

SUMMARY FINANCIAL  
REPORT

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2016



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| <b>DIRECTORS</b> | J.P. Allen<br>H.F. Baines<br>I.A. Dewar<br>D.A. Harding<br>P.A. Lynch<br>F.B. Smith | ACIB Dip FS<br>LLB<br>FCA<br>JP BA MPhil FCMA<br>LLB |
| <b>CHAIRMAN</b>  | D.A. Harding  | JP BA MPhil FCMA                                     |
| <b>SECRETARY</b> | C.W. Gee  | FCA  |

# SUMMARY CHAIRMAN'S STATEMENT

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In 2016 the Board continued to focus on the prudent management of the Society in line with the strategy adopted in 2013 of reducing the size of the balance sheet in order to preserve capital.

In the twelve months ended 31 December 2016 the Society and its subsidiaries (the "Group") recorded an operating profit before impairments and provisions of £0.5m compared with £2.9m in the preceding twelve months. A modest decline in net interest income reflected the continued reduction in the size of the loan book which fell 12% from £331m to £289m largely mitigated by a 9% reduction in funding from £372m to £340m. The Society also incurred a £0.9m charge (2015: charge £1.2m) to ensure regulatory compliance of two acquired portfolios, the administration of which was brought in-house in December 2015.

Administrative expenses (including depreciation) of £8.7m were significantly higher than the £6.8m in the previous year. Professional costs were incurred on two exercises requested by the Prudential Regulation Authority ("PRA"): an evaluation of the capital required to re-enter the residential mortgage market; and the preparation of a Capital Conservation Plan. The latter was required because the Society did not meet its Common Equity Tier 1 ("CET 1") Combined Buffer requirements as at 30 June 2016. As a result of this shortfall, the Society was prohibited by Capital Requirements Directive IV ("CRD IV") from paying the coupons on Permanent Interest Bearing Shares ("PIBS") in October 2016. At the request of the PRA, the Capital Conservation Plan is being revised and updated to reflect the 2016 results and review further the potential measures for addressing the shortfall to the CET1 capital requirements.

As outlined in last year's Annual Report, the Board has continued to explore options, in discussion with PRA, to secure the long-term future of the Society. To this end, substantial professional costs were also incurred during 2016 in respect of a proposed merger with another mutual society. In the event, the merger partner terminated discussions at a late stage. All costs relating to this exercise have been charged to administrative expenses.

The Society's €57m Spanish Lifetime portfolio originated between 2008 and 2010 required a further provision of £1.6m in the year owing to adverse external factors, including exchange rates, property revaluations and forecast house prices in Spain. Additional loan impairment provisions were also required on the rest of the portfolio with a total impairment charge of £3.4m (2015: £0.7m).

After taking account of these charges and the compulsory Financial Services Compensation Scheme ("FSCS") levy of £0.1m (2015: £0.3m), the Group recorded a post-tax loss of £3.4m (2015: loss £4.9m). At 31 December 2016, the Group had negative accounting reserves of £9.2m (2015: negative £5.6m).

The Society continues to have significant headroom above its Individual Capital Guidance ("ICG") in total capital terms as set by the PRA. However, given the continuing shortfall against the CET1 Combined Buffer requirement and the loss for the year, the Society is prohibited from making the PIBS coupon payments due in April 2017. The Board considers that there continues to be uncertainty over the Society's ability to make coupon payments thereafter.

The Society continues to hold high levels of liquidity. With effect from 30<sup>th</sup> January 2017, the Financial Services Compensation Scheme ("FSCS") limit on the guaranteed amount of retail savings deposits was raised from £75,000 to £85,000. On 30<sup>th</sup> January 2017 99.4% of the Society's eligible retail savings were guaranteed by the FSCS.

The Board has continued to take legal advice regarding the Society's claim for damages against the previous external auditors, Grant Thornton UK LLP. Although the outcome of litigation is inherently uncertain, having taken account of this legal advice, the Board is firmly of the opinion that it is in the best interests of members to pursue this claim. If the matter progresses to trial, the trial is unlikely to be before 2018.

The Society is not currently engaged in merger discussions with other mutual organisations.

## SUMMARY CHAIRMAN'S STATEMENT

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The Board continues to explore the possibility of entering into one or more transactions with non-mutual organisations. In the event that an offer were received from a non-mutual organisation for all or part of the Society's operations, the Board would consider whether the transaction was in the interest of members as a whole, mindful that, while retail savers and borrowers were unlikely to be impacted greatly, there may be implications for the holders of the Society's Profit Participating Deferred Shares ("PPDS"), PIBS and subordinated debt. In addition, taking account of the Society's need to address its CET1 capital shortfall, the Board is evaluating whether to make an offer to buy back or convert the PIBS and other capital instruments. Any offer, if made, would reflect the current financial position of the Society and the material uncertainty regarding its long-term prospects as set out in pages 15 and 16.

D.A. Harding  
Chairman  
13 March 2017

# SUMMARY FINANCIAL STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2016

This financial statement is a summary of information which is contained in the audited Annual Accounts, the Directors' Report and Annual Business Statement for the year ended 31 December 2016, prepared using International Financial Reporting Standards, all of which will be available to members and depositors free of charge on demand at every office and agent of Manchester Building Society from 18 April 2017 and at [www.themanchester.co.uk](http://www.themanchester.co.uk).

Approved by the Board of Directors of the Society on 13 March 2017 and signed on its behalf by:

D.A. Harding  
Chairman

P.A. Lynch  
Interim Chief Executive

I.A Dewar  
Director

## SUMMARY DIRECTOR'S REPORT

### Introduction

The Group consists of the Society and its two wholly owned subsidiaries: MBS (Mortgages) Limited and MBS (Property) Limited; further, under the terms of *IFRS 10 Consolidated Financial Statements*, this set of Financial Statements includes the consolidated position of NMB Mortgage Acquisition Company Limited (in administration) ("NMB MAC"), where the Group exerts control notwithstanding that it holds no shares in that entity.

The Group's strategy and results for the year are covered in detail in the sections that follow, along with the principal risks and uncertainties that the Group faces.

### Strategy

The Society is owned by its members. The means by which its value is preserved is by providing products that meet the financial needs of both existing and potential members.

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

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

During 2016 the Society initiated a project to ensure regulatory compliance of two acquired second charge loan portfolios, NMB MAC and The Consumer Loans Company Limited (CLC), the administration of which was brought in-house in December 2015. The remediation of these portfolios is ongoing and the completion of this work in 2017 is an important step towards either a disposal of those assets or a corporate transaction for the Society.

Regulatory capital conservation has continued to be a priority. The Society continues to have significant headroom above its ICG in total capital terms as set by the PRA, due to the Society's PIBS (that is Additional Tier 1 capital being amortised into Tier 2 capital) and subordinated debt (that is Tier

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## FOR THE YEAR ENDED 31 DECEMBER 2016

2 capital). However, there is a shortfall of CET1 capital against the Combined Buffer requirement. The Society has continued to explore ways in which the CET1 regulatory capital position could be improved and a range of options was submitted in a Capital Conservation Plan to the PRA in October 2016. These options include improving the CET1 regulatory capital position by restructuring capital. At the request of the PRA, the Capital Conservation Plan is being revised and updated to reflect the 2016 results and review further the potential measures for addressing the shortfall to the CET1 capital requirements. The outcome and timing of the regulatory process is uncertain. In addition, owing to the financial position and challenges faced by the business there is a risk that the Society will not meet the regulatory requirement to hold 4.5% of CET1 capital against risk weighted assets in future. This potential risk is to be addressed in the revised and updated Capital Conservation Plan.

The Board continues to take legal advice regarding the Society's claim for damages against the previous external auditors, Grant Thornton UK LLP.

Against this background the Board is currently reviewing the strategic direction of the Society and continues to hold discussions with the PRA; the uncertainties which exist regarding the longer term prospects of the Society are disclosed on pages 15 and 16.

### Business Model

The principal activities of the Group remain the provision of competitive facilities for personal savings and for mortgage finance primarily to support owner occupation of residential property.

Emphasis in achieving these principal business objectives is placed on offering a secure home for retail depositors' savings and on high standards of customer services to support the Group's range of products.

### Key performance indicators

Key performance indicators ("KPIs") monitored by the Board include the following:

- Capital
- Liquid assets
- Retail balances
- Mortgages and other loans
- Administration expenses
- Profit on ordinary activities before income tax

The KPIs are considered in more detail in the sections that follow below, with indications as to why each metric is considered to be of importance in assessing financial performance. Additional commentary on the Group's performance is contained within the Chairman's Statement.

### REVIEW OF BUSINESS PERFORMANCE

In 2016 the Group reported a loss for the financial year of £3.4m (2015: loss of £4.9m). This loss is after reflecting write-downs to the carrying value of certain assets, as detailed below, as a consequence of the Group's projected financial performance.

In the year the Group reported operating profit before impairments and provisions and the FSCS levy of £0.5m (2015: £2.9m).

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## FOR THE YEAR ENDED 31 DECEMBER 2016

A reconciliation of operating profit before impairments and provisions to loss on ordinary activities before income tax and the loss for the financial year is set out below:

|  | <b>Group<br/>2016<br/>£000</b> | <b>Group<br/>2015<br/>£000</b> |
|--|--------------------------------|--------------------------------|
| Operating profit before impairments and provisions     | 547                            | 2,917                          |
| Impairment (losses) on loans and advances to customers | (3,448)                        | (748)                          |
| Impairment of property, plant and equipment            | -                              | (2,471)                        |
| Financial Services Compensation Scheme Levy            | (67)                           | (277)                          |
| (Loss) on ordinary activities before income tax        | <u>(2,968)</u>                 | <u>(579)</u>                   |
| Income tax (expense)                                   | (382)                          | (4,295)                        |
| (Loss) for the financial year                          | <u><u>(3,350)</u></u>          | <u><u>(4,874)</u></u>          |

The £2.4m reduction in operating profit before impairments and provisions from 2015 is due to:

- Net interest income in the year being £0.1m lower than in 2015. This reflects lower interest receivable as the loan book fell by £41.1m from £330.6m to £289.5m while total assets fell by £34.3m from £416.6m to £382.3m. This was mitigated by reduced interest payable on retail and wholesale funding which reduced from £371.6m to £340.1m.
- £0.1m lower fee and commission income of £0.2m (2015: £0.3m).
- Exchange rate gains in the year resulted in other operating income being £0.3m higher, at £0.6m (2015: £0.3m).
- 2015 included the non-recurring £0.7m profit on the sale of the Society's minority stake in New Life Home Finance Limited.
- Administrative expenses increased by £1.9m mainly due to professional fees associated with the legal claim against Grant Thornton UK LLP; a proposed merger with another mutual society; an exercise at the request of the PRA to evaluate the capital required to re-enter the residential mortgage market; and the preparation of a Capital Conservation Plan to meet the requirements of CRD IV article 142.

There was a charge for customer redress of £1.0m (2015: £1.2m) recorded in the year in relation to potential regulatory non-compliance in two acquired portfolios, the administration of which was brought in-house in December 2015 and the BOS versus Rea decisions (see note 31 in the annual report and accounts 2016).

Additional net loan impairment provisions of £3.4m were incurred (2015: £0.7m), as explained more fully on page 6.

In 2015 the carrying value of the head office building was written down by £2.5m to reflect the fair value.

As a result of applying the long term run-off financial projections, £0.4m (2015: £4.3m) of the deferred tax asset has been de-recognised and an income tax expense has been recognised for this amount.

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## FOR THE YEAR ENDED 31 DECEMBER 2016

This results in a loss for the financial year of £3.4m (2015: loss of £4.9m) being taken to Group consolidated reserves.

After having made the above adjustments the Society has a shortfall against the CET1 Combined Buffer requirement as at 31 December 2016 and, in order to conserve capital, a distribution to PIBS holders in April 2017 is prohibited under CRD IV article 141.

### PROFITABILITY

**Result for the year:** The Group reported a loss for the financial year of £3.4m (2015: loss of £4.9m) and a loss on ordinary activities before income tax for the year of £3.0m (2015: loss of £0.6m).

**Net interest income:** The Group's net interest income was:

|  | <b>Group<br/>2016<br/>£000</b> | <b>Group<br/>2015<br/>£000</b> |
|--|--------------------------------|--------------------------------|
| Interest receivable and similar income | 13,165                         | 14,401                         |
| Interest payable and similar charges   | (4,693)                        | (5,853)                        |
| Net interest income                    | <u>8,472</u>                   | <u>8,548</u>                   |

The level of interest earned on mortgages and loans was lower at £12.8m (2015: £13.9m); interest on other liquid assets was lower at £0.3m (2015: £0.5m).

Interest paid to savings members reduced from £4.2m in 2015 to £3.7m in 2016, reflecting the combined impact of lower interest rates paid on a reducing savings book (2016: £315.4m of balances owed to members compared with £324.6m at 31 December 2015).

**Other income and other charges:** Other income and charges rose in the year, with an increase in exchange gains of £3.8m to £2.2m (2015: loss £1.6m) offset by an increase in fair value losses from economic hedging using foreign exchange derivatives of £3.4m to £1.6m (2015: gain £1.8m). The net impact of this was that other operating income was £0.3m higher, at £0.6m (2015: £0.3m).

**Administrative expenses:** The Group's day to day administrative activities were broadly unchanged from those of the previous year. Overhead and depreciation expenditure increased from £6.8m to £8.7m mainly due to professional fees associated with the legal claim against Grant Thornton UK LLP; a proposed merger with another mutual society; an exercise at the request of the PRA to evaluate the capital required to re-enter the residential mortgage market; and the preparation of a Capital Conservation Plan to meet the requirements of CRD IV article 142.

**Impairment losses:** Impairment losses of £3.4m were recorded in 2016 (2015: losses of £0.7m) in respect of the Group's mortgage book.

All elements of the Group's mortgage and loan books were tested for impairment during the year and all impairment provisions were re-assessed.

The net impairment charge of £3.4m included a charge of £0.8m in respect of the NMB MAC second charge loans and CLC where the Group holds a beneficial interest and provisioning of £1.1m in respect of the core mortgage book.

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## FOR THE YEAR ENDED 31 DECEMBER 2016

There was a £1.6m increase in the 'no negative equity guarantee' provision for the Spanish lifetime portfolio with £0.6m arising from depreciation in Sterling during the year. The other £1.0m increase reflects the cumulative growth in gross Spanish lifetime balances from €56m to €57m combined with adverse external factors including property revaluations and forecast house prices in Spain.

### FINANCIAL POSITION

**Liquid Assets:** The Group's liquid assets are deposited with the Bank of England and with UK "High Street" banking counterparties in instantly accessible bank accounts. Of the Society's total liquid funds at 31 December 2016, £67.4m was deposited with the Bank of England (2015: £55.9m). Only £0.3m of investment securities were held at 31 December 2016 (2015: £0.1m).

Within investment securities at 31 December 2016 £0.2m was held in UK Treasury Bills (2015: £nil).

**Mortgages and Other Loans:** Group mortgage balances, after provisions, were £289.5m (2015: £330.6m), representing a year on year decrease of 12.4 % (2015: 14.7% reduction). Further, to seek improvement in its regulatory capital position, the Society made no advances during the year (2015: £nil).

Overall, the performance of the core mortgage book continues to be in line with expectations. The Group has continued in its efforts to minimise mortgage arrears and to help borrowers in difficulties to resolve their situations, taking a consultative approach with borrowers who experience payment difficulties and applying forbearance as appropriate. At 31 December 2016, excluding the second charge portfolio, there were 19 mortgage accounts (2015: 15) where payments were 12 or more months in arrears. Outstanding balances on these accounts amounted to £7.3m (2015: £5.5m) with total arrears of £1.0m (2015: £0.8m), representing 2.3% of total gross mortgage balances (2015: 1.6%). The percentage of accounts 12 months or more in arrears has increased because of the declining level of total mortgage assets in the year and the absence of new lending. However the underlying arrears performance has been stable.

There were 12 properties in possession at the end of the year (2015: 8). These figures exclude the NMB MAC portfolio, where the Group only has a beneficial interest in the mortgage assets, and The Consumer Loans Company Limited ("CLC") portfolio. Arrears banding information is not presented for these second charge portfolios as there is insufficient reliable data to determine this accurately.

Provisions for potential mortgage losses have been calculated by assessing impairment indicators, arrears and forbearance positions and historic loss experience. Mortgage accounts in arrears by 3 months or more are reviewed regularly, as are impairment provision requirements.

**Investment property:** At the year end the Society held a small number of residential properties as a result of the settlement of an impaired mortgage asset. The properties are being held, pending their eventual sale, and have a fair value of £0.8m (2015: 0.8m).

**Other Assets:** Included within Other Assets is a sum of £3.1m (2015: £1.0m) relating to collateral deposited in the form of cash under credit support annex agreements ("CSA") with the Group's counterparty providers of foreign exchange swaps.

**Retail Balances:** Retail balances reduced to £315.4m (2015: £324.6m) in proportion to the overall reduction in the balance sheet. The range of savings products available during the year was carefully managed in order to ensure that a suitable level of funding was held and that the rates offered were appropriately competitive.

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FOR THE YEAR ENDED 31 DECEMBER 2016

**Capital:** The purpose of the Group's capital is to support its mortgage book and to absorb any losses that may arise, thereby offering members protection as a regulated deposit taker.

The Board manages capital within the regulatory limits set by the PRA. For regulatory capital purposes the Group is made up of the Society, MBS (Mortgages) Limited and, following approval from the PRA in 2016 for an amendment to the regulatory capital Group, MBS (Property) Limited, with the regulatory capital positions at 31 December 2016 and 31 December 2015 being:

|  | Group<br>31-Dec-15<br>£000 | Amendments<br>due to new<br>Regulatory Group<br>£000 | New<br>Regulatory Group<br>31-Dec-15<br>£000 | Movement<br>in 2016<br>£000 | Group<br>31-Dec-16<br>£000 | Regulatory<br>Movement<br>for 2017<br>£000 | Group<br>1-Jan-17<br>£000 |
|--|----------------------------|--|--|-----------------------------|----------------------------|--|---------------------------|
| <b>Tier 1 Capital</b>                        |                            |  |  |                             |                            |  |                           |
| Accumulated losses                           | (3,125)                    | (2,430)  | (5,555)                                      | (3,688)                     | (9,243)                    | -  | (9,243)                   |
| Deductions                                   | (1)                        | 1  | -  | -                           | -                          | -  | -                         |
| Profit Participating Deferred Shares         | 17,461                     | -  | 17,461                                       | -                           | 17,461                     | -  | 17,461                    |
| <b>Total CET1 Capital</b>                    | <b>14,335</b>              | <b>(2,429)</b>                                       | <b>11,906</b>                                | <b>(3,688)</b>              | <b>8,218</b>               | <b>-</b>                                   | <b>8,218</b>              |
| <u>Permanent Interest Bearing Shares</u>     |                            |  |  |                             |                            |  |                           |
| Nominal balance                              | 14,788                     | -  | 14,788                                       | -                           | 14,788                     | -  | 14,788                    |
| Amortisation                                 | (4,437)                    | -  | (4,437)                                      | (1,478)                     | (5,915)                    | (1,479)                                    | (7,394)                   |
| <b>Net Permanent Interest Bearing Shares</b> | <b>10,351</b>              | <b>-</b>   | <b>10,351</b>                                | <b>(1,478)</b>              | <b>8,873</b>               | <b>(1,479)</b>                             | <b>7,394</b>              |
| <b>Total Tier 1 Capital</b>                  | <b>24,686</b>              | <b>(2,429)</b>                                       | <b>22,257</b>                                | <b>(5,166)</b>              | <b>17,091</b>              | <b>(1,479)</b>                             | <b>15,612</b>             |
| <b>Tier 2 Capital</b>                        |                            |  |  |                             |                            |  |                           |
| <u>Subordinated Debt</u>                     |                            |  |  |                             |                            |  |                           |
| Nominal balance                              | 14,200                     | -  | 14,200                                       | -                           | 14,200                     | -  | 14,200                    |
| Amortisation                                 | (1,500)                    | -  | (1,500)                                      | (500)                       | (2,000)                    | (500)                                      | (2,500)                   |
| <b>Net Subordinated Debt</b>                 | <b>12,700</b>              | <b>-</b>   | <b>12,700</b>                                | <b>(500)</b>                | <b>12,200</b>              | <b>(500)</b>                               | <b>11,700</b>             |
| Collective Provisions                        | 2,155                      | (30)   | 2,125  | (202)                       | 1,923                      | -  | 1,923                     |
| Permanent Interest Bearing Shares            | 4,437                      | -  | 4,437  | 1,478                       | 5,915                      | 1,479                                      | 7,394                     |
| <b>Total Tier 2 Capital</b>                  | <b>19,292</b>              | <b>(30)</b>  | <b>19,262</b>                                | <b>776</b>                  | <b>20,038</b>              | <b>979</b>                                 | <b>21,017</b>             |
| <b>Total Regulatory Capital</b>              | <b>43,978</b>              | <b>(2,459)</b>                                       | <b>41,519</b>                                | <b>(4,390)</b>              | <b>37,129</b>              | <b>(500)</b>                               | <b>36,629</b>             |

Since the start of 2016 Total Regulatory Capital under CRD IV has decreased by £4,390k made up as follows:

- the retained loss of the regulatory capital group for the year of £3,688k;
- the continued grandfathering of Subordinated debt out of Tier 2 capital over a 9 year period, amounting to £500k in the year;
- a reduction in the allowed collectively identified provisions of £202k.

Under the CRD IV rules applicable from 1 January 2017, Total Regulatory Capital is reduced by £500k compared to the position at 31 December 2016. This is due to Tier 2 Regulatory Capital being reduced by a further £500k in respect of continuing Subordinated debt grandfathering.

As at 31 December 2016 the Society had significant headroom above its ICG in total capital terms as set by the PRA due to the Society's PIBS (that is Additional Tier 1 capital being grandfathered into Tier 2 capital) and subordinated debt (that is Tier 2 capital). However, the Society has a shortfall against the CET1 Combined Buffer requirement. The Society has continued to explore ways in which the CET1

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## FOR THE YEAR ENDED 31 DECEMBER 2016

regulatory capital position could be improved and a range of options was submitted in a Capital Conservation Plan to the PRA in October 2016. These options include improving the CET1 regulatory capital position by restructuring capital. At the request of the PRA, the Capital Conservation Plan is being revised and updated to reflect the 2016 results and review further the potential measures for addressing the shortfall to the CET1 capital requirements. The outcome and timing of the regulatory process is uncertain.

As a result of the shortfall against the CET1 Combined Buffer requirement together with the loss for the year, under CRD IV article 141, in order to conserve capital, the Society is prohibited from making the PIBS coupon payments due in April 2017. The Board considers that there continues to be uncertainty over the Society's ability to make coupon payments thereafter.

Owing to the financial position and challenges faced by the business there is a risk that the Society will not meet the regulatory requirement to hold 4.5% of CET1 capital against risk weighted assets in future. This potential risk is to be addressed in the revised and updated Capital Conservation Plan.

The Group's gross capital reduced to 10.9% at 31 December 2016 from 11.0% at 31 December 2015. The free capital at 31 December 2016 was 13.6% (2015: 12.6%). Definitions of gross capital and free capital may be found in the Annual Business Statement.

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### Financial Risk Management Objectives

The Group offers mortgage and savings products. It undertakes limited interaction with the wholesale money market for cash flow and liquidity management purposes. There are formal structures in place to monitor, report and manage the risks associated with the Group's operations. The Board seeks to manage the risks that the Group faces through a suite of regularly reviewed and approved policies, covering: Credit, Liquidity, Financial Risk Management and Operational Risk.

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### Principal Risks and Uncertainties

Given the CET1 regulatory capital shortfall against the Combined Buffer, the requirement for an increase in CET1 capital in order to return to lending, and the assessed prospects for the business and its capital position without such a return, there is a material uncertainty arising from the continued run-off of the balance sheet. The Board is assessing a number of options to secure the long term future of the Group. The immediate focus is on measures to improve the capital position of the Group in discussion with the PRA. The outcome and timing of the regulatory process is uncertain.

In June 2016 the UK voted in a referendum to leave the European Union ("EU"). The medium to long term impact of this on UK government policy, the financial markets and the wider UK economy is unknown. With regard to the Group's Spanish lifetime portfolio this introduces additional uncertainty and risk which the Board is monitoring; in particular there is added risk and uncertainty in relation to foreign exchange volatility, property values for the Spanish lifetime portfolio and the behavioral impact on Spanish lifetime mortgage borrowers.

The Society will carry out work during 2017 to prepare for the implementation of *IFRS 9 – Financial instruments* effective on 1 January 2018. The most significant impact on the Group is likely to be in respect of the measurement of impairment of financial assets. Under IFRS 9, impairment will be based on expected credit losses ("ECL") rather than incurred credit losses which is the methodology the Group currently adopts under IAS 39. At initial recognition, an ECL provision is required for default

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events in the next 12 months, whilst following a significant increase in credit risk, a lifetime ECL is required. The review of credit risk and the calculation of ECL are required to be unbiased and probability weighted, and should include all available relevant information, with assessments of current conditions and forecasts of future economic conditions. As a result the recognition and measurement of impairment is more forward looking than is the case under IAS 39. Consequently, it is likely to lead to an increase in the Society's total level of provision. At present, based on an initial assessment, management believes that the impact on future profitability will be modest; however it is likely to lead to an increased loan provision on adoption of IFRS 9.

Every business faces risks as part of its day-to-day operation. The Board's risk management objectives are to seek to minimise the risks that the Group faces, by articulating that it has a low appetite for risk and by deploying a range of risk management policies and procedures within an appropriate control environment in order to achieve such an outcome.

Summarised below are the Group's other key risks and uncertainties:

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

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

The assessment of credit risk and the related impairment provisioning is a critical accounting estimate, impacted by judgements relating to customer affordability and the impact of economic circumstances, including the level of interest rates. Prior to the current strategy of no new lending, credit risk was mitigated by appropriate mortgage underwriting and by limiting the Group's exposure to particular market sectors or loans exhibiting particular attributes. Since the cessation of new lending credit risk has been mitigated through the monitoring of management information, assessment of arrears and forbearance cases, and regular loan provision reviews. The Group holds a beneficial interest in NMB MAC, a portfolio of mortgage assets, some of which are regulated by the Consumer Credit Act ("CCA"). The legal title of these loans remains with a third party business currently in administration, over which the Group exerts control. A further smaller portfolio, CLC, which had previously been beneficially owned and which is now legally owned by the Group has similarly CCA regulated mortgage assets. An assessment has been made of the estimated discounted future cash flows expected to arise from both these portfolios of loans which forms the basis for the impairment provision. Sensitivities in respect of the impairment provision required for these portfolios are given in the Group's 2016 annual report and accounts.

The administration of the NMB MAC and CLC portfolios was brought in-house in December 2015.

**Insurance Risk:** Impairment assessments incorporate the insurance risk attaching to the Society's lifetime mortgage contracts, which are euro-denominated. The risk arises from a contractual term within the relevant mortgage contracts which in certain circumstances precludes the Society from pursuing the borrower or their estate for any shortfall on redemption. This risk is managed through oversight of the portfolio, including monitoring valuations, the assessment of redemptions and

# SUMMARY FINANCIAL STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2016

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provisioning policy. The insurance provision is a critical accounting estimate, as its assessment is based on expected future outcomes relating to the date on which an account redeems, expected to be on the death of the borrower, their move into care or through non-health related voluntary pre-payment. It is also affected by the assumptions made in relation to house price appreciation and depreciation. This means that the insurance risk provision can move by a material amount dependent upon these assumptions and market conditions.

**Liquidity Risk:** The Group's strategy is to maintain sufficient funds in unencumbered liquid form at all times to ensure that its liabilities can be met as they fall due. Regular stress testing of liquidity is undertaken by separately using 20 week and 3 month time horizons. The Group operates within closely monitored Board-approved liquidity policy limits, which are reviewed on a daily basis by the Group's Finance and Treasury departments, reported to the executive director every week and considered by the Board each month. During 2016, the Group continued to have a significant proportion of its liquid assets deposited with the Bank of England. It should be noted that, by holding greater proportions of liquidity in Bank of England deposits, (for regulatory purposes) liquidity yields are lower.

**Capital Risk:** In order to conserve capital, the Society has continued to curtail new lending. The Society has also continued to explore ways in which the regulatory capital position could be improved, including by the sale of assets.

The Society had significant headroom above its ICG in total capital terms as set by the PRA due to the Society's PIBS (that is Additional Tier 1 capital being amortised into Tier 2 capital) and subordinated debt (that is Tier 2 capital). However, the Society has a shortfall against the CET1 Combined Buffer requirement. The Society has continued to explore ways in which the CET1 regulatory capital position could be improved and a range of options was submitted in a Capital Conservation Plan to the PRA in October 2016. These options include improving the CET1 regulatory capital position by restructuring capital. At the request of the PRA, the Capital Conservation Plan is being revised and updated to reflect the 2016 results and review further the potential measures for addressing the shortfall to the CET1 capital requirements. The outcome and timing of the regulatory process is uncertain.

As a result of the shortfall against the CET1 Combined Buffer requirement together with the loss for the year, under CRD IV article 141, in order to conserve capital, the Society is prohibited from making the PIBS coupon payments due in April 2017. The Board considers that there continues to be uncertainty over the Society's ability to make coupon payments thereafter.

Owing to the financial position and challenges faced by the business there is a risk that the Society will not meet the regulatory requirement to hold 4.5% of CET1 capital against risk weighted assets in future. This potential risk is to be addressed in the revised and updated Capital Conservation Plan.

**Interest Rate Risk:** The Group's mortgage and savings products have different interest rate types and different maturities. This means that the Group is exposed to movements in interest rates. A movement in an external interest rate (e.g. Bank of England Base Rate or LIBOR) does not always affect every mortgage and savings product that the Society holds. The Society has more fixed rate mortgage products (notably its lifetime mortgages) than it has fixed rate savings products. Presently, there are no interest rate swaps in place. The interest rate risk position is monitored by the Risk Committee and the Board and is managed via the setting of internal policy limits and through the holding of an ascribed level of capital to mitigate the risk of interest rate movement. The Board has considered this risk by its review of financial projections under differing interest rate scenarios over the long term. The Group has a natural partial hedge provided by fixed coupons on capital and some savings.

# SUMMARY FINANCIAL STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2016

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

**Currency Risk:** The Group faces currency movement risks on its Euro denominated mortgage balances which represent 15% of total mortgage assets as at 31 December 2016. The exchange rate risk arising on these balances is managed and mitigated by transacting foreign exchange forwards. The exchange rate risk position is reported to the Asset and Liability Committee (ALCO) and Board each month.

**Economic Risk:** The Group faces the risk that its interest margin can become subjected to the pressure that is brought to bear from being an institution that is primarily funded through retail deposits. Within this market, there is great competition for attracting retail deposits at sustainable rates of interest. Market rates offered by retail institutions reduced following the launch of the Bank of England's Funding for Lending Scheme; however, there is a risk that as repayments are required under the Funding for Lending Scheme then there may be upward pressure on rates to prevent savings outflows.

The Society is also exposed to movements in the value of residential and commercial property in both its mortgage impairment provision requirements and those property assets held at fair value; the Society's investment property and the Group's head office building.

**Regulatory Risk:** As a regulated entity, the Group is exposed to risks arising from a failure to adhere to relevant regulation. In order to minimise this risk, the Group has deployed a number of risk management policies and procedures. In January 2017 the Risk Committee and Board approved a revised Risk Management Framework ("RMF"), which is designed around the present needs of the Society. The RMF includes the responsibilities of the Board, the Risk Committee, the Conduct Committee and Management as to how the Society meets, monitors and reports on its regulatory requirements. Oversight of Regulatory Risk is the responsibility of the Compliance function and is led by the Interim Chief Risk and Compliance Officer.

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

Within the NMB MAC and CLC portfolios instances of non-compliance with the CCA have been identified. Legal advice in this regard has been incorporated within the assessment of the estimate of discounted future cash flows expected to arise from these loans, which form the basis for the impairment provision.

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

Certain activities of the Group, particularly the NMB MAC and CLC second charge loan portfolios carry greater levels of conduct risk. The administration of the NMB MAC and CLC portfolios was brought in-

# SUMMARY FINANCIAL STATEMENT

## FOR THE YEAR ENDED 31 DECEMBER 2016

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house in December 2015 and following that transfer the historic conduct of these portfolios was reviewed in detail by management.

Following this review, and having incorporated legal advice received, the Group has maintained its customer redress provision at £1.7m (2015: £1.7m) to provide for instances of non-compliance with the CCA within the NMB MAC and CLC portfolios. The provision includes an estimate of the potential cost of interest refunds during periods of non-compliance and other costs associated with a customer redress exercise.

Although a detailed review of these portfolios has been carried out, there is no judicial certainty in the legal position and there is a risk that further conduct issues or cases of non-compliance with regulations could be identified in the future. As a result the actual results could differ materially from our estimates.

Provision has been made where the Group is aware of a specific conduct or regulatory issue and can estimate its impact reliably.

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### Diversity Matters

**Gender Analysis:** Below is a table summarising permanent, employed members of Staff and Directors by gender at 31 December 2016, with comparative positions for the previous year end:

|           | 31 December 2016 |        | 31 December 2015 |        |
|-----------|------------------|--------|------------------|--------|
|           | Male             | Female | Male             | Female |
| Directors | 5                | 1      | 5                | 1      |
| Staff     | 24               | 26     | 24               | 25     |
| Total     | 29               | 27     | 29               | 26     |

Given the size and scale of the Society's operations and its head count, it does not have any members of staff that would be considered for separate disclosure as "Senior Managers" in the above table.

### Social, Community and Human Rights Issues

**Stakeholders:** The Group's members, staff and other stakeholders are key to its success and it is committed to its policy of ensuring that all are treated fairly and equally at all times.

**Employees:** The Group's policies ensure that discrimination on the grounds of race, colour, religion, belief, nationality, ethnic origin, sex, sexual orientation, marital status, age, part time status and membership (or otherwise) of a trade union is not tolerated. Further, the Group also holds to its policy on disability, which is achieved via a wider policy approach to equal opportunity in the workplace. Training and development opportunities are presented to staff to

# SUMMARY FINANCIAL STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2016

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allow them to acquire relevant professional qualifications, which, in turn, assist the Group in achieving its goals.

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## Outlook

The medium to long term impact of the UK vote to leave the EU on UK government policy, the financial markets and the wider UK economy is unknown and this introduces additional uncertainty and risk which the Board will continue to monitor, in particular with regard to the Society's Spanish lifetime portfolio.

Completion of the remediation of the NMB MAC and CLC portfolios in 2017 is a priority for management as an important step towards either a disposal of those assets or a corporate transaction for the Society.

The Board will continue to take legal advice regarding the Society's claim for damages against the previous external auditors, Grant Thornton UK LLP, in the best interests of members. If the matter progresses to trial, the trial is unlikely to be before 2018.

The Society will continue to be managed in run-off for the foreseeable future and will carry on with discussions with the PRA with regard to the Capital Conservation Plan and the long term future of the Society. The capital position of the Society, in particular the shortfall against the CET1 combined buffer requirement and the risk of not meeting the regulatory requirement of holding 4.5% CET1 capital against risk weighted assets, will remain a focus for the Board. The requirement to submit a revised and updated Capital Conservation Plan to the PRA will include further consideration of a restructuring of capital that will reflect the current financial position of the Society and the material uncertainty regarding its long-term prospects.

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## Directors

|              |                         |
|--------------|-------------------------|
| J.P. Allen   | Non-executive director  |
| H.F. Baines  | Vice Chairman           |
| I.A. Dewar   | Non-executive director  |
| D.A. Harding | Chairman                |
| P.A. Lynch   | Interim Chief Executive |
| F.B. Smith   | Non-executive director  |

At the Annual General Meeting Mr Harding and Mr Allen will retire by rotation and being eligible, will offer themselves for re-election.

On 10 June 2016 P.A.Lynch was appointed Interim Chief Executive.

At the year-end no director had an interest in any shares or debentures of the Society or its connected undertakings.

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## Other matters

### Charitable & political donations

The Society made charitable donations totalling £1k (2015: £5k) during the year. No contributions were made for political purposes.

# SUMMARY FINANCIAL STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2016

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## Pillar 3 Disclosure

The Society's Pillar 3 disclosure can be located on its website.

## Supplier payment policy & practice

The Society's policy concerning the payment of its trade creditors is as follows:

- to agree the terms of payment with a supplier;
- to ensure that suppliers are aware of the terms of payment;
- to pay invoices in conformity with the Society's contractual and other legal obligations.

Trade creditors at 31 December 2016 amounted to 19 days of average supplies (2015: 3 days).

## Capital Requirements (Country-by-Country) Reporting

In compliance with the reporting obligations set out in Article 89 of the European Union's Capital Requirements Directive IV (CRD IV), which have been implemented in the UK by the Capital Requirements (Country-by-Country) Reporting Regulations, the Group will publish additional information in respect of the year ended 31 December 2016. This information will be included within the annual report and accounts and will be available on the Society's website: [www.themanchester.co.uk](http://www.themanchester.co.uk).

## Going Concern

The directors consider that it is appropriate for the accounts to be prepared on a going concern basis of accounting as fully explained in Note 1 on page 20 of the Group's 2016 annual report and accounts, which sets out the risks and uncertainties assessed as part of the preparation of the accounts.

The long term continuing operation of the Society and the Group is dependent on a successful return to lending to grow the balance sheet in order to maintain profitability and rebuild regulatory capital. At present the Society has insufficient capital to return to lending and continues to manage a long term run-off of the balance sheet.

The Board continues to develop options which individually or in combination are reasonably expected to secure the future of the Society, enable it to continue to meet capital requirements and improve the quality of its regulatory capital. These options include improving its CET1 capital position including through a restructuring of capital, or securing its future through merger or alternative means.

The Board expects to further develop these plans during 2017. These plans may involve third parties and as such carry execution risk. Although these represent material uncertainties which may cast significant doubt about the Society's and Group's ability to continue as a going concern in the longer term, in the Board's opinion the going concern basis is appropriate whilst there are potential options available.

In order to satisfy themselves that the Society and Group have adequate resources to continue to operate for the foreseeable future as a going concern, the directors have taken into account the following:

- The Group's underlying financial performance for the year ended 31 December 2016;
- The Group's current level of liquidity;
- The Group's financial position as at 31 December 2016, including the headroom above the Individual Capital Guidance in total capital terms as set by the PRA;
- The Group's financial projections for the next 2 years, in particular for income, expenditure, assets, liabilities, liquidity and regulatory capital, including sensitivity analysis.

# SUMMARY FINANCIAL STATEMENT

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FOR THE YEAR ENDED 31 DECEMBER 2016

These projections, based on a managed run-off of the balance sheet without a return to lending, indicate that the underlying operations of the Group, before costs associated with the development of its capital plans will be at a breakeven level in the short term. In the medium term it is likely that the net interest margin will be insufficient to cover operating costs and loan impairment charges, resulting in operating losses;

- An initial assessment of the potential impact of adopting IFRS 9 accounting for expected credit losses from 1 January 2018;
- The ongoing legal claim against and prospects of recovery from Grant Thornton UK LLP, the previous external auditors;
- The ongoing redress of customers in respect of the acquired NMB MAC and CLC portfolios;
- The challenge of addressing the shortfall to the CET1 Combined Buffer requirement and of continuing to meet the regulatory requirement to hold 4.5% CET1 capital against risk weighted assets;
- Ongoing discussions with the PRA and other stakeholders regarding the development of a plan to secure the future of the Society and its strategic direction;
- The operational risks faced by the Society to develop and deliver the strategic plans;
- The Group's principal risks and uncertainties as set out on pages 9 to 13.

Should there be a material stress event in the economy or to financial markets that adversely impacts the Society, or the current options available to the Society are shown to not be viable, then there is less certainty as to the going concern position of the Society.

Having due regard to these matters and after taking into consideration the material uncertainties above the Board continues to adopt the going concern basis of accounting in preparing the financial statements

## Independent Auditors

In accordance with Section 77 of the Building Societies Act 1986 a resolution for the re-appointment of PricewaterhouseCoopers LLP will be proposed at the Annual General Meeting.

On behalf of the Board of Directors

D.A. Harding  
Chairman  
13 March 2017

# SUMMARY FINANCIAL STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2016

| RESULTS FOR THE YEAR                                      | Group<br>2016<br>£000 | Group<br>2015<br>£000 | Society<br>2016<br>£000 | Society<br>2015<br>£000 |
|---|-----------------------|-----------------------|-------------------------|-------------------------|
| Net interest income                                       | 8,472                 | 8,548                 | 7,987                   | 8,979                   |
| Other income and charges                                  | 738                   | 511                   | 1,213                   | 943                     |
| Income from investments                                   | -                     | 745                   | -                       | 745                     |
| Fair value losses   | -                     | (46)                  | -                       | (46)                    |
| Administrative expenses                                   | (8,663)               | (6,841)               | (7,539)                 | (5,918)                 |
| <b>Operating profit before impairments and provisions</b> | <b>547</b>            | <b>2,917</b>          | <b>1,661</b>            | <b>4,703</b>            |
| Impairment losses   | (3,448)               | (3,219)               | (6,209)                 | (2,258)                 |
| Financial Services Compensation Scheme Levy               | (67)                  | (277)                 | (67)                    | (277)                   |
| <b>(Loss)/profit for the year before taxation</b>         | <b>(2,968)</b>        | <b>(579)</b>          | <b>(4,615)</b>          | <b>2,168</b>            |
| Taxation  | (382)                 | (4,295)               | (382)                   | (4,295)                 |
| <b>(Loss) for the year</b>                                | <b>(3,350)</b>        | <b>(4,874)</b>        | <b>(4,997)</b>          | <b>(2,127)</b>          |
| Payment to equity holders                                 | (338)                 | (675)                 | (338)                   | (675)                   |
| Tax credit on payment to equity holders                   | -                     | 135                   | -                       | 135                     |
| <b>Transfer to reserves</b>                               | <b>(3,688)</b>        | <b>(5,414)</b>        | <b>(5,335)</b>          | <b>(2,667)</b>          |

# SUMMARY FINANCIAL STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2016

| FINANCIAL POSITION AT THE END OF THE YEAR | Group<br>2016<br>£000 | Group<br>2015<br>£000 | Society<br>2016<br>£000 | Society<br>2015<br>£000 |
|---|-----------------------|-----------------------|-------------------------|-------------------------|
| Assets:                                   |                       |                       |                         |                         |
| Liquid assets                             | 82,120                | 76,773                | 81,991                  | 76,722                  |
| Mortgages                                 | 288,234               | 329,243               | 282,123                 | 322,067                 |
| Other loans                               | 1,218                 | 1,375                 | 1,218                   | 1,375                   |
| Derivative financial instruments          | 278                   | 403                   | 199                     | 403                     |
| Fixed and other assets                    | 10,454                | 8,782                 | 15,790                  | 16,450                  |
| <b>Total assets</b>                       | <b>382,304</b>        | <b>416,576</b>        | <b>381,321</b>          | <b>417,017</b>          |
| Liabilities:                              |                       |                       |                         |                         |
| Shares                                    | 315,391               | 324,630               | 315,391                 | 324,630                 |
| Borrowings                                | 24,753                | 46,959                | 24,753                  | 46,959                  |
| Other liabilities                         | 3,313                 | 3,414                 | 1,575                   | 1,505                   |
| Derivative financial instruments          | 1,641                 | 679                   | 1,641                   | 627                     |
| Subordinated capital                      | 14,200                | 14,200                | 14,200                  | 14,200                  |
| Subscribed capital                        | 5,000                 | 5,000                 | 5,000                   | 5,000                   |
| Subscribed capital ##                     | 9,788                 | 9,788                 | 9,788                   | 9,788                   |
| Profit participating deferred shares ##   | 17,461                | 17,461                | 17,461                  | 17,461                  |
| Accumulated losses ##                     | (9,243)               | (5,555)               | (8,488)                 | (3,153)                 |
| <b>Total equity and liabilities</b>       | <b>382,304</b>        | <b>416,576</b>        | <b>381,321</b>          | <b>417,017</b>          |
| ## Classifies as equity                   |                       |                       |                         |                         |

| SUMMARY OF KEY FINANCIAL RATIOS                                 | Group<br>2016<br>% | Group<br>2015<br>% | Society<br>2016<br>% | Society<br>2015<br>% |
|---|--------------------|--------------------|----------------------|----------------------|
| Gross capital as a percentage of shares and borrowings          | 10.94              | 11.01              | 11.16                | 11.65                |
| Liquid assets as a percentage of shares and borrowings          | 24.14              | 20.66              | 24.10                | 20.65                |
| (Loss)/profit for the year as a percentage of mean total assets | (0.84)             | (1.05)             | (1.25)               | (0.46)               |
| Management expenses as a percentage of mean total assets        | 2.17               | 1.48               | 1.89                 | 1.28                 |

# SUMMARY FINANCIAL STATEMENT

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FOR THE YEAR ENDED 31 DECEMBER 2016

## NOTES TO THE SUMMARY FINANCIAL STATEMENT

1. The Summary Financial Statement is prepared on both a Group and Society basis.
2. The gross capital ratio measures the proportion by which capital bears to shares and borrowings. Gross capital consists of retained losses, Permanent Interest Bearing Shares, Profit Participating Deferred Shares and qualifying subordinated liabilities.
3. The liquid assets ratio measures the proportion that assets held in the form of cash and short-term deposits bears to shares and borrowings. By their nature, liquid assets are readily realisable into cash and thereby enable the Group and Society to meet requests by its investors for withdrawals on their accounts, to make new mortgage loans to borrowers and to fund its business activities generally.
4. The loss for the year as a percentage of mean total assets measures the proportion that the loss after taxation for the year represents in relation to the average of total assets for the year.
5. The management expense ratio measures the proportion that administration expenses bears to the average of total assets during the year.

# INDEPENDENT AUDITORS' STATEMENT

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FOR THE YEAR ENDED 31 DECEMBER 2016

## INDEPENDENT AUDITORS' STATEMENT ON THE SUMMARY FINANCIAL STATEMENT TO THE MEMBERS OF MANCHESTER BUILDING SOCIETY

We have examined the Summary Financial Statement of Manchester Building Society (the 'Society') set out on pages 3 to 19, which comprises the Summary Directors' Report, Results for the Year, the Financial Position as at 31 December 2016, Summary of Key Financial Ratios and Notes to the Summary Financial Statement.

### **Respective responsibilities of directors and auditors**

The directors are responsible for preparing the Summary Financial Statement, in accordance with the Building Societies Act 1986.

Our responsibility is to report to you our opinion on the consistency of the Summary Financial Statement with the full Annual Accounts, the Annual Business Statement and the Directors' Report and its compliance with the relevant requirements of Section 76 of the Building Societies Act 1986 and the regulations made under it.

We also read the other information contained in the Summary Financial Report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the Summary Financial Statement. The other information comprises only the Summary Chairman's Statement, Summary Directors' Report, Summary Directors' Remuneration Report and the other items listed on the contents page.

This statement, including the opinion, has been prepared for and only for the Society's members as a body in accordance with Section 76 of the Building Societies Act 1986 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this statement is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

### **Basis of opinion**

Our examination involved agreeing the balances in the Summary Financial Statement to the full Annual Accounts. Our report on the Society's full Annual Accounts describes the basis of our audit opinion on those Annual Accounts, the Annual Business Statement and the Directors' Report.

### **Opinion**

In our opinion the Summary Financial Statement is consistent with the full Annual Accounts, the Annual Business Statement and the Directors' Report of Manchester Building Society for the year ended 31 December 2016 and complies with the applicable requirements of Section 76 of the Building Societies Act 1986, and the regulations made under it.

# INDEPENDENT AUDITORS' STATEMENT

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FOR THE YEAR ENDED 31 DECEMBER 2016

## **Emphasis of matter – Going concern**

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosures made with regards to going concern on pages 15 and 16 concerning the Society and Group's ability to continue as a going concern. The directors have set out the risks and uncertainties for the business given its continued run-off and the ongoing development of plans to secure the business. These conditions, along with the other matters explained with regards to going concern on pages 15 and 16, indicate the existence of a material uncertainty which may cast significant doubt about the Society and Group's ability to continue as a going concern. The financial statements do not include the adjustments that would result if the Society and Group were unable to continue as a going concern.

PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Manchester  
13 March 2017

# SUMMARY DIRECTORS' REMUNERATION REPORT

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## Introduction

The purpose of this report is to provide details of the Group's policy on the remuneration of its executive and non-executive directors and to explain the process for setting the level of directors' remuneration.

## Remuneration and Nominations Committee

The Remuneration and Nominations Committee is responsible for the remuneration policy for all of the directors; it also reviews the remuneration of certain managers. All recommendations made by the Remuneration and Nominations Committee are considered by the full Board. The Committee has regard to best practice as set out in the UK Corporate Governance Code and with the PRA Remuneration Code to the extent that it is relevant to the Society, given that the Society is a mutual institution.

## Executive directors

Remuneration levels are set for executive directors so as to reward and retain the skills and commitment necessary to manage the development of the Group within a competitive and challenging business sector. In accordance with best practice, the Remuneration and Nominations Committee reviews the remuneration arrangements for the executive directors on a periodic basis and compares their range of benefits to those available within similar organisations. The Committee's objective is to promote suitable risk management arrangements, avoiding remuneration structures that promote excessive risk taking.

The executives' remuneration arrangements include:

- salaries, reviewed by the Committee on an annual basis;
- membership of the Group personal pension scheme, on the same terms as other eligible employees of the Group;
- taxable benefits which include a car allowance and private health care.

Since 1 January 2011 there have been no bonus arrangements in place for any executive director.

No executive director holds a contract with a notice period of more than 12 months.

# SUMMARY DIRECTORS' REMUNERATION REPORT

## Executive directors

|                                   | Salary<br>£000 | Pension<br>Contributions<br>£000 | Benefits<br>£000 | Total<br>£000 |
|-----------------------------------|----------------|----------------------------------|------------------|---------------|
| <b>2016</b>                       |                |                                  |                  |               |
| C.W. Gee (resigned 31 March 2015) | -              | -                                | -                | -             |
| P.A. Lynch                        | 135            | 17                               | 11               | 163           |
|                                   | <u>135</u>     | <u>17</u>                        | <u>11</u>        | <u>163</u>    |
| <b>2015</b>                       |                |                                  |                  |               |
| C.W. Gee (resigned 31 March 2015) | 29             | 3                                | 3                | 35            |
| P.A. Lynch                        | 117            | 14                               | 11               | 142           |
|                                   | <u>146</u>     | <u>17</u>                        | <u>14</u>        | <u>177</u>    |

## Non-executive directors

Non-executive directors are remunerated by way of fees, which are recommended by the Remuneration and Nominations Committee to the Board on an annual basis. The level of fees is assessed on the basis of responsibility, experience, skill and time commitment and by comparison with other building societies and regional financial institutions.

Non-executive directors do not receive any other benefits; they do not have any pension arrangements through the Group.

A summary of the non-executive directors' remuneration is shown below:

|                                   | Fees<br>2016<br>£000 | Fees<br>2015<br>£000 |
|-----------------------------------|----------------------|----------------------|
| J.P. Allen                        | 29                   | 29                   |
| H.F. Baines                       | 36                   | 36                   |
| I.A. Dewar                        | 29                   | 29                   |
| D.A. Harding                      | 72                   | 72                   |
| F.B. Smith                        | 29                   | 29                   |
| J. Smith (resigned 29 April 2015) | -                    | 9                    |
|                                   | <u>195</u>           | <u>204</u>           |

Non-executive directors are not appointed under service contracts. Their appointment is terminable by 1 month's notice on either side. In the event of the Society merging with another society whilst D.A. Harding is the Chairman of the Board, he is entitled to 6 months fees under his letter of appointment.

# SUMMARY DIRECTORS' REMUNERATION REPORT

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## Total directors' emoluments

|                             | <b>2016</b> | <b>2015</b> |
|-----------------------------|-------------|-------------|
|                             | <b>£000</b> | <b>£000</b> |
| Executive directors         | 163         | 177         |
| Non-executive directors     | 195         | 204         |
| Total directors' emoluments | <u>358</u>  | <u>381</u>  |

## All directors

The Group does not make mortgage loans available to any director. The above arrangements applied throughout 2016.

# CONTACT DETAILS

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## Branch

Queens Court  
24 Queens Street  
Manchester  
M2 5HX

Telephone 0161 923 8065

## Agencies

Please see our website at: [www.themanchester.co.uk](http://www.themanchester.co.uk) for the most up to date list of our agencies

## Savings Customer Services

Telephone 0161 923 8065  
Fax 0161 923 8950

Post Manchester Building Society  
125 Portland Street  
Manchester  
M1 4QD

## Mortgage Customer Services

Telephone 0161 923 8030  
Fax 0161 923 8951

Post Manchester Building Society  
125 Portland Street  
Manchester  
M1 4QD









125 Portland Street  
Manchester M1 4QD  
Tel 0161 923 8000  
Fax 0161 923 8950  
Web [www.themanchester.co.uk](http://www.themanchester.co.uk)

*Authorised by the Prudential Regulation  
Authority and regulated by the Financial  
Conduct Authority and Prudential Regulation  
Authority*

*Member of the Building Societies Association*

*Member of the Council of Mortgage Lenders*