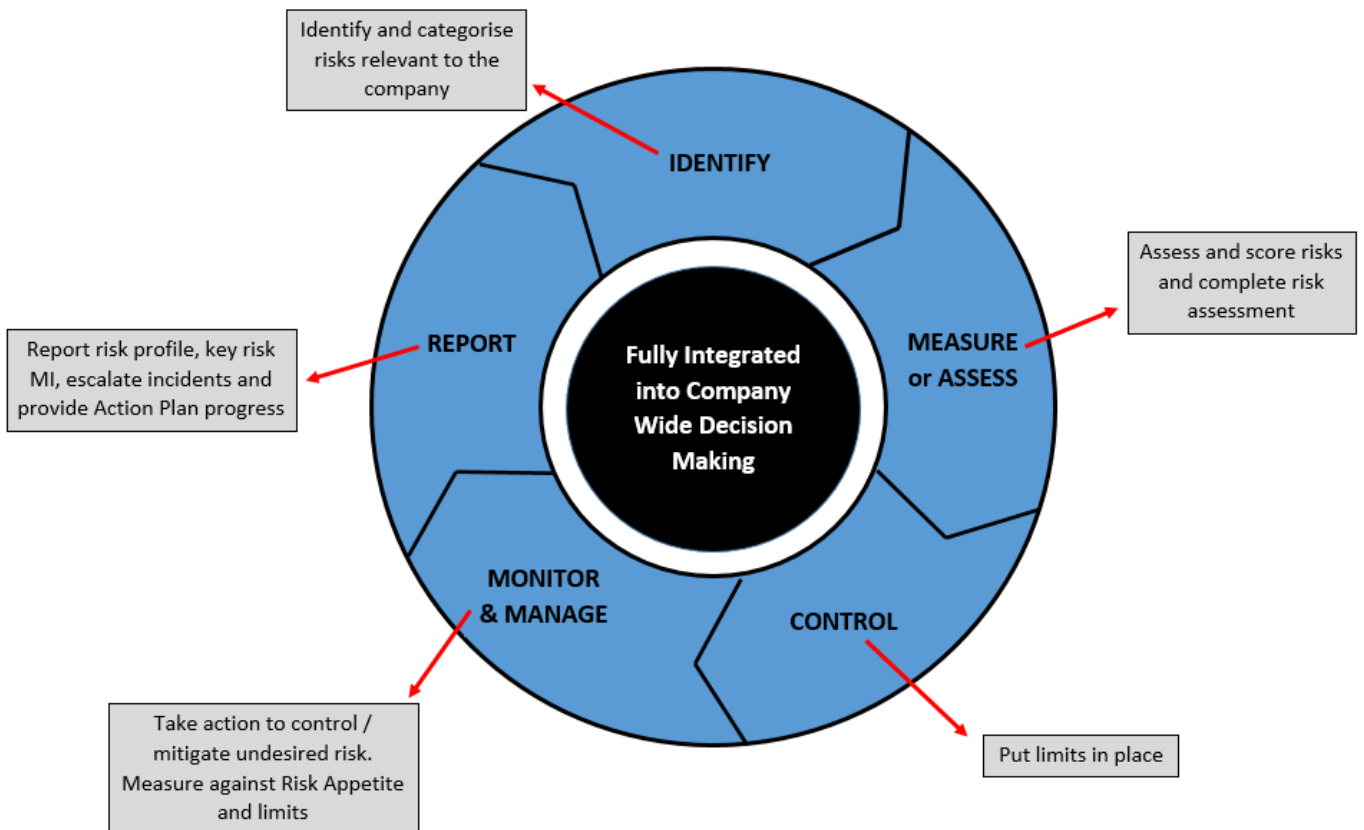
All employees have a role to play in risk management. Fundamental to the ERMF framework is the implementation and operation of the three lines of defence model that takes into account the Company's business and functional structures. The model delineates management accountabilities and responsibilities over risk management and the control environment thereby creating a robust control environment to manage inherent and emerging risks.

The diagram below illustrates the risk management framework:



Risk Appetite is the Board's articulation of accepted and tolerated levels of risk and return on an enterprise wide perspective. Risk Appetite provides the anchor between the Strategy, Risk and Finance, enabling senior management to optimally allocate capital to finance strategic growth within tolerated risk levels. It provides a view on a medium to long term horizon.

Risk Appetite contributes significantly to a strong and integrated risk management framework and risk culture, helping direct and support sustainable growth against the backdrop of a heightened risk environment. Risk Appetite is also used in active risk management, alongside other enterprise risk management.



Identify and Assess	<ul style="list-style-type: none"> • Risk identification and assessment is paramount for the effective monitoring and management of risk, to ensure appropriate capital levels and return for risk exposure. Wherever possible risks should be assessed quantitatively. • At operational level, risk assessment may be made on portfolio or business line basis; however, at the top level management adopt a holistic approach in assessing and managing the risk profile of the Company. • Risk and Control Assessments and scenario analysis are used across the HBEU to identify and provide a forward looking assessment of risk. • Enterprise wide mechanisms include assessing the emergence of risks through Top & Emerging Risks Report, identifying trends through Risk Appetite Profile reporting, and identifying risks through Stress Testing.
Control and Monitor	<ul style="list-style-type: none"> • Effective monitoring allows business areas to provide senior management with timely information on the risks facing the Company, and on the effectiveness of risk management processes. • It enables proactive identification of issues before they materialise and can provide a forward-looking view of risk. • Mechanisms include assessing the continuing effectiveness of controls in place, setting and monitoring of key indicators, reviewing performance against Risk Appetite Statement through the Risk Appetite Profile and assessing the Risk Map.
Mitigate/Manage	<ul style="list-style-type: none"> • Mitigation / management of risks allows timely resolution of issues and minimising of losses and other impacts. • Responses (mitigate, accept, transfer or avoid) are determined to ensure the Company remains within the appetite and tolerance thresholds agreed with the Board. • There is assignment and tracking of response actions. • Risk can only be 'risk accepted' by the risk owner, and should be formally documented. • Progress of mitigation / management is observed through the Enterprise Risk Reports, e.g. commentary on the Risk Appetite profile and Risk Map.
Reporting	<ul style="list-style-type: none"> • Reporting of current risk profile to risk committees through Enterprise Risk Reports and condensed portfolio management reports to cover key activities and risk exposures such as Credit & Market Risks, Regulatory Compliance, Financial Compliance, and Operational Risks. • Reports must align to HBEU's committee structure to enable them to exercise their mandates. Reports must be fact-based (informed by risk data) and include 'opinions' / 'insights' to allow informed decision making. • Risk data aggregation and reporting should be in line with internal and external principles.
Risk Foundations	<p>The processes, activities and structures required to enable management to create, maintain and embed a framework to Identify and Assess, Monitor; Manage/Mitigate and Report the risks we are, or might be, exposed to.</p> <p>This includes internal and regulatory requirements, the Group's Strategy, Company culture and organisation, systems, data and technology.</p>

(b) Description of how the risk management system, including the risk management function, are implemented and integrated into the organisational structure and decision-making processes

Please refer to section B.1(a) above.

B.3.2 Own Risk Solvency Assessment (ORSA)

(a) ORSA process

The ORSA process comprises the following components:

- Identification and assessment of risks (including those that are not considered for regulatory capital purposes) both now and emerging.
- Assessment of data quality
- Assessment of current solvency needs by quantifying the risks and assessing the financial resources available to meet the capital require.
- Comparison of risk profile to risk appetite, with an explanation of any deviations and actions planned.
- Assessment of any deviation in risk profile from the assumptions underlying the capital requirement.
- Assessment of future solvency needs through production of a projected balance sheet allowing for new business and planned dividends, and an assessment of this against risk appetite.
- Stress and scenario analysis

- Reconciliation of the Own Economic Capital Balance sheet with the Standard Formula and any other bases used by the Company, including an assessment of the appropriateness of Standard Formula and of the Internal model for the relevant components.
- Validation by both the first line and second line
- Confirmation of continuous compliance with the regulatory requirements for the Technical Provisions and Capital.
- The results of the ORSA should inform the business strategy and be taken into account on an on-going basis in the strategic decisions of the Company. In particular it should be taken into account in medium term capital management, business planning and product development and design.
- The ORSA should be challenged and signed off by the Board.
- The ORSA process will be subject to a regular independent review in line with regulatory requirements.

(b) ORSA reviewed and approval by administrative, management or supervisory body

A risk and solvency assessment is performed on a regular basis, no less than annually, and without delay following any change in the risk profile and subsequently approved by the Board of Directors.

(c) Own solvency needs and capital and risk management interaction

The capital requirement is determined by the Standard Formula. The Company has assessed that it should hold additional solvency capital beyond the Standard Formula SCR in relation to operational risk because of HBEU's profile. The Standard Formula is assessed for appropriateness against the risk profile on an annual basis. The operational risk add-on is calculated using a scenario based model which is integrated with the risk management system. Risks are identified, quantified and managed through a Risk Control Assessment process, and for each of the top risks a typical and extreme loss scenario is derived. These scenarios feed into the overall capital required.

The Company holds a capital buffer according to its Capital Policy. This takes into account Risk Appetite, scenario analysis, historic volatility and market practice. The Capital Policy links directly with the Risk Appetite Statement and is monitored via the Risk MI. The Risk Appetite Statement also specifies an appetite for the capital held against each risk type. The capital held for each risk is shown in the table in C1.1.b below.

B.4. Internal control system

(a) Internal control system

The Company maintains an acceptable level of internal control commensurate with the scale and nature of its operations. A proper internal control environment is of fundamental importance and is a process effected by all levels of staff, all of the time. The business must operate, and must be seen to be operating, in an orderly and efficient manner with proper controls in place to safeguard assets, operations and records in order to manage operational risk within appetite and to preserve the integrity of financial reporting.

Internal controls are subject to regular monitoring and include the following:

- personnel – clear and concise operational procedures available to all personnel to ensure that they can understand and carry out their responsibilities effectively and communicate any problems in respect of non-compliance;
- organisational structure - responsibilities and reporting lines are clearly defined and allocated;
- effective communication lines internally that escalate information quickly to the appropriate level;
- segregation of duties and potential conflicts of interest - key duties are segregated; areas of potential conflict are identified and mitigated appropriately;
- authorisation and approval - all transactions require authorisation and approval by an appropriate responsible person;
- an established financial control environment includes routine controls such as reconciliations, audit trails, spot checks and physical control with appropriate supervision by management;
- financial reporting is prepared in accordance with Group standards; risk assessments cover all risks facing the entity and are reported regularly;
- reliable information systems are in place to report all significant activities supported by adequate security and contingency arrangements; and
- business resumption and contingency plans are periodically tested to avoid disruption to business and potential losses.

(b) Compliance function

The Head of Regulatory Compliance has specific responsibilities which includes:

- Ensuring that the firm has complied with the laws, regulations, conduct standards and administrative provisions adopted;

- Establish, implement and maintain adequate policies and procedures designed to detect any risk of failure by the firm to comply with its obligations under the regulatory system, as well as associated risks, and put in place adequate measures and procedures designed to minimise such risks and to enable the appropriate regulator to exercise its powers effectively under the regulatory system and to enable any other competent authority to exercise its powers effectively;
- To monitor and, on a regular basis, to assess the adequacy and effectiveness of the measures and procedures put in place in accordance with regulatory requirements, and the actions taken to address any deficiencies in the firm's compliance with its obligations;
- To advise and assist the relevant persons responsible for carrying out regulated activities to comply with the firm's obligations under the regulatory system;
- The production and integrity of the firm's regulatory reporting; and
- The obligation to satisfy itself that every person who performs a key function is a fit and proper person.

Other responsibilities are shared with the other members of the senior management team:

- The induction, training and professional development of all of the firm's key function holders; and
- Embedding the firm's culture and standards in relation to the carrying on of its business, and the behaviour of staff, in the day-to-day management of the firm.

The Head of Regulatory Compliance has responsibilities which include:

- Ensuring that the firm has complied with the laws, regulations, conduct standards and administrative provisions adopted;
- In his role as Risk Steward, to establish, implement and maintain adequate policies and procedures designed to detect any risk of failure by the firm to comply with its obligations under the regulatory system, as well as associated risks, and put in place adequate measures and procedures designed to minimise such risks and to enable the appropriate regulator to exercise its powers effectively under the regulatory system and to enable any other competent authority to exercise its powers effectively;
- To monitor and, on a regular basis, to assess the adequacy and effectiveness of the measures and procedures put in place in accordance with SYSC 6.1.2 R, and the actions taken to address any deficiencies in the firm's compliance with its obligations;
- To advise and assist the relevant persons responsible for carrying out regulated activities to comply with the firm's obligations under the regulatory system;
- The production and integrity of the firm's regulatory reporting; and
- The obligation to satisfy itself that every person who performs a key function is a fit and proper person.

B.5. Internal audit function

(a) Internal audit function implementation

It is the policy of the HSBC Group that business units and support functions are audited by Global Internal Audit using a risk based approach.

The Company is an Audit Entity within the internal audit universe. This ensures that the risks relevant to the business are assessed holistically and on an end to end basis. The in-scope processes, key applications and products are described within the Audit Entity Risk Profile for the Company.

The Insurance and Pensions Audit Team (Insurance audit) is a specialist team within Internal Audit (IA) which has primary responsibility for determining the annual audit plan and for auditing the UK insurance business. In doing so, it engages with the European Regional Audit team and other specialist audit teams to inform and, where necessary support, the audits for the Company.

Other specialist or functional audit teams may also conduct audits covering the Company exclusively, or as part of wider audits.

Insurance audit follows the IA methodology. However the methodology has been supplemented in the areas of Audit Universe and Risk Assessment to ensure that it meets the Company's specific requirements. This is then reflected in a population of potential audits specific to the Company.

(b) Independence and objectivity

IA role as the third line of defence is independent of the first and second lines of defence. In cases where IA performs similar testing or monitoring activities to those undertaken by the first or second lines of defence, these are undertaken as part of

IA's independent assurance role and are not to be relied upon by management as a substitute for, or supplement to, first or second line of defence activities.

The independence of IA from day-to-day line management responsibility is fundamental to its ability to deliver objective coverage of all parts of the Group. IA must have an impartial, unbiased attitude and avoid any conflict of interest.

All IA teams report to the Group Head of Internal Audit either directly or via the Audit Head of a particular Business Line, Business Function, Region or Country and also to their respective Audit and Risk Committees. IA are standing attendees of the Company's RAC meetings.

IA is not responsible for the management of risk or the implementation of an effective control framework to mitigate risk to levels deemed to be acceptable to the Group. These areas are the responsibility of the Board and management. Consequently, IA personnel have no line responsibilities.

Staff seconded to IA for particular assignments are required to adopt the same standards and procedures as regards independence as permanent staff and are under the direction of IA management for the duration of their work.

B.6. Actuarial function

The Chief Actuary is responsible for the 1st line calibration of the actuarial elements of all material Model Applications, explicitly including, but not limited to, the Technical Provisions that are held on the Company's Balance Sheet. The Chief Actuary also has 2nd line oversight duties in relation to key risk management and risk mitigation that impact the model calibration, notably (but not limited to) data accuracy, claims management, underwriting and reinsurance agreements.

The Chief Actuary currently has a reporting line to the CRO with a separate independent Company reporting line direct to the Board. The reporting line to the CRO will change in 2017.

B.7. Outsourcing

Outsourcing standards applied by the Company set out a structured approach to the establishment and management of arrangements with service providers. They have been established to ensure the risk from outsourcing does not impair the Company's financial performance or the soundness of the activities and quality of services to customers. Third parties are required to meet HSBC Group standards. These include, but are not limited to, the following areas:

- Secure handling of HSBC and customer information;
- Standards of customer care;
- Continuity of service; and
- Compliance with all applicable laws and regulations.

Key elements of the Company's activities are outsourced to external service providers, either to third parties or to other areas of the HSBC Group through Intra Group Service Agreements (IGSAs). Contractual agreements with third parties are supported by service level agreements while those with other areas of the HSBC Group are documented in internal performance level agreements.

Service provider performance is monitored on an on-going basis, and a comprehensive dashboard comprising key metrics for each service provider is reviewed quarterly by the UK Insurance Executive Committee (ExCo).

The Company has the following significant outsourcing arrangements:

Service provider	Description of service outsourced
Internal (HSBC Group)	
1. HSBC Bank plc	The Company's products are marketed and sold primarily by HSBC Bank plc through its sales channels. The Company outsources management services to HSBC Bank plc which include product management, customer services (policy underwriting, administration and claims processing), risk management, actuarial, finance, human resources, property services, IT, investment accounting and unit pricing services.
2. Other HSBC Group Companies	Other Group companies provide asset management services to the Company.
External (Third party)	
1. Onshore investment bond (OIB) administration service provider	The Company outsources the administration of the OIB product to an external service provider. The OIB is sold on two external IFA platforms which provide custodian and pricing services to the Company.
2. HSBC Life Income Protection and Group Income Protection administration service provider	The Company outsources claims adjudication, administration and complaint handling for HSBC Life Income Protection and Group Income Protection products to a specialist provider of reinsurance of this type of product. The products are largely reinsured by the same provider.

B.8. Any other information

There is no other material information regarding the system of governance that has not already been disclosed in sections B.1 – B.8 above.

C. Risk profile

The following required sections are addressed in sections C1.1-5 below:

- C.1. Underwriting risk;
- C.2. Market risk;
- C.3. Credit risk;
- C.4. Liquidity risk;
- C.5. Operational risk;
- C.6. Other material risks.

C.1.1 Risk exposure

(a) Risk assessment

The Company has categorised risks into high level risk classes to facilitate effective management and to introduce consistency into the risk management process. The risks to which the Company is exposed are set out in section (b) below. Risks are assessed quantitatively where possible and for most this is done by stressing the risks using the EIOPA defined Standard Formula parameters to determine the impact of an extreme event for each risk. This is complimented by other stress testing and management defined scenario analyses. The quantitative assessments are performed on a regular basis and monitored against the Board approved Risk Appetite and Tolerance thresholds. In addition to quantitative assessments, qualitative assessments are performed. A full qualitative assessment of all risk categories takes place annually and this is supported by regular assessments of emerging or increasing risks at the monthly RMM.

(b) Material risk exposures

The table below sets out the different risks the Company is exposed to along with either the quantitative (standard formula basis) or high level qualitative assessment for each:

Risk class	Scope	High level Assessment
Insurance Underwriting - Claims	The risk due to uncertainties in the occurrence, amount and timing of claim payments. This includes mortality, morbidity and catastrophe risks. The Company has no exposure to longevity risk.	£42million
Insurance Underwriting - Lapses	The risk due to uncertainties in the occurrence, amount and timing of lapses.	£81million
Insurance Underwriting - Expenses	The risk due to uncertainties in the occurrence, amount and timing of expenses.	£17million
Market	The risk of adverse movements in interest rates, market prices, currencies or inappropriate investment practices, causing losses to the Company.	£15million
Credit	The risk that a counterparty of the Company will be unable or unwilling to meet a commitment that it has entered into with the Company.	£2million
Liquidity	The risk that the Company, although solvent, either does not have sufficient financial resources to enable it to meet its obligations as they fall due, or can secure them only at excessive cost.	The Company holds sufficient liquid funds such that no capital is required.
Operational	The risk of loss resulting from inadequate or failed internal processes, people and systems or from external events, including legal risk.	£8million
Strategic	The risk that the business will fail to identify and react appropriately to opportunities and/or threats arising from changes in the market.	This is assessed through scenario analysis and the conclusion is that there are no solvency issues, however poor strategic execution could lead to lower profits

Model	The risk that the design or operation of any material Model Application causes outputs to occur which will mislead the management of the Company and cause inappropriate decision making or inadequate capital to be held.	This is included with Operational Risk
New Business	This risk may arise from an insufficient volume of sales in order to cover acquisition costs or from selling more policies than expected leading to a strain on capital resources.	No capital held, but forward looking assessment of this risk indicates no solvency issues, albeit low sales will lead to lower profits. Low new business volumes leads to increased expense risk.
Pension Scheme	The risk that HSBC Bank has insufficient capital to meet pension commitments to staff who have previously worked in Insurance and the Pensions Regulator looks to the Insurance Company to contribute to the shortfall.	The Bank holds capital against this risk which the Company validates annually.
Group	The risk borne by the Company from its responsibilities to and relationship with other members of the Group, including the activities of other Group members.	This is in part included within Operational Risk.

(c) Investments in accordance with the 'prudent person principle'

For the assets backing the Technical Provisions and Own Funds, the Company's Investment Strategy is to maximise return subject to adhering to the Company's Risk Appetite and the Prudent Person Principle. The key elements of the Investment Strategy are to:

- Ensure sufficient levels of liquid assets are held to meet all claims and expenses arising as part of normal business activity both as they fall due and in a stressed scenario;
- Manage interest rate risk and liquidity risk over the long term, primarily through matching net non-linked liabilities on a realistic basis (where positive) with assets of similar duration, yield and currency as far as possible;
- Cover the (non-negative) technical provisions, SCR and risk margin with sterling denominated assets of appropriate quality, liquidity and volatility;
- Limit investment credit risk by investing within the credit rating limits in the Company's latest approved Investment Credit Risk Mandate (2016 limit: minimum "A" S&P rating or equivalent) and by limiting exposure to individual counterparties;
- Review residual mismatched interest or credit risk exposure to recommend any further hedging strategies, where these may be considered effective risk mitigants, in line with the financial risk mitigation techniques policy;
- Invest only in instruments and funds which are within our approved Market Risk Mandate where we are able to identify, assess and monitor the inherent risks of that investment; and
- Subject to the above, choose assets to maximise yields, where possible.

The application of the Investment Strategy and Policy results in investment in liquid high quality assets.

C.1.2. Material risk concentrations

There is a catastrophe concentration risk due to the large number of employees at the head office with staff insurance benefits. Capital for this is calculated based on the Standard Formula concentration scenario and the capital is held within the insurance underwriting risk capital component.

There is a large exposure to a single large reinsurer via the Employee Benefits Scheme. This exposure is included within the credit risk capital component. Scenario analysis on the default of this reinsurer has been performed to understand the risk and there is a recovery plan should this event materialise.

C.1.3. Risk mitigation techniques

The key risk mitigating technique is reinsurance, exchanging mortality and morbidity risks for counterparty risk. The Reinsurance Policy sets the limits and appetite for reinsurance. Reinsurance management information is monitored on a monthly basis and reinsurance is monitored in the Risk Appetite Statement on a quarterly basis. The Reinsurance Strategy analyses the effectiveness of the usage of reinsurance and sets the optimum strategy for the Company.

C.1.4. Expected profit included in future premiums (EPIFP)

The total amount of the expected profit included in future premiums is £37m as at Q4 2016 (2015: £82m).

The Company estimates the EPIFP by applying the following assumptions:

- Unit-linked life business: No profit is attributable to future premiums; and
- Non-linked regular premium business: All future profits are attributable to future premiums.

C.1.5. Stress testing and sensitivity analysis

A suite of testing is carried out which includes:

- Single risk stress tests;
- Multi-risk scenarios;
- Projected multi-risk scenarios;
- Projected strategic risk scenarios;
- Business failure testing;
- Liquidity testing.

The scenarios are defined by management workshops with representatives from around the business. In addition Board members provide steer on multi-risk and strategic risk scenarios.

The table below shows the impact of a moderate shock for each of the key risks:

	Impacts			Impact on Solvency Margin %
	Own Funds £million	Net Capital Required £million	Free Assets £million	
September 2016 actuals	247	80	167	308%
Insurance underwriting risk shocks				
Death and disability claims increase by 25% in all future periods	(44)	12	(55)	(87%)
A pandemic results in the death of 25 out of every 100,000 people over a short period	(2)	(0)	(1)	(1%)
Lapses reduce by 25% in all future periods	4	12	(8)	(36%)
Future expenses are 10% higher than expected	(7)	1	(8)	(13%)
Inflation is 100 basis points higher in all future periods	(7)	3	(10)	(18%)
Market risk shocks				
30% immediate fall in equity & property markets	(6)	(2)	(4)	0%
Interest rates are 100 basis points lower in all future periods	(6)	4	(10)	(21%)

The Company's solvency remains secure under each of these stresses and none breach the risk appetite threshold. However, following this analysis in September 2016, the Company paid a further dividend reducing the solvency margin which means that the death and disability shock would breach the risk appetite threshold. Note that the death and disability claims shock does not allow for management to take action and review premiums on reviewable contracts. This action, if taken, would reduce the impact of the shock and bring solvency back within appetite. Taking into account the management action, the Company's solvency remains secure under each of these stresses as at 31 December 2016.

A summary of the multi-risk scenario analyses performed is that although some of the scenarios analysed have severe impacts, the Company is well capitalised and this is projected to remain the case over the business planning horizon, therefore the scenarios do not cause any solvency concerns. Further, a scenario that would cause the failure of the Company would need to be so extreme that it would be very remote. The main reasons for the robustness of the solvency position is the fact that the Company is well capitalised and mortality and morbidity risks are heavily reinsured with the selected reinsurers having very strong credit ratings. In addition, active risk monitoring should allow management to take action to address emerging risks and limit their impact (e.g. implementation of the Liquidity Contingency Plan).

C.7. Any other information

There is no other material information regarding risk profile has not already been disclosed above.

D. Valuation for solvency purposes

Below is the solvency and financial statement balance sheets as at 31 December 2016 which illustrates the differences between the two bases due to reclassification and valuation adjustments:

Balance sheet	Valuation reference	Solvency £'000	Financial statements £'000	Difference £'000	Reclassification adjustments £'000	Valuation adjustments £'000	Note
Assets							
Deferred acquisition costs		-	923	(923)	-	(923)	
Investments (other than assets held for index-linked and unit-linked funds)	D.1.1.	227,037	1,088,908	(861,871)	(861,871)	-	
- Equities		-	136,382	(136,382)	(136,382)	-	
- Government Bonds		33,636	33,101	535	535	-	
- Corporate Bonds		30,160	29,668	492	492	-	
- Investment funds		113,237	889,610	(776,373)	(776,373)	-	
- Derivatives		-	147	(147)	(147)	-	
- Deposits other than cash equivalents		50,004	-	50,004	50,004	-	
- Other investments		-	-	-	-	-	
Assets held for index-linked & unit-linked funds	D.1.1.	934,849	-	934,849	934,849	-	
Loans & mortgages to individuals		177	177	-	-	-	
Reinsurance recoverables from:							
Life and health similar to life, excluding index-linked and unit-linked	D.1.2, D.2	54,748	93,792	(39,044)	-	(39,044)	
- Health similar to life	D.1.2, D.2	30,555	-	30,555	-	30,555	1
- Life excluding health and index-linked and unit-linked	D.1.2, D.2	24,193	93,792	(69,599)	-	(69,599)	1
Life index-linked and unit-linked	D.1.2, D.2	(12,353)	153,275	(165,628)	-	(165,628)	1
Insurance & intermediaries receivables	D.1.3	614	614	-	-	-	
Reinsurance receivables	D.1.3	18,791	18,791	-	-	-	
Receivables (trade, not insurance)	D.1.3	833	1,928	(1,095)	(1,095)	-	
Cash and cash equivalents	D.1.4	19,268	91,151	(71,883)	(71,883)	-	
Any other assets, not elsewhere shown		970	970	-	-	-	
Total assets		1,244,934	1,450,529	(205,595)	-	(205,595)	
Liabilities							
Technical provisions - life (excluding index-linked and unit-linked)		60,384	163,586	(103,202)	-	(103,202)	
Technical provisions - health (similar to life)		12,503	-	12,503	-	12,503	
- TP calculated as a whole		-	-	-	-	-	1
- Best Estimate	D.2	(10,557)	-	(10,557)	-	(10,557)	1
- Risk margin	D.2	23,060	-	23,060	-	23,060	2
Technical provisions - life (excluding health and index-linked & unit-linked)		47,881	163,586	(115,705)	-	(115,705)	
- TP calculated as a whole		-	163,586	(163,586)	-	(163,586)	1
- Best Estimate	D.2	28,432	-	28,432	-	28,432	1
- Risk margin	D.2	19,449	-	19,449	-	19,449	2
Technical provisions - index-linked & unit-linked		905,340	1,104,304	(198,964)	-	(198,964)	
- TP calculated as a whole		-	1,104,304	(1,104,304)	-	(1,104,304)	1
- Best Estimate	D.2	894,802	-	894,802	-	894,802	1
- Risk margin	D.2	10,538	-	10,538	-	10,538	2
Provisions other than technical provisions		88	88	-	-	-	
Deferred tax liabilities	D.3.1	19,416	877	18,539	-	18,539	3
Derivatives		-	-	-	-	-	
Debts owed to credit institutions		-	-	-	-	-	
Insurance & intermediaries payables	D.3.2	21,210	21,210	-	-	-	
Reinsurance payables	D.3.2	8,274	8,274	-	-	-	
Payables (trade, not insurance)	D.3.2	29,311	29,311	-	-	-	
Any other liabilities, not elsewhere shown		309	1,310	(1,001)	-	(1,001)	
Total liabilities		1,044,332	1,328,960	(284,628)	-	(284,628)	
Excess of assets over liabilities		200,602	121,569	79,033	-	79,033	

Note	Reference
1	Refer D.1.(b)1. Material differences between the solvency and IFRS balance sheets, Material solvency accounting basis adjustments: Best estimate liabilities.
2	Refer D.1.(b)2. Material differences between the solvency and IFRS balance sheets, Material solvency accounting basis adjustments: Risk margin.
3	Refer D.1.(b)3. Material differences between the solvency and IFRS balance sheets, Material solvency accounting basis adjustments: Deferred tax.

D.1. Assets

(a) Material classes of assets

D.1.1 Investments

Investments include the following financial asset classes:

1.1.1 Investments other than assets held for index-linked and unit-linked funds which include the following asset categories:

- government bonds;
- corporate bonds;
- investment funds; and
- deposits other than cash equivalents.

1.1.2 Assets held for index-linked and unit-linked funds which include the following asset categories (grouped together and shown as a single balance on the solvency balance sheet):

- equities;
- investment funds;
- derivatives; and
- cash and cash equivalents.

All investment assets are valued on a fair value basis for solvency purposes, in line with the Company's IFRS accounting policies in the financial statements. Under these accounting policies, all the investments assets are designated at fair value through profit and loss.

Fair values of investments other than assets held for index-linked and unit-linked funds are based on quoted market prices for identical instruments in active markets for equities, government bonds, corporate bonds and investment funds while the fair values of deposits other than cash are equal to the notional amounts invested.

Fair values of investment assets held for index-linked and unit-linked funds are based on quoted market prices for identical instruments in active markets for equities, investment funds and derivatives. Refer to Note 15. Financial assets at fair value through profit or loss, page 33-35, in the Company's financial statements for the year ended on 31 December 2016 for further detail on the IFRS valuation of financial assets.

Deposits other than cash equivalents comprise short term deposits, other than transferable deposits, that have a remaining maturity of less than one year and cannot be used directly to make payments at any time. Exchanging these deposits for cash or transferable deposits is not subject to significant penalties or restrictions.

As these assets are reported on a fair value basis in the IFRS financial statements, there are no adjustments required for solvency purposes. The solvency valuation for interest bearing investments will include accrued interest as at 31 December 2016.

There have been no changes to the recognition or valuation bases for investments during the current year.

D.1.2. Reinsurance recoverables

Reinsurance recoverables are technical provisions and the valuation information is included in section D.2 Technical provisions below.

D.1.3. Receivables

Receivables include the following asset classes:

- a) insurance & intermediaries receivables;
- b) reinsurance receivables; and
- c) receivables (trade, not insurance).

The receivable balances consist mainly of balances due from reinsurers.

Receivables, on the solvency balance sheet, are financial assets in terms of IFRS. These receivables are classified as loans and receivables which are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market other than those that the Company, upon initial recognition, designates as at fair value through profit or loss.

In the Company's IFRS financial statements financial assets are initially measured at fair value plus transaction costs that are directly attributable to their acquisition and after initial recognition at amortised cost less impairment losses.

In order to estimate the fair value of these receivables, they have been assessed for counterparty default risk. The counterparty default risk assessment did not produce any material adverse results and thus no adjustments were required to the receivables. For solvency valuation purposes, based on the fair value assessment, the receivable balances, including any adjustments where appropriate, are deemed to be at fair value.

There has been no changes to the recognition or valuation bases for receivables during the current year.

D.1.4. Cash and cash equivalents

Cash and cash equivalents include highly liquid, transferable deposits that are readily exchangeable for currency on demand at par and which are directly usable for making payments, without penalty or restriction.

Cash and cash equivalents are financial assets and thus are designated at fair value through profit or loss in the IFRS financial statements. Short-term bank deposits have been reclassified from cash equivalents under IFRS to 'Deposits other than cash equivalents' for solvency purposes on the basis that it cannot directly be used to make payments until it reaches its maturity date and is subject to restrictions. The solvency valuations include accrued interest receivable as at 30 June 2016, where applicable. The cash balances have been grossed up for bank overdrafts which have been included under 'debt owed to credit institutions'.

There has been no changes to the recognition or valuation bases for cash and cash equivalents during the current year.

Refer to Note 2. Summary of significant accounting policies, page 14-20, in the Company's financial statements, for the year ended 31 December 2016, for the significant accounting policies.

(b) Material differences between the solvency and IFRS balance sheets

Reclassifications of assets held for index-linked and unit-linked funds:

For solvency purposes the assets held for index-linked and unit-linked funds are reclassified, which has no net asset impact on the balance sheet. All assets and unit-linked derivative liabilities that are held by unit linked and index linked contracts are grouped together in one line on the solvency balance sheet. These unit-linked and index-linked assets and derivative liabilities are reclassified from their respective financial asset categories under IFRS to 'assets held for index-linked and unit-linked funds' on the solvency balance sheet.

Material solvency accounting basis adjustments:

(b) 1. Best estimate liabilities (BEL)

The unit-linked and non-linked IFRS technical provisions, included in the IFRS statutory accounts, are reversed as they will be replaced by the best estimate liabilities on a solvency basis. The technical provisions include both the gross liabilities and reinsurance recoverables. The best estimate liabilities are the technical provisions on a solvency basis (refer to section D.2 below).

(b) 2. Risk margin

The risk margin is included on a solvency basis and is calculated as part of the technical provisions valuation (refer to section D.2 below).

(b) 3. Deferred tax

The corporation tax reporting basis is the IFRS statutory accounts. Any adjustments made to the IFRS balance sheet for solvency reporting should be considered for related deferred tax adjustments. The adjustments above represent valuation changes between the tax basis (IFRS) and solvency basis which will impact the Company's profit or loss account and result in temporary differences. Deferred tax is calculated at the prevailing tax rate on these temporary differences.

D.2. Technical provisions

(a) Value of technical provisions and main assumptions

The table below gives the technical provisions for each material line of business:

2016	Best Estimate Liability (BEL)			Risk Margin	Total
	Gross £'000	Reinsurance £'000	Net £'000		
Health similar to life	(10,557)	(30,555)	(41,112)	23,060	(18,052)
Life excluding health and index-linked and unit-linked	28,432	(24,193)	4,239	19,449	23,688
Life index-linked and unit-linked	894,802	12,353	907,155	10,538	917,693
	912,677	(42,395)	870,282	53,047	923,329

2015 (unaudited)	Best Estimate Liability (BEL)			Risk Margin	Total
	Gross £'000	Reinsurance £'000	Net £'000		
Health similar to life	(71,045)	512	(70,533)	12,283	(58,250)
Life excluding health and index-linked and unit-linked	7,549	(19,671)	(12,122)	41,078	28,956
Life index-linked and unit-linked	790,148	9,125	799,273	6,599	805,872
	726,652	(10,034)	716,618	59,960	776,578

Commentary on material variances

The movement in the Best Estimate Liability on non-linked business is due to changes in provisions for reviewable business, the changes in the economic assumptions, the new business written in the year and the maturing of the portfolio. The reduction in Unit Linked Life during 2016 was mainly due to the surrenders and maturities during the period.

Risk margin methodology has changed the run-off of the lapse SCR from using BEL as the risk driver to a projection of lapse risk capital. The reduction is slightly offset by the fall in the discount rate and the changing run-off profile of the SCR as the policies age to a net decrease of £6.9million from 2015.

- Methodology

The methodology used to calculate the technical provisions is in line with the EU Commission Delegated Regulation 2015/35.

The approach taken to calculate the best-estimate liability is as follows:

Liabilities are largely estimated with a policy-by-policy approach. Liabilities not estimated in this way are those where policy grouping or a model points approach is taken or where a universal provision is made outside of the projection model. All policies in force at the valuation date contribute to the total liability.

Material policy cashflows consist of policyholder premiums, policyholder charges, policyholder claims from adverse events, maturity benefits, expenses and investment income.

Note that any cashflows relating to reinsurance are excluded since the best-estimate liability is defined to exclude the risk mitigating effects from reinsurance contracts. However, the technical provisions are also calculated on a net of reinsurance basis which includes amounts recoverable from reinsurance contacts.

The cashflow projections are based on a number of assumptions which are given below. In general,

- Economic assumptions are on a market-consistent basis.
- Non-economic assumptions are set based on an analysis of the Company's recent experience.
- For each policy, cashflows are summed within each month and discounted back to the valuation date using the risk-free yield curve published by EIOPA for the calculation of technical provisions.

- Risk margin

The risk margin is calculated in accordance with Article 58 of the Level 2 guidance using the Cost of Capital method. In line with the regulations, all risks are considered other than those within the Market Risk module. The methodology is to project capital requirements at future time points using suitable risk drivers, aggregate using standard formula correlations, multiply by 6% cost of capital and discount back to the valuation date using risk-free rates.

- Segmentation

The regulations specify that life insurance obligations should be segmented into homogeneous risk groups, and as a minimum by lines of business, when calculating technical provisions.

The approach of HSBC Life UK has been to segment by lines of business as required; and then by primary risk driver, identified as either death, disability/morbidity or savings. This gives a total of nine possible categories for segmentation.

The table below gives a high level overview of allocation to these groups:

Risk Driver	Health insurance	Index- / unit-linked life insurance	Other life insurance
Death	-	Unit-linked life protection	Life Term Assurance Group Life
Survival	-	-	-
Disability / Morbidity	Income Protection, Waiver Of Premium, accelerated Critical Illness, standalone CI, Group IP & CI	Unit-linked standalone and accelerated CI	-
Savings	-	Unit-linked life savings	-

Assumptions

- Lapse/Paid-Up Rates

All products have mechanisms by which the policyholder can choose to take some action which changes future cashflows in some way. These include terminations, surrenders, paid-up (i.e. ceasing regular contributions in whole or in part) and ad-hoc partial withdrawals. Assumptions about the rate at which these actions occur are estimated annually following an analysis of the Company's experience over a recent period.

- Claim Rates

The Company's products involve the payment of the sum assured to the policyholder in the event of an adverse event such as death or sickness. Assumptions about the rate at which these events occur are estimated annually by analysing the all the Company's available historic claims experience.

- Expenses

Expense assumptions are based on the estimated administrative costs for the current year. These are separated into acquisition, maintenance and claims processing costs. The expenses are allocated between products, and further by acquisition and maintenance costs. The expenses assumed aim to reflect the expected future inflation and business volumes in 2016, as well as the changes to the Company.

- Market/Credit Assumptions

All financial projections are made at the risk-free interest rate provided by EIOPA. No volatility adjustment or matching premium is added. The best estimate price inflation assumptions are set equal to the implied inflation rates as published by the Bank of England. Claims inflation is set equal to price inflation, whereas expense inflation is calculated as price inflation plus an adjustment, to reflect that whilst most of HSBC Life UK's expenses increase in line with earnings, rather than prices, it is reasonable to allow for salary increases to be partially offset by increased productivity. Other market and credit assumptions are made with reference to external data for example Standard & Poor's default rates.

- Other Assumptions

Future management actions:

Solvency II requirements allow management actions to be taken into account in the calculation of Technical Provisions and capital requirements. The Company allows for management actions in respect of reviewing premiums and charges, where it is within the conditions of the policy, in the event of an adverse claims event.

- Future Discretionary Benefits:

The Company has no products with future discretionary benefits.

- Taxation:

The Company has assumed that the application of current tax legislation will not change, except where future changes have been substantively enacted.

(b) Level of uncertainty associated with the value of technical provisions

Material uncertainty in the calculation of technical provisions:

Uncertainty relates primarily to how future actual experience will differ from the best estimate assumptions used to calculate the technical provisions. The key assumptions are interest rates, lapse rates, mortality rates, and morbidity rates. A robust assumption setting process is followed in order to ensure the uncertainty is well understood.

The level of uncertainty within the assumptions used in the calculation of the technical provisions is regularly monitored and is not considered to have a material impact on total liabilities under reasonably foreseeable events.

Refer to Note 3. Management of insurance and financial risk, page 20-27, in the Company's financial statements for the year ended on 31 December 2016 for further detail on material uncertainty in the calculation of technical provisions.

(c) Material differences between solvency and financial statements valuation

The valuation in the financial statements uses the IFRS reporting basis, which uses reserves calculated for the PRA Returns before the introduction of Solvency II legislation on 1 January 2016. These reserves use assumptions with a margin for prudence within them and do not allow reserves to be assets within a product group.

For solvency purposes the Company uses the Solvency II regulations with effect from 1 January 2016. This bases sets liabilities to be calculated using best-estimate assumptions and includes a risk margin within the liabilities. Refer to section D above for the quantitative analysis of the valuation differences.

(d) Matching adjustment

No matching adjustment is applied.

(e) Volatility adjustment

The volatility adjustment is not used.

(f) Transitional risk-free interest rate-term structure

The transitional risk-free interest rate-term structure is not applied.

(g) Transitional deduction

The transitional deduction is not applied.

(h) (i) Recoverables from reinsurance contracts and special purpose vehicles

The benefits to which the Company is entitled under its reinsurance contracts held are recognised as reinsurance assets. These assets consist of short-term balances due from reinsurers (classified within 'loans and receivables'), as well as longer term receivables (classified as 'reinsurance assets') that are dependent on expected claims and benefits arising under the related reinsured insurance contracts.

Amounts recoverable from or due to reinsurers are measured consistently with the amounts associated with the reinsured insurance contracts and in accordance with the terms of each reinsurance contract.

(h) (ii) Material changes in assumptions made in the calculation of technical provisions

There are no material changes in the relevant assumptions compared to the previous reporting period.

D.3. Other liabilities

(a) Methods and assumptions used in the valuation of other liabilities, excluding technical provisions

D.3.1. Deferred tax liabilities

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the IFRS balance sheet and the amounts attributed to such assets and liabilities for tax purposes. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which deductible temporary differences can be utilised. The majority of the deferred tax balance in the financial statements as at 31 December 2016 is due to the transitional adjustment relating to the insurance tax changes implemented by HMRC with effect from 1 January 2013. The deferred tax relating to the transitional adjustment will expire on 31 December 2022.

The corporation tax reporting basis is the IFRS statutory accounts. Any adjustments made to the IFRS balance sheet for solvency valuation purposes should be considered for related deferred tax adjustments. The difference between the technical provisions in the financial statements and the best estimate liabilities (including risk margin) in the solvency balance sheet result in a material increase in deferred tax liabilities.

The amount deferred tax relating to temporary differences, unused tax losses and unused tax credits for which no deferred tax asset is recognised in the financial statements is £92,466k (2015: £112,957k). These amounts have no expiry date.

There has been no changes to the recognition or valuation basis for deferred tax liabilities during the current year.

D.3.2. Payables

Payables include:

- Insurance & intermediaries payables;
- Reinsurance payables; and
- Payables (trade, not insurance).

Payables are stated at amortised cost in the IFRS financial statements. The valuation of all material balances are annually assessed, on an individual basis, to estimate their fair value. For solvency valuation purposes, based on the fair value assessment, the payable balances, including any adjustments where appropriate, are deemed to be at fair value.

There has been no changes to the recognition or valuation basis for payables during the current year.

(b) Material differences between solvency and financial statements valuation

Refer to section D.1.(b) 3. "Deferred tax" above.

D.4. Alternative methods for valuation

No alternative valuation method have been used.

D.5. Any other information

There is no other material information regarding the valuation of assets and liabilities for solvency purposes that has not already been disclosed in sections D.1 – D.4 above.

E. Capital management

E.1. Own funds

(a) Objectives, policies and processes employed for managing its own funds

The Company must hold a buffer over the solvency capital requirement, for the following reasons:

- To enable it to write new business, that is to meet the development costs of new contracts and the capital requirements from writing new business;
- To ensure solvency (without need for capital injection) on an ongoing basis withstanding ordinary volatility in economic and non-economic experience, and in the event of mild stress scenarios; and
- To protect against regulatory intervention.

The optimum level of capital buffer ensures that:

- A capital injection is not required over the planning time horizon with an acceptable confidence level to the Parent Banking entity; and
- Excess capital is not sitting with the Company reducing return on capital to the shareholders.

In terms of Solvency II, Pillar 1, the Company's solvency capital requirement (SCR) is determined on a standard formula basis. Solvency II, Pillar 2, requires the Company to do its own assessment of the capital required for current and future risks.

The PRA requires the capital requirement for the Company, under Solvency II Pillar 2, to be based on the Company's own capital assessment. The Company's own capital assessment is the internal capital assessment basis used for managing

the Company. It utilises internally developed methodology based on the Group's Operational Risk model for operational risk assessment, and the EIOPA Standard Formula for the assessment of all other risk types.

- Triggers for reviewing the capital management policy

If at any point there are material changes in the Solvency II reporting basis, or in the Company's strategy, or material deviations from the annual operating plan (AOP), then dividends should be put on hold and this policy reviewed. It should also be reviewed on an annual basis.

- Capital planning period:

The business' capital planning period is for the next 5 years.

- Material changes:

The capital management policy changed in 2016 from the previous PRA regulatory regime to Solvency II from 1 January 2016. The target capital level is 150% of the Company's own assessment of the capital required under Solvency II Pillar 2. Where the actual capital exceeds the target level, a dividend should be paid to bring the solvency margin down to the target level. The risk appetite is that the solvency margin should remain above 140% of the Company's assessment of the capital required. The appetite range considered various factors such as the impact of various market events, future growth of the Company and market practice.

Apart from the change in capital policy described above, there have been no other material changes to the objectives, policies and processes for managing own funds during the year.

(b) – (d) Structure, amount and quality of own funds (Pillar 1)

The table below summarises the structure of the Company's basic own funds:

	2016 £'000	2015 £'000 <i>(unaudited)</i>
Basic own funds: Tier 1		
Ordinary share capital	94,375	94,375
Reconciliation reserves	106,227	260,808
Excess of assets over liabilities	200,602	355,183

- Basic own funds: Tier 1

The Company only has Tier 1 own funds and all own funds are eligible to cover the Solvency Capital Requirement and Minimum Capital Requirements. The Company's own funds are not subordinated and have no fixed duration.

1. Ordinary share capital

The Company's ordinary share capital possesses the necessary characteristics to be classified as tier 1 capital as required in the Solvency II Directive. The Board can rescind its resolution to pay a dividend at any time up to the time of actual payment.

2. Reconciliation reserve

The reconciliation reserve consists of excess of assets over liabilities less ordinary share capital. Article 88 of the Solvency II Directive states that basic own funds include excess of assets over liabilities. Excess of assets over liabilities is considered to be free from any foreseeable liabilities and available to absorb losses due to adverse business fluctuations, both on a going-concern basis as well as in the case of winding-up and thus is classified as tier 1 own funds.

3. Foreseeable dividends

The Company treats foreseeable dividends as any proposed dividends that are approved by the Board up to the date that the Solvency II regulatory reports are approved by the Board. An interim dividend becomes payable to the shareholder when it is paid, rather than when the Board resolves to pay it. There is no legal liability to pay interim dividends, even when it has been declared by the Board. The Board can rescind its resolution to pay an interim dividend at any time up to the time of actual payment.

The Company has no foreseeable dividend as at 31 December 2016.

- Significant changes during the year

Reconciliation reserve has decreased significantly during 2016 due to the £155million dividends paid in 2016 which constituted the release of excess capital as a result of the sale of the pensions business in 2015.

(e) Material differences between equity in the financial statements and the excess of assets over liabilities

Equity versus excess of assets over liabilities

The table below summarises the difference between the total shareholders' equity in the IFRS statutory accounts and the excess of assets over liabilities (own funds) for solvency purposes:

	2016	2015
	£'000	£'000
IFRS versus solvency		<i>(unaudited)</i>
Total shareholders' equity (IFRS)	121,569	249,365
Accounting basis adjustments	79,033	105,818
Excess of assets over liabilities (Solvency)	200,602	355,183

Refer to D.1.(b) above for the material solvency accounting basis adjustments.

(f) Transitional arrangements

The Company has not applied any transitional arrangements.

(g) Ancillary own funds

The Company currently has no ancillary own funds.

(h) Significant restriction affecting the availability and transferability of own funds

The Company does not deduct any items from own funds and has no restrictions on the availability and transferability of its own funds as it is all Tier 1.

(i) Own fund ratios

The Company does not disclose any ratio's in addition to the ratios in S.23.01 in the QRT's.

	2016	2015
	£'000	£'000
Excess of assets over liabilities (Solvency)	200,602	355,183
Solvency capital requirement (SCR)	78,164	78,069
Solvency ratio	257%	455%
Minimum capital requirement (MCR)	19,541	19,517

The solvency ratio of 257% is based on the standard formula SCR and cannot be compared to 150% target under Solvency II Pillar 2.

(j) Principal loss absorbency mechanism and trigger point

The principal loss absorbency mechanisms (PLAM) and trigger point in terms of paragraph (1)(e) of Article 71 of the Delegated Regulations only applies to the following own funds items:

- paid-in subordinated mutual member accounts;
- paid-in preference shares and the related share premium account; and
- paid-in subordinated liabilities.

The Company does not make use of any of the own funds items listed above and thus the PLAM and related trigger points are not applicable.

E.2. Solvency capital requirement and minimum capital requirement

(a) & (b) Solvency Capital Requirement (SCR) split by risk modules and Minimum Capital Requirement (MCR)

- Solvency Capital Requirement

The amounts of the undertaking's Solvency Capital Requirement (standard formula basis) split by risk modules is as follows:

Risk module	2016 £'million	2015 £'million (unaudited)
Market	15	14
Default risk	2	4
Life underwriting	52	48
Health underwriting	52	55
Non-life underwriting		
Gross capital before diversification	121	121
Less: Diversification between sub-risk modules	(33)	(33)
Basic SCR (BSCR)	88	88
Operational risk	8	8
Aggregate capital before diversification	96	96
Less: Diversification between BSCR and operational risk module	-	-
Aggregate capital after diversification	96	96
Less: Loss absorbing capacity of tax and technical provisions	(18)	(18)
SCR	78	78

The final amount of capital held will be based on the Company's own assessment of the capital needed to maintain the business.

- Minimum Capital requirement

The Minimum Capital Requirement for HSBC Life (UK) Ltd. is calculated as £19.5million (2015: £19.5million).

There are no balances relating to the SCR and MCR which are currently under supervisory assessment.

(c) Simplified calculations used for standard formula

No simplified calculations have been used for standard formula.

(d) Undertaking- specific parameters used for standard formula calculations

No undertaking-specific parameters have been used for standard formula calculations.

(e) Local regulatory capital add-on non-disclosure option during transition period

The Company has no capital add-on, thus this section is not applicable.

(f) Local regulatory capital add-on disclosure (if non-disclosure option above has not been exercised)

The Company has no capital add-on, thus this section is not applicable.

(g) Minimum Capital Requirement (MCR) inputs

The Minimum Capital Requirement is based on the EC regulations with the following inputs:

- Unit Linked best estimate liability for products without guarantees;
- Basic SCR, using the standard formula calculations;
- Total Capital at risk, after reinsurance is allowed for.

The best estimate liability for non-linked products is set to a minimum of zero in order to avoid reducing the Minimum Capital Requirement.

(h) Material change to the Solvency Capital Requirement (SCR) and to the Minimum Capital Requirement (MCR)

There have been no material changes to the Solvency Capital Requirement and Minimum Capital Requirement over the reporting period.

E.3. Use of the duration-based equity risk sub-module in the calculation of the solvency capital requirement

Duration-based equity risk sub-module has not been applied in the calculation of the solvency capital requirement.

E.4. Difference between the standard formula and internal model used

The Company does not currently use an internal model.

E.5. Non-compliance with minimum capital and solvency capital requirements

The Company has complied with both the MCR and SCR during the year.

E.6. Any other information

There is no other material information regarding capital management that has not already been disclosed in sections E.1 – E.5 above.

Glossary of terms

Term/Acronym	Definition
AMSB	Administrative, management or supervisory body
Board	Board of Directors of HSBC Life (UK) Limited
CA	Chief Actuary
CEO	Chief Executive Officer
CFO	Chief Financial Officer
CRO	Chief Risk Officer
EIOPA	European Insurance and Occupational Pensions Authority
EPIFP	Expected profit included in future premiums
ExCo	Executive Management Committee
Group	HSBC Holdings plc. and its subsidiaries
Group Insurance	HSBC Group's insurance function which oversees the insurance businesses across the different global regions.
HBEU	HSBC Bank plc.
HoWI	Head of Wealth Insurance
IA	Internal audit
NED	Non-executive director
ORSA	Own Risk Solvency Assessment
RAC	Risk and Audit Committee
RBWM	Retail Bank and Wealth Management
RMM	Risk Management Meeting
SFCR	Solvency and Financial Condition Report
SIMR	Senior Insurance Managers Regime (applicable to insurance companies)
SMR	Senior Managers Regime (applicable to banks)
SoR	Statement of responsibilities
TGC	Technical Governance Committee

Appendix 1: Quantitative reporting templates (QRT's)

S.02.01.02

S.05.01.02

S.05.02.01

S.12.01.02

S.17.01.02 (Non-life thus not applicable)

S.19.01.21 (Non-life thus not applicable)

S.22.01.21 (No long term guarantees or transitional measures are applied thus not applicable)

S.23.01.01

S.25.01.21

S.25.02.21 (Standard formula only thus not applicable)

S.25.03.21 (Standard formula only thus not applicable)

S.28.01.01

S.28.02.01 (Only Life insurance activities thus not applicable)

HSBC Life (UK) Limited

Solvency and Financial Condition Report

Disclosures

31 December

2016

(Monetary amounts in GBP thousands)

General information

Undertaking name	HSBC Life (UK) Limited
Undertaking identification code	213800KZ35X4GE4TK590
Type of code of undertaking	LEI
Type of undertaking	Life undertakings
Country of authorisation	GB
Language of reporting	en
Reporting reference date	31 December 2016
Currency used for reporting	GBP
Accounting standards	The undertaking is using IFRS
Method of Calculation of the SCR	Standard formula
Matching adjustment	No use of matching adjustment
Volatility adjustment	No use of volatility adjustment
Transitional measure on the risk-free interest rate	No use of transitional measure on the risk-free interest rate
Transitional measure on technical provisions	No use of transitional measure on technical provisions

List of reported templates

- S.02.01.02 - Balance sheet
- S.05.01.02 - Premiums, claims and expenses by line of business
- S.05.02.01 - Premiums, claims and expenses by country
- S.12.01.02 - Life and Health SLT Technical Provisions
- S.23.01.01 - Own Funds
- S.25.01.21 - Solvency Capital Requirement - for undertakings on Standard Formula
- S.28.01.01 - Minimum Capital Requirement - Only life or only non-life insurance or reinsurance activity

S.02.01.02

Balance sheet

		Solvency II value
		C0010
Assets		
R0030	Intangible assets	
R0040	Deferred tax assets	
R0050	Pension benefit surplus	
R0060	Property, plant & equipment held for own use	0
R0070	Investments (other than assets held for index-linked and unit-linked contracts)	227,036
R0080	<i>Property (other than for own use)</i>	0
R0090	<i>Holdings in related undertakings, including participations</i>	0
R0100	<i>Equities</i>	0
R0110	<i>Equities - listed</i>	0
R0120	<i>Equities - unlisted</i>	0
R0130	<i>Bonds</i>	63,795
R0140	<i>Government Bonds</i>	33,636
R0150	<i>Corporate Bonds</i>	30,160
R0160	<i>Structured notes</i>	0
R0170	<i>Collateralised securities</i>	0
R0180	<i>Collective Investments Undertakings</i>	113,237
R0190	<i>Derivatives</i>	0
R0200	<i>Deposits other than cash equivalents</i>	50,004
R0210	<i>Other investments</i>	0
R0220	Assets held for index-linked and unit-linked contracts	934,849
R0230	Loans and mortgages	177
R0240	<i>Loans on policies</i>	0
R0250	<i>Loans and mortgages to individuals</i>	177
R0260	<i>Other loans and mortgages</i>	
R0270	Reinsurance recoverables from:	42,395
R0280	<i>Non-life and health similar to non-life</i>	0
R0290	<i>Non-life excluding health</i>	
R0300	<i>Health similar to non-life</i>	
R0310	<i>Life and health similar to life, excluding index-linked and unit-linked</i>	54,748
R0320	<i>Health similar to life</i>	30,555
R0330	<i>Life excluding health and index-linked and unit-linked</i>	24,193
R0340	<i>Life index-linked and unit-linked</i>	-12,353
R0350	Deposits to cedants	0
R0360	Insurance and intermediaries receivables	614
R0370	Reinsurance receivables	18,791
R0380	Receivables (trade, not insurance)	834
R0390	Own shares (held directly)	0
R0400	Amounts due in respect of own fund items or initial fund called up but not yet paid in	0
R0410	Cash and cash equivalents	19,268
R0420	Any other assets, not elsewhere shown	970
R0500	Total assets	1,244,934

S.02.01.02

Balance sheet

		Solvency II value
		C0010
Liabilities		
R0510	Technical provisions - non-life	0
R0520	<i>Technical provisions - non-life (excluding health)</i>	0
R0530	<i>TP calculated as a whole</i>	
R0540	<i>Best Estimate</i>	
R0550	<i>Risk margin</i>	
R0560	<i>Technical provisions - health (similar to non-life)</i>	0
R0570	<i>TP calculated as a whole</i>	
R0580	<i>Best Estimate</i>	
R0590	<i>Risk margin</i>	
R0600	Technical provisions - life (excluding index-linked and unit-linked)	60,384
R0610	<i>Technical provisions - health (similar to life)</i>	12,503
R0620	<i>TP calculated as a whole</i>	0
R0630	<i>Best Estimate</i>	-10,557
R0640	<i>Risk margin</i>	23,060
R0650	<i>Technical provisions - life (excluding health and index-linked and unit-linked)</i>	47,882
R0660	<i>TP calculated as a whole</i>	0
R0670	<i>Best Estimate</i>	28,432
R0680	<i>Risk margin</i>	19,449
R0690	Technical provisions - index-linked and unit-linked	905,340
R0700	<i>TP calculated as a whole</i>	0
R0710	<i>Best Estimate</i>	894,802
R0720	<i>Risk margin</i>	10,538
R0740	Contingent liabilities	
R0750	Provisions other than technical provisions	88
R0760	Pension benefit obligations	
R0770	Deposits from reinsurers	
R0780	Deferred tax liabilities	19,416
R0790	Derivatives	0
R0800	Debts owed to credit institutions	
R0810	Financial liabilities other than debts owed to credit institutions	
R0820	Insurance & intermediaries payables	21,210
R0830	Reinsurance payables	8,274
R0840	Payables (trade, not insurance)	29,311
R0850	Subordinated liabilities	0
R0860	<i>Subordinated liabilities not in BOF</i>	
R0870	<i>Subordinated liabilities in BOF</i>	0
R0880	Any other liabilities, not elsewhere shown	309
R0900	Total liabilities	1,044,332
R1000	Excess of assets over liabilities	200,602

S.12.01.02

Life and Health SLT Technical Provisions

	Index-linked and unit-linked insurance			Other life insurance			Annuities stemming from non-life insurance contracts and relating to insurance obligation other than health insurance obligations	Accepted reinsurance	Total (Life other than health insurance, including Unit-Linked)	Health insurance (direct business)			Annuities stemming from non-life insurance contracts and relating to health insurance obligations	Health reinsurance (reinsurance accepted)	Total (Health similar to life insurance)	
	Insurance with profit participation	Contracts without options and guarantees	Contracts with options or guarantees	Contracts without options and guarantees	Contracts with options or guarantees	Contracts without options and guarantees				Contracts with options or guarantees	Contracts without options and guarantees	Contracts with options or guarantees				
	C0020	C0030	C0040	C0050	C0060	C0070	C0080	C0090	C0100	C0150	C0160	C0170	C0180	C0190	C0200	C0210
R0010 Technical provisions calculated as a whole										0						0
Total Recoverables from reinsurance/SPV and Finite Re after the adjustment for expected losses due to counterparty default associated to TP calculated as a whole										0						0
R0020																
Technical provisions calculated as a sum of BE and RM																
Best estimate																
R0030 Gross Best Estimate			892,506	2,296		28,432				923,234		-10,557				-10,557
R0080 Total Recoverables from reinsurance/SPV and Finite Re after the adjustment for expected losses due to counterparty default			-12,353			24,193				11,840		30,555				30,555
R0090 Best estimate minus recoverables from reinsurance/SPV and Finite Re			904,860	2,296		4,239	0			911,394		-41,111	0			-41,111
R0100 Risk margin		10,538			19,449					29,987	23,060					23,060
Amount of the transitional on Technical Provisions																
R0110 Technical Provisions calculated as a whole										0						0
R0120 Best estimate										0						0
R0130 Risk margin										0						0
R0200 Technical provisions - total		905,340			47,882					953,221	12,503					12,503

S.23.01.01

Own Funds

Basic own funds before deduction for participations in other financial sector as foreseen in article 68 of Delegated Regulation 2015/35

R0010	Ordinary share capital (gross of own shares)
R0030	Share premium account related to ordinary share capital
R0040	Initial funds, members' contributions or the equivalent basic own-fund item for mutual and mutual-type undertakings
R0050	Subordinated mutual member accounts
R0070	Surplus funds
R0090	Preference shares
R0110	Share premium account related to preference shares
R0130	Reconciliation reserve
R0140	Subordinated liabilities
R0160	An amount equal to the value of net deferred tax assets
R0180	Other own fund items approved by the supervisory authority as basic own funds not specified above
R0220	Own funds from the financial statements that should not be represented by the reconciliation reserve and do not meet the criteria to be classified as Solvency II own funds
R0230	Deductions for participations in financial and credit institutions
R0290	Total basic own funds after deductions

Ancillary own funds

R0300	Unpaid and uncalled ordinary share capital callable on demand
R0310	Unpaid and uncalled initial funds, members' contributions or the equivalent basic own fund item for mutual and mutual - type undertakings, callable on demand
R0320	Unpaid and uncalled preference shares callable on demand
R0330	A legally binding commitment to subscribe and pay for subordinated liabilities on demand
R0340	Letters of credit and guarantees under Article 96(2) of the Directive 2009/138/EC
R0350	Letters of credit and guarantees other than under Article 96(2) of the Directive 2009/138/EC
R0360	Supplementary members calls under first subparagraph of Article 96(3) of the Directive 2009/138/EC
R0370	Supplementary members calls - other than under first subparagraph of Article 96(3) of the Directive 2009/138/EC
R0390	Other ancillary own funds
R0400	Total ancillary own funds

Available and eligible own funds

R0500	Total available own funds to meet the SCR
R0510	Total available own funds to meet the MCR
R0540	Total eligible own funds to meet the SCR
R0550	Total eligible own funds to meet the MCR

R0580	SCR
R0600	MCR
R0620	Ratio of Eligible own funds to SCR
R0640	Ratio of Eligible own funds to MCR

Reconciliation reserve

R0700	Excess of assets over liabilities
R0710	Own shares (held directly and indirectly)
R0720	Foreseeable dividends, distributions and charges
R0730	Other basic own fund items
R0740	Adjustment for restricted own fund items in respect of matching adjustment portfolios and ring fenced funds
R0760	Reconciliation reserve

Expected profits

R0770	Expected profits included in future premiums (EPIFP) - Life business
R0780	Expected profits included in future premiums (EPIFP) - Non- life business
R0790	Total Expected profits included in future premiums (EPIFP)

Total	Tier 1 unrestricted	Tier 1 restricted	Tier 2	Tier 3
C0010	C0020	C0030	C0040	C0050
94,375	94,375		0	
0	0		0	
0	0		0	
0		0	0	0
0	0			
0		0	0	0
0		0	0	0
106,227	106,227			
0		0	0	0
0				0
0	0	0	0	0
0				
200,602	200,602	0	0	0

0				
0				
0				
0				
0				
0				
0				
0				
0				
0				
0			0	0

200,602	200,602	0	0	0
200,602	200,602	0	0	
200,602	200,602	0	0	0
200,602	200,602	0	0	

78,164
19,541
256.64%
1026.57%

C0060
200,602
0
94,375
0
106,227

36,873
36,873

S.25.01.21

Solvency Capital Requirement - for undertakings on Standard Formula

	Gross solvency capital requirement	USP	Simplifications
	C0110	C0080	C0090
R0010 Market risk	14,751		
R0020 Counterparty default risk	1,891		
R0030 Life underwriting risk	51,916		
R0040 Health underwriting risk	52,229		
R0050 Non-life underwriting risk	0		
R0060 Diversification	-32,014		
R0070 Intangible asset risk	0		
R0100 Basic Solvency Capital Requirement	88,773		
Calculation of Solvency Capital Requirement	C0100		
R0130 Operational risk	7,726		
R0140 Loss-absorbing capacity of technical provisions	0		
R0150 Loss-absorbing capacity of deferred taxes	-18,335		
R0160 Capital requirement for business operated in accordance with Art. 4 of Directive 2003/41/EC	0		
R0200 Solvency Capital Requirement excluding capital add-on	78,164		
R0210 Capital add-ons already set	0		
R0220 Solvency capital requirement	78,164		
Other information on SCR			
R0400 Capital requirement for duration-based equity risk sub-module	0		
R0410 Total amount of Notional Solvency Capital Requirements for remaining part	0		
R0420 Total amount of Notional Solvency Capital Requirements for ring fenced funds	0		
R0430 Total amount of Notional Solvency Capital Requirements for matching adjustment portfolios	0		
R0440 Diversification effects due to RFF nSCR aggregation for article 304	0		

S.28.01.01

Minimum Capital Requirement - Only life or only non-life insurance or reinsurance activity

Linear formula component for non-life insurance and reinsurance obligations

C0010

R0010	MCR _{NL} Result	0
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Net (of reinsurance/SPV) best estimate and TP calculated as a whole	Net (of reinsurance) written premiums in the last 12 months
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C0020

C0030

R0020	Medical expense insurance and proportional reinsurance		
R0030	Income protection insurance and proportional reinsurance		
R0040	Workers' compensation insurance and proportional reinsurance		
R0050	Motor vehicle liability insurance and proportional reinsurance		
R0060	Other motor insurance and proportional reinsurance		
R0070	Marine, aviation and transport insurance and proportional reinsurance		
R0080	Fire and other damage to property insurance and proportional reinsurance		
R0090	General liability insurance and proportional reinsurance		
R0100	Credit and suretyship insurance and proportional reinsurance		
R0110	Legal expenses insurance and proportional reinsurance		
R0120	Assistance and proportional reinsurance		
R0130	Miscellaneous financial loss insurance and proportional reinsurance		
R0140	Non-proportional health reinsurance		
R0150	Non-proportional casualty reinsurance		
R0160	Non-proportional marine, aviation and transport reinsurance		
R0170	Non-proportional property reinsurance		

Linear formula component for life insurance and reinsurance obligations

C0040

R0200	MCR _L Result	14,825
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Net (of reinsurance/SPV) best estimate and TP calculated as a whole	Net (of reinsurance/SPV) total capital at risk
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C0050

C0060

R0210	Obligations with profit participation - guaranteed benefits		
R0220	Obligations with profit participation - future discretionary benefits		
R0230	Index-linked and unit-linked insurance obligations	907,155	
R0240	Other life (re)insurance and health (re)insurance obligations		
R0250	Total capital at risk for all life (re)insurance obligations		12,107,603

Overall MCR calculation

C0070

R0300	Linear MCR	14,825
R0310	SCR	78,164
R0320	MCR cap	35,174
R0330	MCR floor	19,541
R0340	Combined MCR	19,541
R0350	Absolute floor of the MCR	3,332
R0400	Minimum Capital Requirement	19,541