

# The Notes

## 1. Significant Accounting Policies

### (a) Reporting entity

Close Brothers Group plc ("the company"), a public limited company incorporated and domiciled in the UK, together with its subsidiaries (collectively, "the group"), operates through five (2019: five) operating segments: Commercial, Retail, Property, Asset Management and Securities, and is primarily located within the UK.

The company financial statements ("the company accounts") have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") and the Companies Act 2006, under the provision of the Large and Medium-sized Companies and Groups (Accounts and Financial Instruments: Recognition and Measurement Reports) Regulations 2008 (SI 2008/410).

As permitted by FRS 102, the company has chosen to adopt IFRS 9 Financial Instruments where applicable and taken advantage of the disclosure exemptions available under that standard in relation to the presentation of a cash flow statement, share-based payments and related party transactions. Where required, equivalent disclosures are given in the consolidated financial statements of the group. The company has also taken advantage of the exemption in section 408 of the Companies Act 2006 not to present its company income statement and related notes.

### (b) Compliance with International Financial Reporting Standards

The consolidated financial statements ("the consolidated accounts") have been prepared and approved by the directors in accordance with all relevant IFRSs as issued by the International Accounting Standards Board and interpretations issued by the IFRS Interpretations Committee endorsed by the EU.

#### Standards adopted during the year

The accounting policies applied this financial year are set out in this note and consistent with those of the previous financial year except in relation to the adoption of IFRS 16 Leases, which was effective from 1 August 2019.

IFRS 16 replaces IAS 17 Leases and introduces a new recognition model that recognises all leases on a lessee's balance sheet, subject to certain exemptions. As a result, there is no longer a distinction between finance and operating leases for lessees. However, lessor accounting is substantially unchanged.

IFRS 16 has been applied on a modified retrospective basis and comparative information has not been restated. The impact of the initial application of IFRS 16 is set out in note 30.

#### Future accounting developments

Minor amendments to IFRSs effective for the group from 1 August 2020 have been issued by the IASB. These amendments are expected to have no or an immaterial impact on the group.

### (c) Basis of preparation

The consolidated and company accounts have been prepared under the historical cost convention, except for the revaluation of financial assets and liabilities held at fair value through profit or loss, financial assets held at fair value through other comprehensive income and all derivative financial instruments ("derivatives").

The consolidated financial statements have been prepared in accordance with the Companies Act 2006 as applicable to companies using IFRS.

The financial statements are prepared on a going concern basis as disclosed in the Directors' Report.

### (d) Consolidation

#### Subsidiaries

Subsidiaries are all entities over which the group has control. The group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Such power generally accompanies a shareholding of more than one half of the voting rights. Subsidiaries are fully consolidated from the date on which the group effectively obtains control. They are de-consolidated from the date that control ceases.

The acquisition method of accounting is used to account for the acquisition of subsidiaries. Under the acquisition method of accounting, with some limited exceptions, the assets, liabilities and contingent liabilities of a subsidiary are measured at their fair values at the date of acquisition. Any non-controlling interest is measured either at fair value or at the non-controlling interest's proportion of the net assets acquired. Acquisition related costs are accounted for as expenses when incurred, unless directly related to the issue of debt or equity securities. Any excess of the cost of acquisition over net assets is capitalised as goodwill. All intra-group balances, transactions, income and expenses are eliminated.

### (e) Discontinued operations

The results of discontinued operations are shown as a single amount on the face of the consolidated income statement comprising the post-tax profit or loss of discontinued operations and the post-tax gain or loss recognised either on measurement to fair value less costs to sell or on the disposal of the discontinued operation. A discontinued operation is a CGU or a group of CGUs that either has been disposed of, or is classified as held for sale, and represents a separate major line of business or geographical area of operations, is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations or is a subsidiary acquired exclusively with a view to resale.

### (f) Foreign currency translation

For the company and those subsidiaries whose balance sheets are denominated in sterling, which is the company's functional and presentation currency, monetary assets and liabilities denominated in foreign currencies are translated into sterling at the closing rates of exchange at the balance sheet date. Foreign currency transactions are translated into sterling at the average rates of exchange over the year and exchange differences arising are taken to the consolidated income statement.

The balance sheets of subsidiaries denominated in foreign currencies are translated into sterling at the closing rates. The income statements for these subsidiaries are translated at the average rates and exchange differences arising are taken to equity. Such exchange differences are reclassified to the consolidated income statement in the period in which the subsidiary is disposed of.

### (g) Revenue recognition

#### Interest income

Interest on loans and advances made by the group, and fee income and expense and other direct costs relating to loan origination, restructuring or commitments are recognised in the consolidated income statement using the effective interest rate method.

The effective interest rate method applies a rate that discounts estimated future cash payments or receipts relating to a financial instrument to its net carrying amount. The cash flows take into account all contractual terms of the financial instrument including transaction costs and all other premiums or discounts but not future credit losses.

## The Notes continued

### 1. Significant Accounting Policies continued

#### Fees and commissions

Where fees that have not been included within the effective interest rate method are earned on the execution of a significant act, such as fees arising from negotiating or arranging a transaction for a third party, they are recognised as revenue when that act has been completed. Fees and corresponding expenses in respect of other services are recognised in the consolidated income statement as the right to consideration or payment accrues through performance of services. To the extent that fees and commissions are recognised in advance of billing they are included as accrued income or expense.

#### Dividends

Dividend income is recognised when the right to receive payment is established.

#### Gains less losses arising from dealing in securities

Net realised and unrealised gains arising from both buying and selling securities and from positions held in securities, including related interest income and dividends.

#### (h) Adjusted items

The consolidated income statement is presented on both a statutory and adjusted basis. The adjusted basis excludes exceptional items and amortisation of intangible assets on acquisition. Exceptional items are income and expense items that are material by size and/or nature and are non-recurring. The separate reporting of these items helps give an indication of the group's underlying performance. Amortisation of intangible assets on acquisition is excluded to present the performance of the group's acquired businesses consistent with its other businesses.

#### (i) Financial assets and liabilities (excluding derivatives)

##### Classification and measurement

Financial assets are classified at initial recognition on the basis of the business model within which they are managed and their contractual cash flow characteristics. The classification categories are amortised cost, fair value through other comprehensive income ("FVOCI") and fair value through profit or loss ("FVTPL").

Financial assets that are held to collect contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Initial recognition is at fair value plus directly attributable transaction costs. Interest income is accounted for using the effective interest rate method.

Financial assets that are held to collect contractual cash flows and for subsequent sale, where the assets' cash flows represent solely payments of principal and interest, are classified at fair value through other comprehensive income. Directly attributable transaction costs are added to the initial fair value. Gains and losses are recognised in other comprehensive income, except for impairment gains and losses, until the financial asset is either sold or matures, at which time the cumulative gain or loss is recognised in the income statement. Impairment gains and losses are recognised in the income statement.

Financial assets are classified at fair value through profit or loss where they do not meet the criteria to be measured at amortised cost or fair value through other comprehensive income or where they are designated at fair value through profit or loss to reduce an accounting mismatch. Financial assets at fair value through profit or loss are recognised at fair value. Transaction costs are not added to or deducted from the initial fair value, they are immediately recognised in profit or loss on initial recognition. Gains and losses that subsequently arise on changes in fair value are recognised in the income statement.

Financial liabilities are classified at initial recognition at amortised cost except for the following which are classified at fair value through profit or loss: derivatives; financial liabilities held for trading; and financial liabilities designated at fair value through profit or loss to eliminate an accounting mismatch.

Financial liabilities at amortised cost are measured at fair value less directly attributable transaction costs on initial recognition. Interest expense is accounted for using the effective interest rate method. Financial liabilities at fair value through profit or loss are measured at fair value on initial recognition. Transaction costs are not added to or deducted from the initial fair value, they are immediately recognised in profit or loss on initial recognition. Subsequent changes in fair value are recognised in the income statement except for financial liabilities designated at fair value through profit or loss, changes in fair value attributable to changes in credit risk are recognised in other comprehensive income.

The fair values of quoted financial assets or financial liabilities in active markets are based on bid or offer prices. If the market for a financial asset or financial liability is not active, or they relate to unlisted securities, the group establishes fair value by using valuation techniques. These include the use of recent arm's length transactions, discounted cash flow analysis and other valuation techniques commonly used by market participants.

#### Derecognition

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or where the group has transferred substantially all risks and rewards of ownership. If substantially all the risks and rewards have been neither retained nor transferred the assets continue to be recognised to the extent of the group's continuing involvement. Financial liabilities are derecognised when they are extinguished.

#### Modifications

The terms or cash flows of a financial asset or liability may be modified due to renegotiation or otherwise. If the terms or cash flows are substantially different to the original, then the financial asset or liability is derecognised and a new financial asset or liability is recognised at fair value. If the terms or cash flows are not substantially different to the original, then the financial asset carrying value is adjusted to reflect the present value of modified cash flows discounted at the original EIR. The adjustment is recognised within interest income on the income statement.

#### (j) Impairment of financial assets

##### Expected credit losses

In accordance with IFRS 9, expected credit losses are recognised for loans and advances to customers and banks, other financial assets held at amortised cost, financial assets measured at fair value through other comprehensive income, loan commitments and financial guarantee contracts. The impairment charge in the income statement includes the change in expected credit losses and fraud costs.

At initial recognition, financial assets are considered to be in Stage 1 and a provision is recognised for 12 months of expected credit losses. If a significant increase in credit risk since initial recognition occurs, these financial assets are considered to be in Stage 2 and a provision is made for the lifetime expected credit losses. As a backstop, all financial assets 30 days past due are considered to have experienced a significant increase in credit risk and are transferred to Stage 2.

A financial asset will remain classified as Stage 2 until the credit risk has improved such that it no longer represents a significant increase since origination and is returned to Stage 1. At a minimum this means that all payments must be up-to-date, the quantitative probability of default assessment trigger is no longer met, and the account is not evidencing qualitative assessment triggers.

When objective evidence exists that a financial asset is credit impaired, such as the occurrence of a credit default event or identification of an unlikelihood to pay indicator the financial asset is considered to be in Stage 3. As a backstop, all financial assets 90 days past due or more are considered to be credit impaired and transferred to Stage 3.

For certain portfolios, a cure definition is in operation where financial assets in Stage 3 can move back to Stage 2, subject to Stage 3 indicators no longer being in effect, and meeting the appropriate cure period. For other portfolios, financial assets will only be considered as cured once repaid or written off.

In all circumstances loans and advances to customers are written off against the related provisions when there are no reasonable expectations of further recovery following realisation of all associated collateral and available recovery actions against the customer. Subsequent recoveries of amounts previously written off decrease the amount of impairment losses recorded in the income statement.

The calculation of expected credit losses for loans and advances to customers, either on a 12-month or lifetime basis, is based on the probability of default ("PD"), the estimated exposure at default ("EAD") and the estimated loss given default ("LGD"), and includes forward-looking macroeconomic information where appropriate. The EAD and LGD are adjusted to account for the impact of discounting using the effective interest rate.

The PD represents the likelihood of a borrower defaulting on its financial obligation either over the next 12 months or over the remaining lifetime of the obligation. EAD is based on the amounts expected to be owed at the time of default. LGD represents an expectation of the extent of loss on a defaulted exposure after taking into account cash recoveries including the value of collateral held. Collateral value represents the value of charged assets and generally excludes any value attributed to financial guarantees.

Notwithstanding staging, the calculation of expected credit losses for receivables relating to operating lease assets and settlement balances is based on a simplified lifetime only expected credit loss approach.

Expected credit losses are assessed against actual loss experience via a series of provision adequacy reviews. These reviews also incorporate management judgement to ensure that our ECL coverage ratios are appropriate and actively monitored as such.

By their nature, limitations in the group's impairment models or input data may be identified through ongoing model monitoring and validation of models. In certain circumstances, management make appropriate adjustments to model-calculated expected credit losses. These adjustments are based on management judgements, to ensure the expected credit loss provision adequately reflects the expected outcome. These adjustments are generally determined by taking into account the attributes or risks of a financial asset which are not captured by existing impairment model outputs. Management adjustments are actively monitored, reviewed and incorporated into future model development where applicable.

During the second half of the financial year a monthly review has been conducted of the updated macroeconomic scenario assumptions, with the resultant incorporation of these into our models as the macroeconomic situation has evolved. In addition, the use and quantum of adjustments have increased to recognise the impact of Covid-19, which predominantly reflect the application of expert management judgement to determine the appropriate allocation of loan balances between Stages 1 and 2 and the review of provision coverage at the individual portfolio level. This approach

has incorporated our experience and knowledge of our customers, the sectors in which they operate, and the assets which we finance.

As a result, the charge incurred during the year represents a forward-looking estimate of credit losses under IFRS 9, based on information available at 31 July 2020 and considering the expert management judgement of our businesses. We will continue to refine our assumptions as updated macroeconomic forecasts become available and visibility on the performance of the loan book evolves.

Separate from the impact of Covid-19, during the year, a number of changes were made to the IFRS 9 models used for the calculation of expected credit losses in the Property and Motor Finance businesses. The changes were made to ensure modelled provisions better reflect future loss emergence, reducing the need for model adjustments. The impact of model changes to the expected credit loss provision are disclosed in note 11b.

#### (k) Settlement accounts

Settlement balance debtors and creditors are the amounts due to and from counterparties in respect of the group's market-making activities and are carried at amortised cost. The balances are short term in nature, do not earn interest and are recorded at the amount receivable or payable.

#### (l) Loans to and from money brokers against stock advanced

Loans to money brokers against stock advanced is the cash collateral provided to these institutions for stock borrowing by the group's market-making activities and is carried at amortised cost. Interest is paid on the stock borrowed and earned on the cash deposits advanced. The stock borrowing to which the cash deposits relate is short term in nature and is recorded at the amount receivable. Loans from money brokers against stock collateral provided are recorded at the amount payable. Interest is paid on the loans.

#### (m) Finance leases, operating leases and hire purchase contracts

##### Lessor

A finance lease is a lease or hire purchase contract that transfers substantially all the risks and rewards incidental to ownership of an asset to the lessee. Finance leases are recognised as loans at an amount equal to the gross investment in the lease discounted at its implicit interest rate. Finance charges on finance leases are taken to income in proportion to the net funds invested.

An operating lease is a lease that does not transfer substantially all the risks and rewards incidental to ownership of an asset to the lessee. Rental income from operating leases is recognised in equal instalments over the period of the leases and included in other income in the consolidated income statement.

##### Lessee

A lease liability and right of use asset are recognised on the balance sheet at the lease commencement date. The lease liability is measured at the present value of future lease payments. The discount rate is the rate implicit in the lease, or if that cannot be determined, the group's incremental borrowing rate appropriate for the right of use asset. The right of use asset is measured at cost, comprising the initial lease liability, payments made at or before the commencement date less lease incentives received, initial direct costs, and estimated costs of restoring the underlying asset to the condition required by the lease.

Lease payments are allocated between the liability and finance cost. The finance cost relating to the lease liability is charged to the consolidated income statement over the lease term. The right of use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight line basis.

## The Notes continued

### 1. Significant Accounting Policies continued

#### The following was applied in the previous financial year under IAS 17 Leases.

A finance lease is a lease or hire purchase contract that transfers substantially all the risks and rewards incidental to ownership of an asset to the lessee. Finance leases are recognised as loans at an amount equal to the gross investment in the lease discounted at its implicit interest rate. Finance charges on finance leases are taken to income in proportion to the net funds invested.

Rental costs under operating leases and hire purchase contracts are charged to the consolidated income statement in equal instalments over the period of the leases. Rental income from operating leases is recognised in equal instalments over the period of the leases and included in other income in the consolidated income statement.

#### (n) Sale and repurchase agreements and other secured lending and borrowings

Securities may be sold subject to a commitment to repurchase them. Such securities are retained on the consolidated balance sheet when substantially all the risks and rewards of ownership remain with the group. The transactions are treated as collateralised borrowing and the counterparty liability is included within loans and overdrafts from banks. Similar secured borrowing transactions, including securities lending transactions and collateralised short-term notes, are treated and presented in the same way. These secured financing transactions are initially recognised at fair value, and subsequently valued at amortised cost, using the effective interest rate method.

#### (o) Securitisation transactions

The group securitises its own financial assets via the sale of these assets to special purpose entities, which in turn issue securities to investors. All financial assets continue to be held on the group's consolidated balance sheet together with debt securities in issue recognised for the funding – see derecognition policy (i).

#### (p) Offsetting financial instruments

Financial assets and financial liabilities are offset and the net amount presented on the consolidated balance sheet if, and only if, there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis, or to realise an asset and settle the liability simultaneously.

#### (q) Derivatives and hedge accounting

In general, derivatives are used to minimise the impact of interest, currency rate and equity price changes to the group's financial instruments. They are carried on the consolidated balance sheet at fair value which is obtained from quoted market prices in active markets, including recent market transactions and discounted cash flow models.

On acquisition, certain derivatives are designated as a hedge and the group formally documents the relationship between these derivatives and the hedged item. The group also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivative is highly effective in offsetting changes in fair values or cash flows of hedged items. If a hedge was deemed partially ineffective but continues to qualify for hedge accounting, the amount of the ineffectiveness, taking into account the timing of the expected cash flows where relevant, would be recorded in the consolidated income statement. If the hedge is not, or has ceased to be, highly effective, the group discontinues hedge accounting.

For fair value hedges, changes in the fair value are recognised in the consolidated income statement, together with changes in the fair value of the hedged item. For cash flow hedges, the fair value gain or loss associated with the effective proportion of the cash flow hedge is recognised initially directly in equity and recycled to

the consolidated income statement in the period when the hedged item affects income.

#### (r) Intangible assets

Computer software (acquired and costs associated with development) and intangible assets on acquisition (excluding goodwill) are stated at cost less accumulated amortisation and provisions for impairment which are reviewed at least annually. Amortisation is calculated to write off their cost on a straight-line basis over the estimated useful lives as follows:

Computer software	3 to 5 years
Intangible assets on acquisition	8 to 20 years

Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is assessed annually for impairment and carried at cost less any accumulated impairment.

#### (s) Property, plant and equipment

Property, plant and equipment is stated at cost less accumulated depreciation and provisions for impairment which are reviewed at least annually. Depreciation is calculated to write off their cost on a straight-line basis over their estimated useful lives as follows:

Long leasehold property	40 years
Short leasehold property	Over the length of the lease
Fixtures, fittings and equipment	3 to 5 years
Assets held under operating leases	1 to 20 years
Motor vehicles	1 to 5 years

#### (t) Share capital

##### Share issue costs

Incremental costs directly attributable to the issue of new shares or options, including those issued on the acquisition of a business, are shown in equity as a deduction, net of tax, from the proceeds.

##### Dividends on ordinary shares

Dividends on ordinary shares are recognised in equity in the period in which they are paid or, if earlier, approved by shareholders.

##### Treasury shares

Where the company or any member of the group purchases the company's share capital, the consideration paid is deducted from shareholders' equity as treasury shares until they are cancelled. Where such shares are subsequently sold or reissued, any consideration received is included in shareholders' equity.

#### (u) Employee benefits

The group operates defined contribution pension schemes for eligible employees as well as a defined benefit pension scheme which is closed to new members and further accrual.

Under the defined contribution scheme the group pays fixed contributions into a fund separate from the group's assets. Contributions are charged in the consolidated income statement when they become payable.

The expected cost of providing pensions within the funded defined benefit scheme, determined on the basis of annual valuations using the projected unit method, is charged to the consolidated income statement. Actuarial gains and losses are recognised in full in the period in which they occur and recognised in other comprehensive income.

The retirement benefit obligation recognised in the balance sheet represents the present value of the defined benefit obligation, as adjusted for unrecognised past service cost, and as reduced by the fair value of scheme assets at the balance sheet date. Both the return on investment expected in the period and the expected financing cost of the liability, as estimated at the beginning of the

period, are recognised in the results for the period. Any variances against these estimates in the year form part of the actuarial gain or loss. The assets of the scheme are held separately from those of the group in an independently managed fund.

#### (v) Share-based payments to employees

At 31 July 2020, the group operates four share-based award schemes: the Deferred Share Awards ("DSA") scheme, the Long Term Incentive Plan ("LTIP"), the Share Matching Plan ("SMP"), and the HMRC approved Save As You Earn ("SAYE") scheme.

The costs of the awards granted under the DSA scheme are based on the salary of the individual at the time the award is made. The value of the share award at the grant date is charged to the group's consolidated income statement in the year to which the award relates.

The costs of LTIP, SMP and SAYE are based on the fair value of awards on the date of grant. Fair values of share-based awards are determined using the Black-Scholes pricing model, with the exception of fair values for market-based performance conditions, which are determined using Monte Carlo simulation. Both models take into account the exercise price of the option, the current share price, the risk-free interest rate, the expected volatility of the company's share price over the life of the option award and other relevant factors. For non-market-based performance conditions, vesting conditions are not taken into account when measuring fair value, but are reflected by adjusting the number of shares in each award such that the amount recognised reflects the number that are expected to, and then actually do, vest. The fair value is expensed in the consolidated income statement on a straight-line basis over the vesting period, with a corresponding credit to the share-based payments reserve. At the end of the vesting period, or upon exercise, lapse or forfeit if earlier, this credit is transferred to retained earnings. Further information on the group's schemes is provided in note 26 and in the Directors' Remuneration Report.

#### (w) Provisions and contingent liabilities

Provisions are recognised in respect of present obligations arising from past events where it is probable that outflows of resources will be required to settle the obligations and they can be reliably estimated.

Contingent liabilities are possible obligations whose existence depends on the outcome of uncertain future events or those present obligations where the outflows of resources are uncertain or cannot be measured reliably. Contingent liabilities are not recognised in the financial statements but are disclosed unless they are deemed remote.

#### (x) Taxes, including deferred taxes

Current tax is the expected tax payable on the taxable profit for the year. Taxable profit differs from net profit as reported in the consolidated income statement because it excludes items of income and expense that are taxable or deductible in other years and items that are never taxable or deductible. The group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

To enable the tax charge to be based on the profit for the year, deferred tax is provided in full on temporary timing differences, at the rates of tax expected to apply when these differences crystallise. Deferred tax assets are recognised only to the extent that it is probable that sufficient taxable profits will be available against which temporary differences can be set. Deferred tax liabilities are offset against deferred tax assets when there is both a legal right to set off and an intention to settle on a net basis.

#### (y) Cash and cash equivalents

For the purposes of the cash flow statement, cash and cash equivalents comprises cash and demand deposits with banks,

together with short-term highly liquid investments that are readily convertible to known amounts of cash.

#### (z) Segmental reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Executive Committee, which is considered the group's chief operating decision maker. All transactions between business segments are conducted on an arm's length basis, with intra-segment revenue and costs being eliminated on consolidation. Income and expenses directly associated with each segment are included in determining business segment performance.

### 2. Critical Accounting Estimates and Judgements

The reported results of the group are sensitive to the accounting policies, assumptions and estimates that underlie the preparation of its financial statements. UK company law and IFRS require the directors, in preparing the group's financial statements, to select suitable accounting policies, apply them consistently and make judgements and estimates that are reasonable. The group's estimates and assumptions are based on historical experience and expectations of future events and are reviewed on an ongoing basis.

#### Critical accounting judgements

In the application of the group's accounting policies, which are described in note 1, judgements that are considered by the board to have the most significant effect on the amounts in the financial statements are as follows.

#### Revenue recognition

Interest income is recognised using the effective interest rate method, which applies a rate that discounts estimated future cash payments or receipts relating to a financial instrument to their net carrying amount. The estimated future cash flows take into account all contractual terms and expected behavioural life of the financial instrument including transaction fees and costs and all other premiums or discounts but not future credit losses. Other fees and commissions are recognised as services are provided or on completion of the execution of a significant act.

Judgement is required in determining the fees and costs which are integral to the yield and recognised as interest income and in determining the period over which to recognise non-interest income.

#### Expected credit losses

At 31 July 2020 the group's expected credit loss provision was £238.7 million (31 July 2019: £104.3 million). The calculation of the group's expected credit loss provision under IFRS 9 requires the group to make a number of judgements, assumptions and estimates. The most significant are set out below.

#### Significant increase in credit risk

Assets are transferred from Stage 1 to Stage 2 when there has been a significant increase in credit risk since initial recognition. The assessment, which requires judgement, is unbiased, probability weighted and uses both actual and forward-looking information.

In general, the group assesses whether a significant increase in credit risk has occurred based on a quantitative and qualitative assessment, with a 30 day past due backstop. Due to the diverse nature of the group's lending businesses, the specific indicators of a significant increase in credit risk vary by business, and include some or all of the following factors. The credit risk of a financial asset is considered to have significantly increased when any of the following triggers are met:

- Quantitative assessment: the lifetime PD has increased by more than an agreed threshold relative to the equivalent at origination. Thresholds are based on a fixed number of risk grade

## The Notes continued

### 2. Critical Accounting Estimates and Judgements continued

- movements which are bespoke to the business to ensure that the increased risk since origination is appropriately captured;
- Qualitative assessment: events or observed behaviour indicate credit distress. This includes a wide range of information that is reasonably available including individual credit assessments of the financial performance of borrowers as appropriate during routine reviews, plus forbearance and watch list information; or
  - Backstop criteria: the 30 days past due backstop is met.

Due to the impact and complexity of Covid-19, and to reflect the ongoing uncertainty in the external environment, it has been necessary to enhance the approach to determining whether a significant increase in credit risk has occurred for certain loans. A number of enhancements have been made to the above mentioned staging approach to fully incorporate the effects of Covid-19 into the significant increase in credit risk assessment:

- A Covid-19 payment concession or loan extension has not in itself constituted a significant increase in credit risk (transfer to Stage 2). Instead Covid-19 related forbearance has been considered alongside usual indicators of a significant increase in credit risk, knowledge of recent customer payment history and whether the customer was up to date at the time of requesting such a concession.
- In line with regulatory guidance a distinction has been drawn between the impact of Covid-19 to consumers and businesses, with businesses expected to be more materially impacted in the short and medium term therefore influencing the staging of these loans. As a result the approach to determining a significant increase in credit risk has been applied at a divisional level:
  - Commercial: forbearance granted has been considered an indicator of a significant increase in credit risk, resulting in these exposures migrating to Stage 2;
  - Property: the vast majority of forbearance took the form of a fee concession or term extensions, which are considered a “business as usual” feature of the Residential Development book and have therefore not been considered an indicator of a significant increase in credit risk. These exposures have remained in Stage 1;
  - Retail: exposures have been assessed based on their status immediately prior to requesting forbearance; broadly, if up to date, the forbearance has not been considered an indicator of a significant increase in credit risk and the exposure has remained in Stage 1; if in arrears, the forbearance has been considered an indicator of a significant increase in credit risk and the exposure has migrated to Stage 2.

Note 28 sets out the group’s approach to Covid-19 related concessions.

#### Definition of default

The definition of default is an important building block for impairment models, and is considered a key judgement. A default is considered to have occurred if any unlikelihood to pay criteria are met or when a financial asset meets the 90 days past due backstop. These include an assessment of whether the borrower has significant financial difficulties which are expected to have a detrimental impact on their ability to pay interest or principal on the loan, and include events such as administration, insolvency, bankruptcy, distressed restructuring and fraud.

An asset is considered credit impaired when one or more events occur that have a detrimental impact on the estimated future cash flows of the financial asset. This comprises assets defined as defaulted and other individually assessed exposures where imminent default or actual loss is identified.

### Key sources of estimation uncertainty

At the balance sheet date, the directors consider that expected credit loss provisions are a key source of estimation uncertainty which, depending on a range of factors, could result in a material adjustment to the carrying amounts of assets and liabilities in the next financial year.

#### Expected credit losses

The accuracy of the expected credit loss calculation can be impacted by unpredictable effects or unanticipated changes to model assumptions, resulting in modelled risk parameters varying from actual outcomes observed. In addition, forecast errors could occur due to macroeconomic scenarios or weightings differing from actual outcomes observed. Regular model monitoring, validations and provision adequacy reviews are key mechanisms to manage estimation uncertainty. A representation of the core drivers of the macroeconomic scenarios that are deployed in our models is outlined on page 135. In some instances our underlying business expected credit loss models use a range of other macroeconomic metrics and assumptions which are linked to the underlying characteristics of the business.

#### Forward-looking information

Determining expected credit losses under IFRS 9 requires the incorporation of forward-looking macroeconomic information that is reasonable and supportable. To capture the effect of changes to the economic environment, the calculation of expected credit losses incorporates forward-looking information and assumptions linked to economic variables that impact losses in each portfolio. The introduction of macroeconomic information introduces additional volatility to provisions. In order to calculate forward-looking provisions, Moody’s Baseline and Alternative Scenarios are externally sourced and include forecast economic data and scenarios which are used to project potential credit conditions for each portfolio. Management exercises judgement in estimating future economic conditions which are incorporated into provisions through the modelling of these multiple scenarios.

Economic scenarios are assigned a probability weighting using a combination of quantitative analysis and expert judgement. Five different projected economic scenarios are currently considered to cover a range of possible outcomes, reflecting upside and downside relative to the baseline forecast economic conditions. The economic scenarios are generated to capture a range of possible economic outcomes to facilitate the calculation of unbiased and expected credit losses. Non-linearity of losses is considered by management when assessing provision adequacy at an individual portfolio level.

The impact of probability weighted forward-looking information varies across the group’s lending businesses because of the differing sensitivity of each portfolio to specific macroeconomic variables.

The Group Risk and Compliance Committee (“GRCC”) including the group chief executive officer, group finance director, group chief risk officer, chief credit risk officer, and head of treasury meets quarterly, to review and, if appropriate, agree changes to the economic scenarios and probability weightings assigned thereto. In light of the Covid-19 pandemic, the committee has discussed and assessed the suitability of the updated economic scenario forecasts and associated probability weighting on a monthly basis.

At 31 January 2020, the scenario weightings were maintained and consistent with the position at 31 July 2019, with 5% upside, 40% baseline, and 55% across the three downside scenarios. The scenarios at 31 January 2020 represented the benign economic environment prior to Covid-19, with GDP growth of 0.9% forecast for 2020, and unemployment of 4.3% under the baseline scenario.

Subsequently, as the effects of the Covid-19 pandemic began to be felt more acutely the Moody's forecasts were updated to reflect the deterioration in the economic outlook as a result of the Covid-19 pandemic and the weightings were also updated, to reflect the increased downside risk and ongoing uncertainty.

From 30 April 2020, the upside weighting was reduced to zero, baseline maintained at 40%, and additional weighting allocated to the more severe downside scenarios. Management believe that these weightings continue to appropriately reflect the prevailing macroeconomic challenges and uncertainties as at 31 July 2020, noting the narrow range in which the scenarios are operating.

Refreshed scenario forecasts have been deployed in the IFRS 9 macroeconomic models on a monthly basis since the start of the pandemic. As at year end, the latest baseline scenario forecasts GDP contraction of 8.5% in 2020, with unemployment of 7.1%. The baseline scenario forecasts economic recovery in Q2 2021, with positive GDP growth and falling unemployment.

The baseline Moody's scenario is based around a gradual reopening of the UK economy in the absence of a further national lockdown, with a combination of inflation remaining flat for several quarters, government-provided fiscal stimulus occurring in the second half of this year plus an expansion of quantitative easing to prevent rising borrowing costs.

The table below shows the key UK economic assumptions within each scenario, and the weighting applied to each at 31 July 2020. The numbers shown are the forecasts for 2020, 2021, and an average over the five-year period from 2020 to 2024. A further table is set out below to show the peak to trough range across the key metrics for the scenarios utilised over the five-year period.

These periods have been included as they demonstrate the short, medium and long-term outlook for the key macroeconomic indicators which form the fundamental basis of the scenario forecasts. Furthermore, this demonstrates the anticipated short-term severity of the recession, in addition to the gradual recovery that commences in 2021. On average, the portfolio has a residual maturity of 15 months, with c.98% of loan value having a maturity of five years or less.

The following tables show the forecasts for key metrics across the various scenarios for the next two years to demonstrate the short-term outlook deployed in the models. The weightings ascribed are the point in time weightings applied to each scenario at 31 July 2020.

	Baseline		Upside (strong)		Downside (mild)		Downside (moderate)		Downside (protracted)	
	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021
<b>At 31 July 2020</b>										
UK GDP Growth	(8.5%)	2.8%	(7.2%)	4.7%	(9.4%)	1.6%	(9.5%)	0.3%	(10.0%)	(0.6%)
UK Unemployment	7.1%	8.4%	6.8%	6.9%	7.4%	9.3%	7.8%	10.6%	7.9%	11.4%
HPI Growth	(6.9%)	(12.1%)	(5.9%)	(6.9%)	(7.7%)	(16.4%)	(8.8%)	(21.3%)	(9.3%)	(24.5%)
BoE Base Rate	0.2%	0.1%	0.3%	0.4%	0.2%	0.1%	0.2%	0.1%	0.2%	0.1%

	40%		0%		20%		25%		15%	
	Baseline		Upside (strong)		Downside (mild)		Downside (moderate)		Downside (protracted)	
	2019	2020	2019	2020	2019	2020	2019	2020	2019	2020
<b>At 31 July 2019</b>										
UK GDP Growth	1.3%	1.4%	1.6%	3.4%	0.9%	0.0%	0.7%	(1.7%)	0.5%	(3.1%)
UK Unemployment	3.9%	4.3%	3.8%	3.3%	4.0%	5.1%	4.1%	5.9%	4.2%	6.3%
HPI Growth	1.5%	0.9%	2.1%	5.4%	1.2%	(2.0%)	1.0%	(5.5%)	0.7%	(8.3%)
BoE Base Rate	0.8%	0.9%	0.8%	1.1%	0.6%	0.3%	0.5%	0.0%	0.4%	0.0%

	40%		5%		40%		10%		5%	
<b>Weighting</b>										

	5 year average (2020 – 2024)									
	Baseline		Upside (strong)		Downside (mild)		Downside (moderate)		Downside (protracted)	
<b>At 31 July 2020</b>										
UK GDP Growth	1.2%		1.8%		1.0%		0.7%		0.5%	
UK Unemployment	7.5%		6.3%		8.1%		9.4%		10.3%	
HPI Growth	(0.2%)		1.3%		(1.1%)		(3.2%)		(5.1%)	
BoE Base Rate	0.3%		0.8%		0.1%		0.1%		0.1%	

	40%		0%		20%		25%		15%	
<b>Weighting</b>										

	5 year average (2019 – 2023)									
	Baseline		Upside (strong)		Downside (mild)		Downside (moderate)		Downside (protracted)	
<b>At 31 July 2019</b>										
UK GDP Growth	1.5%		2.1%		1.2%		0.8%		0.3%	
UK Unemployment	4.7%		3.7%		5.3%		6.4%		7.2%	
HPI Growth	1.8%		3.7%		0.8%		(1.1%)		(3.0%)	
BoE Base Rate	1.1%		1.5%		0.6%		0.2%		0.1%	

	40%		5%		40%		10%		5%	
<b>Weighting</b>										

## The Notes continued

### 2. Critical Accounting Estimates and Judgements continued

The tables below provide a summary for the subsequent five-year period (31 July 2020 - 31 July 2024) of the peak to trough range of values of the key UK economic variables used within the economic scenarios at 31 July 2020 and 31 July 2019:

	Baseline		Upside (strong)		Downside (mild)		Downside (moderate)		Downside (protracted)	
	Peak	Trough	Peak	Trough	Peak	Trough	Peak	Trough	Peak	Trough
<b>At 31 July 2020</b>										
UK GDP Growth	13.2%	(12.3%)	17.4%	(10.5%)	10.5%	(12.4%)	8.9%	(13.1%)	7.3%	(14.0%)
UK Unemployment	8.5%	6.4%	8.3%	5.4%	9.4%	6.9%	10.7%	8.4%	11.7%	9.4%
HPI Growth	9.9%	(19.3%)	8.3%	(14.6%)	11.8%	(21.4%)	12.4%	(24.6%)	12.4%	(28.2%)
BoE Base Rate	0.8%	0.1%	1.4%	0.2%	0.1%	0.1%	0.1%	0.1%	0.1%	0.1%
<b>Weighting</b>	<b>40%</b>		<b>0%</b>		<b>20%</b>		<b>25%</b>		<b>15%</b>	
	Baseline		Upside (strong)		Downside (mild)		Downside (moderate)		Downside (protracted)	
	Peak	Trough	Peak	Trough	Peak	Trough	Peak	Trough	Peak	Trough
<b>At 31 July 2019</b>										
UK GDP Growth	1.7%	0.8%	3.9%	1.1%	2.1%	(0.6%)	2.5%	(2.0%)	2.5%	(3.6%)
UK Unemployment	5.0%	3.9%	3.8%	3.1%	5.6%	4.0%	7.2%	4.0%	8.4%	4.0%
HPI Growth	2.1%	0.3%	6.3%	0.8%	3.3%	(3.7%)	3.5%	(8.8%)	4.2%	(13.2%)
BoE Base Rate	1.5%	0.7%	2.0%	0.7%	1.1%	0.2%	0.6%	0.0%	0.4%	0.0%
<b>Weighting</b>	<b>40%</b>		<b>5%</b>		<b>40%</b>		<b>10%</b>		<b>5%</b>	

The expected credit loss provision is sensitive to judgement and estimations made with regard to the selection and weighting of multiple macroeconomic scenarios. As a result, management has assessed and considered the sensitivity of the provision as follows:

- For the majority of our portfolios the expected credit loss provision has been recalculated under the upside strong and downside protracted scenarios described on the prior page, applying a 100% weighting to each scenario in turn. The change in provision is driven by the movement in risk metrics under each scenario and resulting impact on stage allocation as well as the measurement of the resulting provision.
- For some loans within the Retail Division a specific sensitivity approach has been adopted to gauge short tenor loans' response to modelled macroeconomic forecasts. For these short tenor loans, PD has been extrapolated from emerging default rates and then proportionally scaled to reflect a sharp recovery in the upside scenario and a much slower recovery in a downside scenario.
- All sensitivity analysis excludes expected credit loss provisions and loans and advances to customers in Stage 3 because the measurement of expected credit losses in this population is considered more sensitive to credit factors specific to the borrower than macroeconomic scenarios.

Based on the above analysis, at 31 July 2020, application of weighting to the upside strong scenario would decrease the expected credit loss by £18.3 million whilst application to the downside protracted scenario would increase the expected credit loss by £23.7 million driven by the aforementioned changes in risk metrics and stage allocation of the portfolios.

When performing sensitivity analysis there is a high degree of estimation uncertainty. On this basis, 100% weighted expected credit loss provisions presented for the upside and downside scenarios should not be taken to represent the lower or upper range of possible and actual expected credit loss outcomes. The recalculated ECL provision for each of the scenarios should be read in the context of the sensitivity analysis as a whole and in conjunction with the narrative disclosures provided in note 28. The modelled impact presented is based on gross loans and advances to customers at 31 July 2020; it does not incorporate future changes relating to performance, growth or credit risk. In addition, given the change in the macroeconomic conditions, as well as the underlying modelled provisions, comparison between the sensitivity results at 31 July 2020 and 31 July 2019 is not appropriate.

The economic environment remains uncertain and future impairment charges may be subject to further volatility (including from changes to macroeconomic variable forecasts) depending on the length and severity of the Covid-19 pandemic, as well as the effectiveness of government support measures.

### 3. Segmental Analysis

The directors manage the group by class of business and present the segmental analysis on that basis. The group's activities are presented in five (2019: five) operating segments: Commercial, Retail, Property, Asset Management and Securities.

In the segmental reporting information that follows, Group consists of central functions as well as various non-trading head office companies and consolidation adjustments and is presented in order that the information presented reconciles to the consolidated income statement. The Group balance sheet primarily includes treasury assets and liabilities comprising cash and balances at central banks, debt securities, customer deposits and other borrowings.

Divisions continue to charge market prices for the limited services rendered to other parts of the group. Funding charges between segments take into account commercial demands. More than 90% of the group's activities, revenue and assets are located in the UK.

	Banking			Asset Management £ million	Securities £ million	Group £ million	Total £ million
	Commercial £ million	Retail £ million	Property £ million				
<b>Summary income statement for the year ended 31 July 2020</b>							
Net interest income/(expense)	180.0	194.0	120.9	(0.1)	(1.0)	0.2	494.0
Non-interest income/(expense)	66.6	24.4	0.1	128.3	152.9	(0.2)	372.1
Operating income	246.6	218.4	121.0	128.2	151.9	–	866.1
Administrative expenses	(126.2)	(110.8)	(28.2)	(102.4)	(100.7)	(21.7)	(490.0)
Depreciation and amortisation	(16.4)	(16.1)	(5.7)	(5.3)	(3.1)	(1.8)	(48.4)
Impairment losses on financial assets	(99.2)	(56.6)	(27.6)	(0.1)	(0.2)	–	(183.7)
Total operating expenses	(241.8)	(183.5)	(61.5)	(107.8)	(104.0)	(23.5)	(722.1)
<b>Adjusted operating profit/(loss)<sup>1</sup></b>	<b>4.8</b>	<b>34.9</b>	<b>59.5</b>	<b>20.4</b>	<b>47.9</b>	<b>(23.5)</b>	<b>144.0</b>
Amortisation of intangible assets on acquisition	(1.7)	(0.3)	–	(1.1)	–	–	(3.1)
<b>Operating profit/(loss) before tax from continuing operations</b>	<b>3.1</b>	<b>34.6</b>	<b>59.5</b>	<b>19.3</b>	<b>47.9</b>	<b>(23.5)</b>	<b>140.9</b>
<b>Profit before tax from discontinued operations</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>
<b>Operating profit/(loss) before tax</b>	<b>3.1</b>	<b>34.6</b>	<b>59.5</b>	<b>19.3</b>	<b>47.9</b>	<b>(23.5)</b>	<b>140.9</b>
External operating income/(expense)	302.2	261.8	147.0	128.3	151.9	(125.1)	866.1
Inter segment operating (expense)/income	(55.6)	(43.4)	(26.0)	(0.1)	–	125.1	–
Segment operating income	246.6	218.4	121.0	128.2	151.9	–	866.1

1 Adjusted operating profit/(loss) is stated before amortisation of intangible assets on acquisition, profit from discontinued operations and tax.

	Banking			Asset Management £ million	Securities £ million	Group <sup>2</sup> £ million	Total £ million
	Commercial £ million	Retail £ million	Property £ million				
<b>Balance sheet information at 31 July 2020</b>							
Total assets <sup>1</sup>	3,269.9	2,834.5	1,734.2	115.7	779.7	2,337.5	11,071.5
Total liabilities	–	–	–	54.8	707.6	8,859.5	9,621.9

1 Total assets for the Banking operating segments comprise the loan book and operating lease assets only.

2 Balance sheet includes £2,305.7 million assets and £8,930.1 million liabilities attributable to the Banking division primarily comprising the treasury balances described in the second paragraph of this note.

## The Notes continued

### 3. Segmental analysis continued

Equity is allocated across the group as set out below. Banking division equity, which is managed as a whole rather than on a segmental basis, reflects loan book and operating lease assets of £7,838.6 million, in addition to assets and liabilities of £2,305.7 million and £8,930.1 million respectively primarily comprising treasury balances which are included within the Group column above.

	Banking £ million	Asset Management £ million	Securities £ million	Group £ million	Total £ million
Equity	1,214.2	60.9	72.1	102.4	1,449.6

	Banking			Asset Management £ million	Securities £ million	Group £ million	Total £ million
	Commercial	Retail	Property				

#### Other segmental information for the year ended 31 July 2020

Employees (average number) <sup>1</sup>	1,215	1,080	176	699	281	70	3,521
---	-------	-------	-----	-----	-----	----	-------

<sup>1</sup> Banking segments are inclusive of a central function headcount allocation.

	Banking			Asset Management £ million	Securities £ million	Group £ million	Total £ million
	Commercial £ million	Retail £ million	Property £ million				
Summary income statement for the year ended 31 July 2019							
Net interest income/(expense)	176.7	199.8	129.8	0.1	(0.7)	–	505.7
Non-interest income/(expense)	73.2	23.4	(0.3)	120.3	94.1	–	310.7
Operating income	249.9	223.2	129.5	120.4	93.4	–	816.4
Administrative expenses	(128.6)	(113.9)	(30.2)	(96.6)	(71.7)	(24.9)	(465.9)
Depreciation and amortisation	(11.5)	(11.6)	(4.7)	(1.9)	(1.7)	(0.1)	(31.5)
Impairment (losses)/gains on financial assets	(23.3)	(25.2)	0.1	(0.1)	–	–	(48.5)
Total operating expenses	(163.4)	(150.7)	(34.8)	(98.6)	(73.4)	(25.0)	(545.9)
<b>Adjusted operating profit/(loss)<sup>1</sup></b>	86.5	72.5	94.7	21.8	20.0	(25.0)	270.5
Amortisation of intangible assets on acquisition	(1.6)	(0.3)	–	(3.9)	–	–	(5.8)
<b>Operating profit/(loss) before tax from continuing operations</b>	84.9	72.2	94.7	17.9	20.0	(25.0)	264.7
<b>Profit before tax from discontinued operations</b>	–	0.8	–	–	–	–	0.8
<b>Operating profit/(loss) before tax</b>	84.9	73.0	94.7	17.9	20.0	(25.0)	265.5
External operating income/(expense)	300.8	264.6	158.1	120.5	93.4	(121.0)	816.4
Inter segment operating (expense)/income	(50.9)	(41.4)	(28.6)	(0.1)	–	121.0	–
Segment operating income	249.9	223.2	129.5	120.4	93.4	–	816.4

<sup>1</sup> Adjusted operating profit/(loss) is stated before amortisation of intangible assets on acquisition, loss from discontinued operations and tax.

	Banking			Asset Management £ million	Securities £ million	Group <sup>2</sup> £ million	Total £ million
	Commercial £ million	Retail £ million	Property £ million				
Balance sheet information at 31 July 2019							
Total assets <sup>1</sup>	3,211.7	2,810.7	1,847.6	115.9	723.8	1,851.6	10,561.3
Total liabilities	–	–	–	59.1	652.6	8,443.2	9,154.9

1 Total assets for the Banking operating segments comprise the loan book and operating lease assets only.

2 Balance sheet includes £1,856.2 million assets and £8,533.6 million liabilities attributable to the Banking division primarily comprising the treasury balances described in the second paragraph of this note.

	Banking £ million	Asset Management £ million	Securities £ million	Group £ million	Total £ million
Equity <sup>1</sup>	1,192.6	56.8	71.2	85.8	1,406.4

1 Equity of the Banking division reflects loan book and operating lease assets of £7,870.0 million, in addition to assets and liabilities of £1,856.2 million and £8,533.6 million respectively primarily comprising treasury balances which are included within the Group column in the balance sheet information above.

	Banking			Asset Management	Securities	Group	Total
	Commercial	Retail	Property				
Other segmental information for the year ended 31 July 2019							
Employees (average number) <sup>1</sup>	1,117	1,048	180	672	274	64	3,355

1 Banking segments are inclusive of a central function headcount allocation.

#### 4. Operating Profit before Tax

	2020 £ million	2019 £ million
<b>Interest income</b>		
Cash and balances at central banks	5.2	6.2
Loans and advances to banks	0.3	0.5
Loans and advances to customers	619.9	623.1
Other interest income	3.7	5.8
	<b>629.1</b>	635.6
<b>Interest expense</b>		
Deposits by banks	(0.1)	(0.1)
Deposits by customers	(82.6)	(76.0)
Borrowings	(41.6)	(44.6)
Other interest expense	(10.8)	(9.2)
	<b>(135.1)</b>	(129.9)
<b>Net interest income</b>	<b>494.0</b>	505.7

	2020 £ million	2019 £ million
<b>Fee and commission income</b>		
Banking	92.3	93.6
Asset Management	128.6	120.3
Securities	9.3	11.0
	<b>230.2</b>	224.9
<b>Fee and commission expense</b>	<b>(17.6)</b>	(19.2)
<b>Net fee and commission income</b>	<b>212.6</b>	205.7

Fee income and expense (other than amounts calculated using the effective interest rate method) on financial instruments that are not at fair value through profit or loss were £92.3 million (2019: £93.6 million) and £15.4 million (2019: £17.1 million) respectively.

Fee income and expense arising from trust and other fiduciary activities amounted to £128.6 million (2019: £120.3 million) and £1.7 million (2019: £1.6 million) respectively.

## The Notes continued

### 4. Operating Profit before Tax continued

	2020 £ million	2019 £ million
<b>Other income</b>		
Operating lease assets rental income	69.1	64.4
Other	14.3	13.0
	<b>83.4</b>	<b>77.4</b>

	2020 £ million	2019 £ million
<b>Administrative expenses</b>		
Staff costs:		
Wages and salaries	269.2	241.3
Social security costs	36.6	34.6
Share-based awards	2.1	3.7
Pension costs	14.8	12.8
	<b>322.7</b>	<b>292.4</b>
Depreciation and amortisation	48.4	31.5
Other administrative expenses	167.3	173.5
	<b>538.4</b>	<b>497.4</b>

### 5. Information Regarding the Auditor

	2020 £ million	2019 £ million
<b>Fees payable</b>		
Audit of the company's annual accounts	0.2	0.2
Audit of the company's subsidiaries pursuant to legislation	1.8	1.2
Audit related services	0.5	0.5
Other services	-	0.1
	<b>2.5</b>	<b>2.0</b>

The auditor of the group was PricewaterhouseCoopers LLP (2019: PricewaterhouseCoopers LLP).

## 6. Taxation

	2020 £ million	2019 £ million
<b>Tax charged/(credited) to the income statement</b>		
Current tax:		
UK corporation tax	35.4	59.4
Foreign tax	0.2	1.3
Adjustments in respect of previous years	(10.0)	(0.9)
	<b>25.6</b>	59.8
Deferred tax:		
Deferred tax (credit)/charge for the current year	(3.1)	3.7
Adjustments in respect of previous years	8.9	0.9
	<b>31.4</b>	64.4
<b>Tax on items not (credited)/charged to the income statement</b>		
Current tax relating to:		
Share-based payments	(0.1)	(0.1)
Deferred tax relating to:		
Cash flow hedging	(0.6)	(1.5)
Defined benefit pension scheme	0.3	0.4
Financial instruments classified as fair value through other comprehensive income	(0.1)	–
Share-based payments	–	0.8
Currency translation (losses)/gains	(0.3)	0.4
Acquisitions	(0.2)	0.2
	<b>(1.0)</b>	0.2
<b>Reconciliation to tax expense</b>		
UK corporation tax for the year at 19.0% (2019: 19.0%) on operating profit	26.8	50.3
Effect of different tax rates in other jurisdictions	(0.2)	(0.2)
Disallowable items and other permanent differences	1.6	0.3
Banking surcharge	7.2	14.0
Deferred tax impact of increased tax rates	(2.9)	–
Prior year tax provision	(1.1)	–
	<b>31.4</b>	64.4

The standard UK corporation tax rate for the financial year is 19.0% (2019: 19.0%). However, an additional 8% surcharge applies to banking company profits as defined in legislation. The effective tax rate of 22.3% (2019: 24.3%) is above the UK corporation tax rate primarily due to the surcharge applying to most of the group's profits.

## The Notes continued

### 6. Taxation continued

Movements in deferred tax assets and liabilities were as follows:

	Capital allowances £ million	Pension scheme £ million	Share-based payments and deferred compensation £ million	Impairment losses £ million	Cash flow hedging £ million	Intangible assets £ million	Other £ million	Total £ million
<b>Group</b>								
At 1 August 2018	38.4	(1.1)	9.6	14.6	–	(4.1)	(0.3)	57.1
(Charge)/credit to the income statement	(3.3)	0.1	(0.5)	(1.9)	–	1.0	–	(4.6)
(Charge)/credit to other comprehensive income	(0.4)	(0.4)	–	–	1.5	–	–	0.7
Charge to equity	–	–	(0.8)	–	–	–	–	(0.8)
Acquisitions	–	–	–	–	–	(0.2)	–	(0.2)
At 31 July 2019	34.7	(1.4)	8.3	12.7	1.5	(3.3)	(0.3)	52.2
(Charge)/credit to the income statement	(3.5)	–	0.6	(3.2)	–	0.1	0.2	(5.8)
Credit/(charge) to other comprehensive income	0.3	(0.3)	–	–	0.6	–	0.1	0.7
Charge to equity	–	–	–	–	–	–	–	–
Acquisitions	–	–	–	–	–	–	0.2	0.2
<b>At 31 July 2020</b>	<b>31.5</b>	<b>(1.7)</b>	<b>8.9</b>	<b>9.5</b>	<b>2.1</b>	<b>(3.2)</b>	<b>0.2</b>	<b>47.3</b>

	Capital allowances £ million	Pension scheme £ million	Share-based payments and deferred compensation £ million	Total £ million
<b>Company</b>				
At 1 August 2018	0.2	(1.1)	2.9	2.0
Credit/(charge) to the income statement	–	0.1	(0.3)	(0.2)
Charge to statement of recognised gains and losses	–	(0.4)	–	(0.4)
At 31 July 2019	0.2	(1.4)	2.6	1.4
Charge to the income statement	(0.2)	–	(0.8)	(1.0)
Charge to statement of recognised gains and losses	–	(0.3)	–	(0.3)
<b>At 31 July 2020</b>	<b>–</b>	<b>(1.7)</b>	<b>1.8</b>	<b>0.1</b>

As the group has been and is expected to continue to be consistently profitable, the full deferred tax assets have been recognised.

### 7. Discontinued Operations and Non-Current Assets Held for Sale

On 1 January 2019, the group completed the sale of Close Brothers Retail Finance, which provides unsecured retail point of sale finance to consumers, to Klarna Bank AB. The transaction fulfilled the requirements of IFRS 5 to be classified as “discontinued operations” in the consolidated income statement.

The net assets of Close Brothers Retail Finance on 1 January 2019, the date of disposal, was £80.9 million, comprising largely of loans and advances to customers. In the 31 July 2018 consolidated balance sheet, net assets of £66.9 million relating to Close Brothers Retail Finance were presented as “held for sale”. No impairment has been recognised in relation to these net assets in the year.

#### Results of discontinued operations

	2020 £ million	2019 £ million
Operating income	–	3.7
Operating expenses	–	(4.2)
Impairment losses on financial assets	–	(1.6)
<b>Operating loss before tax</b>	<b>–</b>	<b>(2.1)</b>
Tax	–	0.5
Impairment of plant, property and equipment and intangible assets	–	–
<b>Loss after tax</b>	<b>–</b>	<b>(1.6)</b>
<b>Profit on disposal of discontinued operations, net of tax</b>	<b>–</b>	<b>2.7</b>
<b>Profit from discontinued operations</b>	<b>–</b>	<b>1.1</b>

## Cash flow from discontinued operations

	2020 £ million	2019 £ million
Net cash flow from operating activities	–	(16.1)
Net cash flow from investing activities	–	(0.3)

## 8. Earnings per Share

The calculation of basic earnings per share is based on the profit attributable to shareholders and the number of basic weighted average shares. When calculating the diluted earnings per share, the weighted average number of shares in issue is adjusted for the effects of all dilutive share options and awards.

	2020	2019
<b>Continuing operations</b>		
Basic	<b>72.8p</b>	133.5p
Diluted	<b>72.5p</b>	132.5p
Adjusted basic <sup>1</sup>	<b>74.5p</b>	136.7p
Adjusted diluted <sup>1</sup>	<b>74.2p</b>	135.7p
<b>Continuing and discontinued operations<sup>2</sup></b>		
Basic	<b>72.8p</b>	134.2p
Diluted	<b>72.5p</b>	133.2p

1 Excludes amortisation of intangible assets on acquisition and their tax effects.

2 Discontinued operations relate to 2019 only.

	2020 £ million	2019 £ million
<b>Profit attributable to shareholders</b>	<b>109.5</b>	201.6
Less profit/(loss) from discontinued operations, net of tax	–	1.1
<b>Profit attributable to shareholders on continuing operations</b>	<b>109.5</b>	200.5
Adjustments:		
Amortisation of intangible assets on acquisition	<b>3.1</b>	5.8
Tax effect of adjustments	<b>(0.5)</b>	(1.0)
<b>Adjusted profit attributable to shareholders on continuing operations</b>	<b>112.1</b>	205.3

	2020 million	2019 million
<b>Average number of shares</b>		
<b>Basic weighted</b>	<b>150.4</b>	150.2
Effect of dilutive share options and awards	<b>0.7</b>	1.1
<b>Diluted weighted</b>	<b>151.1</b>	151.3

## 9. Dividends

	2020 £ million	2019 £ million
<b>For each ordinary share</b>		
Final dividend for previous financial year paid in November 2019: 44.0p (2018: 42.0p)	<b>65.8</b>	62.7
Interim dividend for current financial year paid in April 2020: 0.0p (2019: 22.0p)	–	32.8
	<b>65.8</b>	95.5

A final dividend relating to the year ended 31 July 2020 of 40.0p, amounting to an estimated £59.8 million, is proposed. This final dividend, which is due to be paid on 24 November 2020 to shareholders on the register at 16 October 2020, is not reflected in these financial statements.

## 10. Loans and Advances to Banks

	On demand £ million	Within three months £ million	Between three months and one year £ million	Between one and two years £ million	Between two and five years £ million	Total £ million
<b>At 31 July 2020</b>	<b>98.5</b>	<b>12.0</b>	<b>10.3</b>	<b>2.9</b>	<b>2.1</b>	<b>125.8</b>
At 31 July 2019	93.4	0.4	1.9	10.3	2.9	108.9

## The Notes continued

### 11. Loans and Advances to Customers

The following table sets out a maturity analysis of loans and advances to customers. At 31 July 2020 loans and advances to customers with a maturity of two years or less was £6,031.6 million representing 76.8% (31 July 2019: 78.4%) of total loans and advances to customers:

	On demand £ million	Within three months £ million	Between three months and one year £ million	Between one and two years £ million	Between two and five years £ million	After more than five years £ million	Total gross loans and advances to customers £ million	Impairment provisions £ million	Total net loans and advances to customers £ million
<b>At 31 July 2020</b>	<b>78.1</b>	<b>2,174.0</b>	<b>2,348.2</b>	<b>1,431.3</b>	<b>1,680.5</b>	<b>143.3</b>	<b>7,855.4</b>	<b>(238.7)</b>	<b>7,616.7</b>
At 31 July 2019	80.7	2,288.8	2,381.0	1,332.0	1,556.3	115.1	7,753.9	(104.3)	7,649.6

#### (a) Loans and advances to customers and impairment provisions by stage

Gross loans and advances to customers by stage and the corresponding impairment provisions and provision coverage ratios are set out below:

	Stage 2			Total £ million	Stage 3 £ million	Total £ million
	Stage 1 £ million	Less than 30 days past due £ million	Greater than or equal to 30 days past due £ million			
<b>At 31 July 2020</b>						
<b>Gross loans and advances to customers</b>						
Commercial	1,913.4	1,110.9	21.1	1,132.0	126.4	3,171.8
Retail	2,604.9	208.1	49.4	257.5	43.4	2,905.8
Property	1,388.3	125.3	59.4	184.7	204.8	1,777.8
	<b>5,906.6</b>	<b>1,444.3</b>	<b>129.9</b>	<b>1,574.2</b>	<b>374.6</b>	<b>7,855.4</b>
<b>Impairment provisions</b>						
Commercial	18.1	59.9	1.5	61.4	44.3	123.8
Retail	28.4	11.1	7.5	18.6	24.3	71.3
Property	11.1	6.6	0.7	7.3	25.2	43.6
	<b>57.6</b>	<b>77.6</b>	<b>9.7</b>	<b>87.3</b>	<b>93.8</b>	<b>238.7</b>
<b>Provision coverage ratio</b>						
Commercial	0.9%	5.4%	7.1%	5.4%	35.0%	3.9%
Retail	1.1%	5.3%	15.2%	7.2%	56.0%	2.5%
Property	0.8%	5.3%	1.2%	4.0%	12.3%	2.5%
	<b>1.0%</b>	<b>5.4%</b>	<b>7.5%</b>	<b>5.5%</b>	<b>25.0%</b>	<b>3.0%</b>

	Stage 2			Total £ million	Stage 3 £ million	Total £ million
	Stage 1 £ million	Less than 30 days past due £ million	Greater than or equal to 30 days past due £ million			
<b>At 31 July 2019</b>						
<b>Gross loans and advances to customers</b>						
Commercial	2,647.7	293.1	17.6	310.7	84.7	3,043.1
Retail	2,577.1	239.3	4.9	244.2	26.5	2,847.8
Property	1,639.2	43.2	105.6	148.8	75.0	1,863.0
	<b>6,864.0</b>	<b>575.6</b>	<b>128.1</b>	<b>703.7</b>	<b>186.2</b>	<b>7,753.9</b>
<b>Impairment provisions</b>						
Commercial	12.5	10.8	1.1	11.9	27.4	51.8
Retail	10.4	11.2	0.5	11.7	15.0	37.1
Property	2.0	1.9	1.6	3.5	9.9	15.4
	<b>24.9</b>	<b>23.9</b>	<b>3.2</b>	<b>27.1</b>	<b>52.3</b>	<b>104.3</b>
<b>Provision coverage ratio</b>						
Commercial	0.5%	3.7%	6.3%	3.8%	32.3%	1.7%
Retail	0.4%	4.7%	10.2%	4.8%	56.6%	1.3%
Property	0.1%	4.4%	1.5%	2.4%	13.2%	0.8%
	<b>0.4%</b>	<b>4.2%</b>	<b>2.5%</b>	<b>3.9%</b>	<b>28.1%</b>	<b>1.3%</b>

Stage 1 loans and advances to customers have fallen during the year to £5,906.6 million (31 July 2019: £6,864.0 million), primarily as a result of migrations to Stages 2 and 3 during the second half of the year due to both macroeconomic and case-specific effects associated with Covid-19. Those same factors drove an increase in the Stage 1 impairment provisions to £57.6 million (31 July 2019: £24.9 million), which in turn increased the provision coverage ratio to 1.0% (31 July 2019: 0.4%).

Stage 2 loans and advances to customers increased by £870.5 million to £1,574.2 million (31 July 2019: £703.7 million) across all segments following an increased incidence of a significant increase in credit risk, as a result of the macroeconomic environment and its effect on our customers, reflective of our forbearance and associated staging detailed on page 134. Those same factors drove an increase in the Stage 2 impairment provisions to £87.3 million (31 July 2019: £27.1 million), which in turn increased the provision coverage ratio to 5.5% (31 July 2019: 3.9%).

Stage 3 loans and advances to customers similarly increased by £188.4 million to £374.6 million (31 July 2019: £186.2 million) with migrations occurring across all of our portfolios primarily in the wake of the effects of Covid-19, and Stage 3 impairment provisions increased to £93.8 million (31 July 2019: £52.3 million). Stage 3 Property exposures carry lower provision coverage than those in Retail and Commercial, reflecting the lower likelihood of loss. Property exposures comprise a greater proportion of total Stage 3 exposures than at 31 July 2019, and this has therefore resulted in a slight decrease in the provision coverage ratio for this population to 25.0% (31 July 2019: 28.1%).

All of the above resulted in an increase in the total provision coverage ratio to 3.0% (31 July 2019: 1.3%).

#### (b) Reconciliation of loans and advances to customers and impairment provisions

Reconciliations of gross loans and advances to customers and associated impairment provisions are set out below.

New financial assets originate in Stage 1 only, and the amount presented represents the value at origination.

Subsequently, a loan may transfer between stages, and the presentation of such transfers is based on a comparison of the loan at the beginning of the year (or at origination if this occurred during the year) and the end of the year (or just prior to final repayment or write off).

Repayments relating to loans which transferred between stages during the year are presented within the transfers between stages lines. All other repayments are presented in a separate line.

ECL model methodologies may be updated or enhanced from time to time and the impacts of such changes are presented on a separate line. Enhancements to our model suite during the course of the financial year are a contributory factor to ECL movements and such factors have been taken into consideration when assessing any required adjustments to modelled output and ensuring appropriate provision coverage levels.

A loan is written off when there is no reasonable expectation of further recovery following realisation of all associated collateral and available recovery actions against the customer.

	Stage 1 £ million	Stage 2 £ million	Stage 3 £ million	Total £ million
<b>Gross loans and advances to customers</b>				
At 1 August 2019	<b>6,864.0</b>	<b>703.7</b>	<b>186.2</b>	<b>7,753.9</b>
New financial assets originated	<b>5,859.1</b>	<b>–</b>	<b>–</b>	<b>5,859.1</b>
Transfers to Stage 1	<b>105.4</b>	<b>(164.7)</b>	<b>(14.3)</b>	<b>(73.6)</b>
Transfers to Stage 2	<b>(2,206.1)</b>	<b>1,670.5</b>	<b>(0.8)</b>	<b>(536.4)</b>
Transfers to Stage 3	<b>(303.0)</b>	<b>(157.9)</b>	<b>365.9</b>	<b>(95.0)</b>
Net transfers between stages and repayments <sup>1</sup>	<b>(2,403.7)</b>	<b>1,347.9</b>	<b>350.8</b>	<b>(705.0)</b>
Repayments while stage remained unchanged and final repayments	<b>(4,511.7)</b>	<b>(386.5)</b>	<b>(57.8)</b>	<b>(4,956.0)</b>
Changes to model methodologies	<b>100.9</b>	<b>(89.4)</b>	<b>(11.5)</b>	<b>–</b>
Write offs	<b>(2.0)</b>	<b>(1.5)</b>	<b>(93.1)</b>	<b>(96.6)</b>
<b>At 31 July 2020</b>	<b>5,906.6</b>	<b>1,574.2</b>	<b>374.6</b>	<b>7,855.4</b>

## The Notes continued

### 11. Loans and Advances to Customers continued

	Stage 1 £ million	Stage 2 £ million	Stage 3 £ million	Total £ million
<b>Gross loans and advances to customers</b>				
At 1 August 2018	6,479.2	597.3	260.1	7,336.6
New financial assets originated	5,856.4	–	–	5,856.4
Transfers to Stage 1	204.6	(195.3)	(65.1)	(55.8)
Transfers to Stage 2	(918.4)	791.5	(11.3)	(138.2)
Transfers to Stage 3	(249.9)	(126.7)	315.4	(61.2)
Net transfers between stages and repayments <sup>1</sup>	(963.7)	469.5	239.0	(255.2)
Repayments while stage remained unchanged and final repayments	(4,573.0)	(369.3)	(134.8)	(5,077.1)
Changes to model methodologies	86.5	23.0	(109.5)	–
Write offs	(21.4)	(16.8)	(68.6)	(106.8)
<b>At 31 July 2019</b>	<b>6,864.0</b>	<b>703.7</b>	<b>186.2</b>	<b>7,753.9</b>

<sup>1</sup> Repayments relate only to financial assets which transferred between stages during the year. Other repayments are shown in the line below.

The gross carrying amount before modification of loans and advances to customers which were modified during the year while in Stage 2 or 3 was £689.4 million (2019: £275.0 million). A loss of £3.4 million (2019: £nil) was recognised as a result of these modifications. The loss relating to all loans which were modified during the year was £5.9 million. The gross carrying amount at 31 July 2020 of modified loans and advances to customers which transferred from Stage 2 or 3 to Stage 1 during the year was £52.8 million (31 July 2019: £55.4 million).

	Stage 1 £ million	Stage 2 £ million	Stage 3 £ million	Total £ million
<b>Impairment provisions on loans and advances to customers</b>				
At 1 August 2019	<b>24.9</b>	<b>27.1</b>	<b>52.3</b>	<b>104.3</b>
New financial assets originated	<b>28.1</b>	–	–	<b>28.1</b>
Transfers to Stage 1	<b>0.9</b>	<b>(4.1)</b>	<b>(0.1)</b>	<b>(3.3)</b>
Transfers to Stage 2	<b>(13.9)</b>	<b>69.1</b>	<b>(0.1)</b>	<b>55.1</b>
Transfers to Stage 3	<b>(2.5)</b>	<b>(8.5)</b>	<b>82.9</b>	<b>71.9</b>
Net remeasurement of expected credit losses arising from transfers between stages and repayments <sup>1</sup>	<b>(15.5)</b>	<b>56.5</b>	<b>82.7</b>	<b>123.7</b>
Repayments and ECL movements while stage remained unchanged and final repayments	<b>3.6</b>	<b>3.0</b>	<b>(0.3)</b>	<b>6.3</b>
Changes to model methodologies	<b>16.9</b>	<b>1.3</b>	<b>(3.6)</b>	<b>14.6</b>
Charge to the income statement	<b>33.1</b>	<b>60.8</b>	<b>78.8</b>	<b>172.7</b>
Write offs	<b>(0.4)</b>	<b>(0.6)</b>	<b>(37.3)</b>	<b>(38.3)</b>
<b>At 31 July 2020</b>	<b>57.6</b>	<b>87.3</b>	<b>93.8</b>	<b>238.7</b>

	Stage 1 £ million	Stage 2 £ million	Stage 3 £ million	Total £ million
<b>Impairment provisions on loans and advances to customers</b>				
At 31 July 2018				39.1
IFRS 9 transition				58.2
At 1 August 2018	23.7	24.8	48.8	97.3
New financial assets originated	26.5	–	–	26.5
Transfers to Stage 1	1.0	(4.4)	(0.4)	(3.8)
Transfers to Stage 2	(6.4)	20.8	(0.2)	14.2
Transfers to Stage 3	(2.1)	(4.7)	48.2	41.4
Net remeasurement of expected credit losses arising from transfers between stages and repayments <sup>1</sup>	(7.5)	11.7	47.6	51.8
Repayments and ECL movements while stage remained unchanged and final repayments	(17.5)	(7.5)	(11.4)	(36.4)
Changes to model methodologies	–	–	(0.3)	(0.3)
Charge to the income statement	1.5	4.2	35.9	41.6
Write offs	(0.3)	(1.9)	(32.4)	(34.6)
<b>At 31 July 2019</b>	<b>24.9</b>	<b>27.1</b>	<b>52.3</b>	<b>104.3</b>

<sup>1</sup> Repayments relate only to financial assets which transferred between stages during the year. Other repayments are shown in the line below.

	2020 £ million	2019 £ million
Impairment losses relating to loans and advances to customers:		
Charge to income statement arising from movement in impairment provisions	172.7	41.6
Amounts written off directly to income statement, net of recoveries and other costs	7.8	5.8
	<b>180.5</b>	47.4
Impairment losses relating to other financial assets	3.2	1.1
<b>Impairment losses on financial assets recognised in income statement</b>	<b>183.7</b>	48.5

The contractual amount outstanding at 31 July 2020 on financial assets that were written off during the period and are still subject to recovery activity is £12.4 million (31 July 2019: £12.7 million).

#### (c) Finance lease and hire purchase agreement receivables

	2020 £ million	2019 £ million
<b>Loans and advances to customers comprise</b>		
Hire purchase agreement receivables	2,998.0	2,927.6
Finance lease receivables	474.8	453.1
Other loans and advances	4,143.9	4,268.9
<b>At 31 July</b>	<b>7,616.7</b>	7,649.6

The following table shows a reconciliation between gross investment in finance lease and hire purchase agreement receivables to present value of minimum lease and hire purchase payments:

	2020 £ million	2019 £ million
Gross investment in finance leases and hire purchase agreement receivables due:		
One year or within one year	1,461.1	1,408.2
One to two years	1,520.6	1,519.8
Two to three years	660.3	606.4
Three to four years	309.9	282.9
Four to five years	102.7	84.5
More than five years	72.0	73.3
	<b>4,126.6</b>	3,975.1
Unearned finance income	<b>(546.6)</b>	(531.0)
Present value of minimum lease and hire purchase agreement payments	<b>3,580.0</b>	3,444.1
Of which due:		
One year or within one year	1,267.9	1,218.9
One to two years	1,320.7	1,319.2
Two to three years	573.8	527.2
Three to four years	268.7	245.5
Four to five years	88.6	73.3
More than five years	60.3	60.0
	<b>3,580.0</b>	3,444.1

The aggregate cost of assets acquired for the purpose of letting under finance leases and hire purchase agreements was £6,183.4 million (2019: £6,060.4 million). The average effective interest rate on finance leases approximates to 10.2% (2019: 9.4%). The present value of minimum lease and hire purchase agreement payments reflects the fair value of finance lease and hire purchase agreement receivables before deduction of impairment provisions.

## The Notes continued

### 12. Debt Securities

	Fair value through profit or loss £ million	Fair value through other comprehensive income £ million	Amortised cost £ million	Total £ million
Long trading positions in debt securities	24.4	–	–	24.4
Certificates of deposit	–	–	285.9	285.9
Sovereign and central bank debt	–	72.2	–	72.2
<b>At 31 July 2020</b>	<b>24.4</b>	<b>72.2</b>	<b>285.9</b>	<b>382.5</b>

	Fair value through profit or loss £ million	Fair value through other comprehensive income £ million	Amortised cost £ million	Total £ million
Long trading positions in debt securities	25.4	–	–	25.4
Certificates of deposit	–	–	240.7	240.7
Sovereign and central bank debt	–	48.3	–	48.3
At 31 July 2019	25.4	48.3	240.7	314.4

Movements on the book value of sovereign and central bank debt comprise:

	2020 £ million	2019 £ million
Sovereign and central bank debt at 1 August	48.3	44.5
Additions	22.7	–
Currency translation differences	(0.8)	1.0
Movement in value	2.0	2.8
Sovereign and central bank debt at 31 July	72.2	48.3

### 13. Equity Shares

	31 July 2020 £ million	31 July 2019 £ million
Long trading positions	29.2	35.3
Other equity shares	0.8	1.0
	<b>30.0</b>	<b>36.3</b>

### 14. Derivative Financial Instruments

The group enters into derivative contracts with a number of financial institutions to minimise the impact of interest and currency rate changes to its financial instruments. The group's total derivative asset and liability position as reported on the consolidated balance sheet is as follows:

	31 July 2020			31 July 2019		
	Notional value £ million	Assets £ million	Liabilities £ million	Notional value £ million	Assets £ million	Liabilities £ million
Exchange rate contracts	99.2	1.0	0.4	260.5	1.2	5.6
Interest rate contracts	3,132.8	38.9	20.4	2,836.7	28.9	15.0
	<b>3,232.0</b>	<b>39.9</b>	<b>20.8</b>	3,097.2	30.1	20.6

Notional amounts of interest rate contracts totalling £2,130.2 million (31 July 2019: £2,282.7 million) have a residual maturity of more than one year.

Included in the derivatives above are the following cash flow and fair value hedges:

	31 July 2020			31 July 2019		
	Notional value £ million	Assets £ million	Liabilities £ million	Notional value £ million	Assets £ million	Liabilities £ million
<b>Cash flow hedges</b>						
Interest rate contracts	747.1	–	8.4	735.7	0.2	6.1
<b>Fair value hedges</b>						
Interest rate contracts	1,234.3	35.3	7.9	1,251.1	27.6	5.5

The group generally enters into fair value hedges and cash flow hedges with changes in the relevant benchmark interest rate risk being the predominant hedged risk.

The fair value hedges seek to hedge the exposure to changes in the fair value of recognised assets and liabilities or firm commitments attributable to interest rate risk. Changes in interest rate risk are considered the largest component of the overall change in fair value. Other risks such as credit risk are managed but excluded from the hedge accounting relationship. The interest rate risk component is the change in fair value of the fixed rate hedging items arising solely from changes in the benchmark interest rate.

Cash flow hedges seek to hedge the exposure to variability in future cash flows due to movements in the relevant benchmark interest rate with interest rate swaps. These future cash flows relate to future interest payments or receipts on recognised financial instruments and on forecast transactions for periods of up to six (2019: seven) years. The group applies portfolio cash flow hedging for interest rate risk exposures on a portfolio of actual and forecast variable interest rate cash flows arising from variable rate borrowings.

Certain items which are economically hedged may be ineligible for hedge accounting in accordance with IAS 39. Therefore, a portfolio of floating rate liabilities have been designated as eligible hedged items in the cash flow hedge portfolio. The amounts and timing of future cash flows are projected on the basis of their contractual and forecast terms and other relevant factors. The exposure from this portfolio frequently changes due to new facilities being originated, contractual repayments and new interest rate swaps added to the portfolio.

To assess hedge effectiveness the change in fair value or cash flows of the hedging instruments is compared with the change in fair value or cash flows of the hedged item attributable to the hedged risk. A hedge is considered highly effective if the results are within a ratio of 80%-125%.

The main sources of hedge ineffectiveness can include, but are not limited to, differences in the discount rates and cash flow timing differences between the hedged item and the hedging instrument.

The maturity profile for the notional amounts of the group's fair value hedges is set out below.

	On demand £ million	Within three months £ million	Between three and six months £ million	Between six months and one year £ million	Between one and five years £ million	After more than five years £ million	Total £ million
<b>Fair value hedges</b>							
Interest rate risk							
<b>31 July 2020</b>	–	4.9	40.5	382.1	404.6	402.2	1,234.3
31 July 2019	–	–	–	62.0	826.6	362.5	1,251.1

Fair value hedges have an average fixed rate of 2.7% (31 July 2019: 2.8%).

Details of the hedging instruments for the group's hedge ineffectiveness assessment are set out below.

	Changes in fair value of hedging instrument used for calculating hedge ineffectiveness 2020 £ million	Hedge ineffectiveness recognised in income statement 2020 £ million	Changes in fair value of hedging instrument used for calculating hedge ineffectiveness 2019 £ million	Hedge ineffectiveness recognised in income statement 2019 £ million
<b>Cash flow hedges</b>				
Interest rate risk	(2.0)	(0.1)	(6.1)	–
<b>Fair value hedges</b>				
Interest rate risk	4.8	0.1	19.9	0.2

The carrying amount of hedging interest rate swaps is held within derivative financial instruments and the hedge ineffectiveness is held within other income.

## The Notes continued

### 14. Derivative Financial Instruments continued

Details of the hedged exposures covered by the group's hedging strategies are set out below.

	Carrying amount of hedged item £ million	Accumulated amount of fair value adjustment on the hedged item £ million	Changes in fair value of hedged item used for calculating hedge ineffectiveness £ million
<b>At 31 July 2020</b>			
<b>Fair value hedges</b>			
<b>Assets</b>			
Debt securities	72.2	3.3	0.5
Loans and advances to customers and undrawn commitments	83.4	4.4	2.0
	<b>155.6</b>	<b>7.7</b>	<b>2.5</b>
<b>Liabilities</b>			
Deposits by customers	176.8	1.6	0.4
Debt securities in issue	759.5	27.1	(6.4)
Subordinated loan capital	176.6	1.9	(1.1)
	<b>1,112.9</b>	<b>30.6</b>	<b>(7.1)</b>

	Carrying amount of hedged item £ million	Accumulated amount of fair value adjustment on the hedged item £ million	Changes in fair value of hedged item used for calculating hedge ineffectiveness £ million
<b>At 31 July 2019</b>			
<b>Fair value hedges</b>			
<b>Assets</b>			
Debt securities	48.3	2.8	2.9
Loans and advances to customers and undrawn commitments	25.5	2.4	2.4
	73.8	5.2	5.3
<b>Liabilities</b>			
Deposits by customers	240.5	2.0	(1.6)
Debt securities in issue	752.8	20.7	(20.1)
Subordinated loan capital	175.1	0.9	(3.3)
	1,168.4	23.6	(25.0)

Details of the impact of hedging relationships on the income statement and other comprehensive income are set out below.

	Changes in fair value of hedged item used for calculating hedge ineffectiveness £ million	Losses from changes in value of hedging instrument recognised in other comprehensive income £ million	Amounts reclassified from reserves to income statement <sup>1</sup> £ million
<b>Cash flow hedges</b>			
Interest rate risk			
<b>31 July 2020</b>	<b>1.9</b>	<b>(1.9)</b>	<b>—</b>
31 July 2019	6.1	(6.1)	0.1

<sup>1</sup> Amounts have been reclassified to other income since hedged cash flows will no longer occur.

## 15. Intangible Assets

	Goodwill £ million	Software £ million	Intangible assets on acquisition £ million	Group total £ million	Company software £ million
<b>Cost</b>					
At 1 August 2018	150.7	160.8	67.0	378.5	0.4
Additions	0.2	48.1	0.5	48.8	–
Disposals	(0.1)	(7.7)	–	(7.8)	–
At 31 July 2019	150.8	201.2	67.5	419.5	0.4
Additions	2.3	46.9	–	49.2	0.1
Disposals	(0.1)	(14.8)	–	(14.9)	–
<b>At 31 July 2020</b>	<b>153.0</b>	<b>233.3</b>	<b>67.5</b>	<b>453.8</b>	<b>0.5</b>
<b>Amortisation and impairment</b>					
At 1 August 2018	47.9	87.9	41.4	177.2	0.4
Amortisation charge for the year	–	20.5	5.8	26.3	–
Disposals	–	(3.4)	–	(3.4)	–
At 31 July 2019	47.9	105.0	47.2	200.1	0.4
Amortisation charge for the year	–	25.3	3.1	28.4	–
Disposals	–	(14.8)	–	(14.8)	–
<b>At 31 July 2020</b>	<b>47.9</b>	<b>115.5</b>	<b>50.3</b>	<b>213.7</b>	<b>0.4</b>
<b>Net book value at 31 July 2020</b>	<b>105.1</b>	<b>117.8</b>	<b>17.2</b>	<b>240.1</b>	<b>0.1</b>
Net book value at 31 July 2019	102.9	96.2	20.3	219.4	–
Net book value at 1 August 2018	102.8	72.9	25.6	201.3	–

Intangible assets on acquisition relate to broker and customer relationships and are amortised over a period of eight to 20 years.

In the 2020 financial year £3.1 million (2019: £5.8 million) of the amortisation charge is included in amortisation of intangible assets on acquisition and £25.3 million (2019: £20.5 million) of the amortisation charge is included in administrative expenses shown in the consolidated income statement.

### Impairment tests for goodwill

At 31 July 2020, goodwill has been allocated to nine individual CGUs. Seven are within the Banking division, one is the Asset Management division and the remaining one is the Securities division. Goodwill impairment reviews are carried out annually by assessing the recoverable amount of the group's CGUs, which is the higher of fair value less costs to sell and value in use. The recoverable amounts for all CGUs were measured based on value in use.

A value in use calculation uses discounted cash flow projections based on the most recent three year plans to determine the recoverable amount of each CGU. These three year plans include the expected impact of Covid-19. The key assumptions underlying management's three year plans, which are based on past experience and forecast market conditions, are expected loan book growth rates and net return on loan book in the Banking CGUs, expected total client asset growth rate and revenue margin in the Asset Management CGU and expected market-making conditions in the Securities CGU.

For cash flows beyond the group's three year planning horizon, a terminal value was calculated using a prudent annual growth rate of 0% (2019: 0%). The cash flows are discounted using a pre-tax estimated weighted average cost of capital that reflects current market rates appropriate to the CGU as set out in the following table.

At 31 July 2020, the results of the review, which includes careful consideration of the impact of Covid-19, indicate there is no goodwill impairment. The inputs used in the value in use calculations are sensitive, primarily to the impact of changes in the assumptions for future cash flows, discount rates and long-term growth rates. Having performed stress tested value in use calculations, the group believes that any reasonably possible change in the key assumptions which have been used would not lead to the carrying value of any CGU to exceed its recoverable amount.

## The Notes continued

### 15. Intangible Assets continued

Details of the CGUs in which the goodwill carrying amount is significant in comparison with total goodwill, together with the pre-tax discount rate used in determining value in use, are disclosed separately in the table below:

Cash generating unit	31 July 2020		31 July 2019	
	Goodwill £ million	Pre-tax discount rate %	Goodwill £ million	Pre-tax discount rate %
Close Brothers Asset Management	38.3	9.0	38.4	9.0
Winterflood Securities	23.3	12.3	23.3	10.6
Novitas	12.1	12.1	12.1	10.2
Other	31.4	12.1-13.4	29.1	10.2-11.3
	<b>105.1</b>		102.9	

### 16. Property, Plant and Equipment

	Leasehold property £ million	Fixtures, fittings and equipment £ million	Assets held under operating leases £ million	Motor vehicles £ million	Right of use assets <sup>1</sup> £ million	Total £ million
<b>Group</b>						
<b>Cost</b>						
At 1 August 2018	22.4	55.8	268.9	0.1	–	347.2
Additions	5.9	6.2	72.9	–	–	85.0
Disposals	(1.2)	(6.5)	(27.7)	–	–	(35.4)
At 31 July 2019	27.1	55.5	314.1	0.1	–	396.8
IFRS 16 transition (note 30)	–	–	–	–	44.8	44.8
At 1 August 2019	27.1	55.5	314.1	0.1	44.8	441.6
Additions	0.7	10.8	54.6	–	16.3	82.4
Disposals	(2.3)	(6.2)	(27.3)	–	(0.7)	(36.5)
<b>At 31 July 2020</b>	<b>25.5</b>	<b>60.1</b>	<b>341.4</b>	<b>0.1</b>	<b>60.4</b>	<b>487.5</b>
<b>Depreciation</b>						
At 1 August 2018	12.9	38.0	70.1	0.1	–	121.1
Charge for the year and impairment	2.7	8.3	36.1	–	–	47.1
Disposals	(1.0)	(6.1)	(12.5)	–	–	(19.6)
At 31 July 2019	14.6	40.2	93.7	0.1	–	148.6
Charge for the year and impairment	2.4	7.5	44.3	–	13.2	67.4
Disposals	(2.2)	(4.8)	(18.5)	–	(0.2)	(25.7)
<b>At 31 July 2020</b>	<b>14.8</b>	<b>42.9</b>	<b>119.5</b>	<b>0.1</b>	<b>13.0</b>	<b>190.3</b>
<b>Net book value at 31 July 2020</b>	<b>10.7</b>	<b>17.2</b>	<b>221.9</b>	<b>–</b>	<b>47.4</b>	<b>297.2</b>
Net book value at 31 July 2019	12.5	15.3	220.4	–	–	248.2
Net book value at 1 August 2018	9.5	17.8	198.8	–	–	226.1

<sup>1</sup> Right of use assets primarily relate to the group's leasehold properties.

There was no gain or loss from the sale of assets held under operating leases for the year ended 31 July 2020 (2019: £0.3 million gain).

	31 July 2020 £ million	31 July 2019 £ million
<b>Future minimum lease rentals receivable under non-cancellable operating leases</b>		
One year or within one year	43.8	42.0
One to two years	28.5	31.3
Two to three years	15.9	20.7
Three to four years	6.7	10.5
Four to five years	2.2	3.2
More than five years	1.3	0.6
	<b>98.4</b>	<b>108.3</b>

	Leasehold property £ million	Fixtures, fittings and equipment £ million	Right of use assets £ million	Total £ million
<b>Company</b>				
<b>Cost</b>				
At 1 August 2018	2.7	1.1	–	3.8
At 31 July 2019	2.7	1.1	–	3.8
IFRS 16 transition (note 30)	–	–	10.6	10.6
At 1 August 2019	2.7	1.1	10.6	14.4
Additions	0.3	5.1	9.5	14.9
Disposals	(1.9)	(0.7)	–	(2.6)
<b>At 31 July 2020</b>	<b>1.1</b>	<b>5.5</b>	<b>20.1</b>	<b>26.7</b>
<b>Depreciation</b>				
At 1 August 2018	2.7	1.1	–	3.8
At 31 July 2019	2.7	1.1	–	3.8
Charge for the year	–	–	1.8	1.8
Disposals	(1.9)	(0.7)	–	(2.6)
<b>At 31 July 2020</b>	<b>0.8</b>	<b>0.4</b>	<b>1.8</b>	<b>3.0</b>
<b>Net book value at 31 July 2020</b>	<b>0.3</b>	<b>5.1</b>	<b>18.3</b>	<b>23.7</b>
Net book value at 31 July 2019	–	–	–	–
Net book value at 1 August 2018	–	–	–	–

The net book value of leasehold property comprises:

	Group		Company	
	31 July 2020 £ million	31 July 2019 £ million	31 July 2020 £ million	31 July 2019 £ million
Long leasehold property	1.6	1.4	0.3	–
Short leasehold property	9.1	11.1	–	–
	<b>10.7</b>	12.5	<b>0.3</b>	–

## The Notes continued

### 17. Other Assets and Other Liabilities

	31 July 2020 £ million	31 July 2019 £ million
<b>Prepayments, accrued income and other assets</b>		
Prepayments and accrued income	154.9	140.4
Trade and other receivables	54.6	50.0
	<b>209.5</b>	<b>190.4</b>
<b>Accruals, deferred income and other liabilities</b>		
Accruals and deferred income	159.7	144.5
Trade and other payables	139.8	70.9
Provisions	15.8	17.9
	<b>315.3</b>	<b>233.3</b>

Provisions movement in the year:

	Claims £ million	Property £ million	Other £ million	Total £ million
<b>Group</b>				
At 1 August 2018	–	8.1	13.4	21.5
Additions	0.5	1.0	3.8	5.3
Utilised	(0.1)	(0.1)	(4.8)	(5.0)
Released	(0.1)	(3.1)	(0.7)	(3.9)
At 31 July 2019	0.3	5.9	11.7	17.9
Additions	0.2	0.5	5.8	6.5
Utilised	(0.5)	–	(6.0)	(6.5)
Released	–	(0.3)	(1.8)	(2.1)
<b>At 31 July 2020</b>	<b>–</b>	<b>6.1</b>	<b>9.7</b>	<b>15.8</b>

	Property £ million	Other £ million	Total £ million
<b>Company</b>			
At 1 August 2018	2.1	4.0	6.1
Additions	–	1.2	1.2
Utilised	–	(0.8)	(0.8)
Released	(1.7)	–	(1.7)
At 31 July 2019	0.4	4.4	4.8
Additions	–	0.8	0.8
Utilised	–	(1.1)	(1.1)
Released	–	(1.2)	(1.2)
<b>At 31 July 2020</b>	<b>0.4</b>	<b>2.9</b>	<b>3.3</b>

Claims and other items for which provisions are made arise in the normal course of business and include those related to employee benefits. The timing and outcome of these claims and other items are uncertain. Property provisions are in respect of leaseholds where rents payable exceed the value to the group, potential dilapidations and onerous leases. These property provisions will be utilised and released over the remaining lives of the leases which range from one to ten years.

## 18. Settlement Balances and Short Positions

	31 July 2020 £ million	31 July 2019 £ million
Settlement balances	587.5	547.6
Short positions in:		
Debt securities	8.3	9.6
Equity shares	9.1	10.9
	17.4	20.5
	<b>604.9</b>	568.1

## 19. Financial Liabilities

	On demand £ million	Within three months £ million	Between three months and one year £ million	Between one and two years £ million	Between two and five years £ million	After more than five years £ million	Total £ million
Deposits by banks	25.5	123.3	4.0	–	–	–	152.8
Deposits by customers	543.3	1,103.9	2,799.2	1,151.8	319.5	–	5,917.7
Loans and overdrafts from banks	6.9	1.0	–	262.0	228.0	–	497.9
Debt securities in issue	27.1	37.1	914.9	212.4	407.7	271.1	1,870.3
<b>At 31 July 2020</b>	<b>602.8</b>	<b>1,265.3</b>	<b>3,718.1</b>	<b>1,626.2</b>	<b>955.2</b>	<b>271.1</b>	<b>8,438.7</b>

	On demand £ million	Within three months £ million	Between three months and one year £ million	Between one and two years £ million	Between two and five years £ million	After more than five years £ million	Total £ million
Deposits by banks	12.5	15.7	29.8	–	–	–	58.0
Deposits by customers	78.3	1,232.7	2,817.9	1,157.2	352.3	–	5,638.4
Loans and overdrafts from banks	19.0	10.3	–	213.2	276.8	–	519.3
Debt securities in issue	20.7	27.4	143.6	937.8	459.5	271.1	1,860.1
At 31 July 2019	130.5	1,286.1	2,991.3	2,308.2	1,088.6	271.1	8,075.8

At 31 July 2020, the parent company held £250.8 million (31 July 2019: £250.3 million) debt securities in issue.

As discussed in note 28(c) the group has accessed £262.0 million (31 July 2019: £490.0 million) cash under the Bank of England's Term Funding Scheme and £228.0 million (31 July 2019: £nil) under the Term Funding Scheme with Additional Incentives for SMEs. Cash from the schemes and repurchase agreements is included within bank loans and overdrafts. Residual maturities of the schemes and repurchase agreements are as follows:

	On demand £ million	Within three months £ million	Between three months and one year £ million	Between one and two years £ million	Between two and five years £ million	After more than five years £ million	Total £ million
<b>At 31 July 2020</b>	–	–	–	<b>262.0</b>	<b>228.0</b>	–	<b>490.0</b>
At 31 July 2019	–	0.3	–	213.2	276.8	–	490.3

## 20. Subordinated Loan Capital

	Prepayment date	Initial interest rate	31 July 2020 £ million	31 July 2019 £ million
<b>Final maturity date</b>				
2026	2021	7.42%	15.5	15.5
2026	2021	7.62%	31.0	31.0
2027	2022	4.25%	176.5	175.1
			<b>223.0</b>	221.6

At 31 July 2020, the parent company held £176.5 million (31 July 2019: £175.1 million) of subordinated loan capital with a final maturity date of 2027.

## The Notes continued

### 21. Share Capital and Reserves

	31 July 2020		31 July 2019	
	million	£ million	million	£ million
<b>Group and company</b>				
<b>Allotted, issued and fully paid</b>				
Ordinary shares of 25p each	152.1	38.0	152.1	38.0

Further analysis of the group's and company's share capital and reserves is shown on pages 124 and 127.

At 31 July 2020, the company's reserves available for distribution under section 830(2) and 831(2) of the Companies Act 2006 were £392.6 million (2019: £376.2 million). The directors have applied the guidance provided by ICAEW TECH 02/17 in determining this.

### 22. Capital

The group's policy is to be well capitalised and its approach to capital management is driven by strategic and organisational requirements, while also taking into account the regulatory and commercial environments in which it operates.

The Prudential Regulation Authority ("PRA") supervises the group on a consolidated basis and receives information on the capital adequacy of, and sets capital requirements for, the group as a whole. In addition, a number of subsidiaries are regulated for prudential purposes by either the PRA or the Financial Conduct Authority ("FCA"). The aim of the capital adequacy regime is to promote safety and soundness in the financial system. It is structured around three "pillars": Pillar 1 on minimum capital requirements; Pillar 2 on the supervisory review process; and Pillar 3 on market discipline. The group's Pillar 1 information is presented below. Under Pillar 2, the group completes an annual self-assessment of risks known as the Internal Capital Adequacy Assessment Process ("ICAAP"). The ICAAP is reviewed by the PRA which culminates in the PRA setting a Total Capital Requirement ("TCR") that the group and its regulated subsidiaries are required to hold at all times. The TCR is currently set at 9.8%, of which 5.5% needs to be met with common equity tier 1 ("CET1") capital. This includes the Pillar 1 requirements (4.5% and 8% respectively for CET1 and total capital) and a Pillar 2A component of 1.8%, of which 1.0% needs to be met with CET1 capital. Pillar 3 requires firms to publish a set of disclosures which allow market participants to assess information on that group's capital, risk exposures and risk assessment process. The group's Pillar 3 disclosures, which are unaudited, can be found on the group's website [www.closebrothers.com/investor-relations/investor-information/results-reports-and-presentations](http://www.closebrothers.com/investor-relations/investor-information/results-reports-and-presentations).

The group maintains a strong capital base to support the development of the business and to ensure the group meets the TCR and additional Capital Requirements Directive buffers at all times. As a result, the group maintains capital adequacy ratios above minimum regulatory requirements, which are currently set at a minimum CET1 capital ratio of 8.0% and a minimum total capital ratio of 12.3%. The minimum capital requirements are inclusive of the capital conservation buffer (currently 2.5% for both CET1 capital and total capital) and the countercyclical buffer (currently 0% effective rate for the group, for both CET1 capital and total capital).

A full analysis of the composition of regulatory capital and Pillar 1 risk weighted assets ("RWAs"), a reconciliation between equity and CET1 capital after deductions and a table showing the movement in CET1 capital during the year are shown on the following pages. All RWAs and capital ratios shown are unaudited.

At 31 July 2020, the group's CET1 capital ratio was 14.1% (31 July 2019: 13.0%). CET1 capital increased to £1,254.0 million (31 July 2019: £1,169.2 million) primarily due to retained profit with the impact of higher impairment charges largely offset by the capital add-back under transitional IFRS 9 arrangements.

RWAs, calculated using the standardised approaches, decreased to £8,863.2 million (31 July 2019: £8,967.4 million) due to a reduction in loan book RWAs including the impact of the accelerated application of the CRR2 SME supporting factor.

	31 July 2020 £ million	31 July 2019 £ million
<b>CET1 capital</b>		
Called up share capital	38.0	38.0
Retained earnings	1,435.0	1,392.5
Other reserves recognised for CET1 capital	17.2	19.0
<b>Deductions from CET1 capital</b>		
Intangible assets, net of associated deferred tax liabilities	(236.9)	(216.1)
Foreseeable dividend <sup>1</sup>	(59.8)	(65.7)
Investment in own shares	(33.9)	(37.7)
Pension asset, net of associated deferred tax liabilities	(5.7)	(5.3)
Prudent valuation adjustment	(0.2)	(0.1)
IFRS 9 transitional arrangements <sup>2</sup>	100.3	44.6
<b>CET1 capital</b>	<b>1,254.0</b>	1,169.2
<b>Tier 2 capital – subordinated debt</b>	<b>187.0</b>	195.4
<b>Total regulatory capital<sup>3</sup></b>	<b>1,441.0</b>	1,364.6
<b>RWAs (notional)<sup>3</sup> – unaudited</b>		
Credit and counterparty credit risk	7,789.0	7,930.5
Operational risk <sup>4</sup>	945.7	884.4
Market risk <sup>4</sup>	128.5	152.5
	<b>8,863.2</b>	8,967.4
CET1 capital ratio <sup>3</sup> – unaudited	<b>14.1%</b>	13.0%
Total capital ratio <sup>3</sup> – unaudited	<b>16.3%</b>	15.2%

- Under the Regulatory Technical Standard on own funds, a deduction has been recognised at 31 July 2020 and 31 July 2019 for a foreseeable dividend, being the proposed final dividend as set out in note 9.
- The group has elected to apply IFRS 9 transitional arrangements for 31 July 2020, which allow the capital impact of expected credit losses to be phased in over the transition period. For 31 July 2020 relief has been applied at 85%. The Covid-19 regulatory measures finalised in June 2020 will allow for 100% relief on stage 1 and stage 2 impairment provisions recognised since 1 January 2020. This additional relief will apply to the group's capital ratios throughout FY21 and FY22 before reducing on a straight line basis over the following four financial years.
- Shown after applying IFRS 9 transitional arrangements and the Capital Requirements Regulations transitional and qualifying own funds arrangements. At 31 July 2020 the fully loaded CET1 capital ratio is 13.1% and total capital ratio is 15.1% (31 July 2019: CET1 capital ratio 12.6% and total capital ratio 14.5%).
- Operational and market risk include a notional adjustment at 8% in order to determine notional RWAs.

The following table shows a reconciliation between equity and CET1 capital after deductions:

	31 July 2020 £ million	31 July 2019 £ million
Equity	1,449.6	1,406.4
Regulatory deductions from equity:		
Intangible assets, net of associated deferred tax liabilities	(236.9)	(216.1)
Foreseeable dividend <sup>1</sup>	(59.8)	(65.7)
IFRS 9 transitional arrangements <sup>2</sup>	100.3	44.6
Pension asset, net of associated deferred tax liabilities	(5.7)	(5.3)
Prudent valuation adjustment	(0.2)	(0.1)
Other reserves not recognised for CET1 capital:		
Cash flow hedging reserve	5.7	4.4
Non-controlling interests	1.0	1.0
<b>CET1 capital</b>	<b>1,254.0</b>	1,169.2

- Under the Regulatory Technical Standard on own funds, a deduction has been recognised at 31 July 2020 and 31 July 2019 for a foreseeable dividend, being the proposed final dividend as set out in note 9.
- The group has elected to apply IFRS 9 transitional arrangements for 31 July 2020, which allow the capital impact of expected credit losses to be phased in over the transitional period.

## The Notes continued

### 22. Capital continued

The following table shows the movement in CET1 capital during the year:

	£ million
CET1 capital at 31 July 2019	1,169.2
Profit in the period attributable to shareholders	109.5
Dividends paid and foreseen	(59.9)
IFRS 9 transitional arrangements	55.7
Increase in intangible assets, net of associated deferred tax liabilities	(20.8)
Other movements in reserves recognised for CET1 capital	(3.0)
Other movements in deductions from CET1 capital	3.3
<b>CET1 capital at 31 July 2020</b>	<b>1,254.0</b>

### 23. Contingent Liabilities, Guarantees and Commitments

#### Contingent liabilities

##### Financial Services Compensation Scheme ("FSCS")

A principal subsidiary of the group, Close Brothers Limited ("CBL"), by virtue of being a regulated deposit-taker, contributes to the FSCS which provides compensation to customers of financial institutions in the event that an institution is unable, or is likely to be unable, to pay claims against it.

Compensation has previously been paid out by the FSCS funded by loan facilities provided by HM Treasury to FSCS in support of the FSCS's obligations to the depositors of banks declared in default. The facilities are expected to be repaid wholly from recoveries from the failed deposit-takers. In the event of a shortfall, the FSCS will recover the shortfall by raising levies on the industry. The amount of future levies payable by the group depends on a number of factors including the potential recoveries of assets by the FSCS, the group's participation in the deposit-taking market at 31 December, the level of protected deposits and the population of FSCS members.

#### Guarantees

	Group		Company	
	31 July 2020 £ million	31 July 2019 £ million	31 July 2020 £ million	31 July 2019 £ million
Guarantees and irrevocable letters of credit	<b>163.7</b>	163.1	<b>153.9</b>	156.6

Where the group undertakes to make a payment on behalf of its subsidiaries for guarantees issued, such as bank facilities or property leases or as irrevocable letters of credit for which an obligation to make a payment to a third party has not arisen at the reporting date, they are included in these consolidated financial statements as contingent liabilities. The earliest period in which these guarantees could be called is within one year.

#### Commitments

##### Undrawn facilities, credit lines and other commitments to lend

	31 July 2020 £ million	31 July 2019 £ million
Within one year <sup>1</sup>	<b>1,195.2</b>	1,100.6
	<b>1,195.2</b>	1,100.6

<sup>1</sup> Includes both revocable and irrevocable commitments.

##### Operating lease commitments

IFRS 16 Leases was effective for the group from 1 August 2019. IFRS 16 replaced IAS 17 Leases and resulted in the group, where it was the lessee, recognising all leases on the balance sheet, subject to certain exemptions. See note 1 for the group's new accounting policy, note 16 for right of use assets recognised on the balance sheet under IFRS 16 and note 30 for the transition impact.

At 31 July 2019, the group had outstanding off balance sheet commitments for future minimum lease rentals payable under non-cancellable operating leases, which fell due as follows:

	31 July 2019	
	Premises £ million	Other £ million
Within one year	11.1	4.6
Between one and five years	28.9	6.1
After more than five years	4.5	–
	44.5	10.7

In the year ended 31 July 2019, minimum operating lease payments recognised in the consolidated income statement amounted to £9.5 million.

**Other commitments**

Subsidiaries had contracted capital commitments relating to capital expenditure of £28.9 million (2019: £8.9 million).

**24. Related Party Transactions****Transactions with key management**

Details of directors' remuneration and interests in shares are disclosed in the Directors' Remuneration Report on pages 87 to 114.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of an entity; the group's key management are the members of the group's Executive Committee, which includes all executive directors, together with its non-executive directors.

The table below details, on an aggregated basis, key management personnel emoluments:

	2020 £ million	2019 £ million
<b>Emoluments</b>		
Salaries and fees	4.0	3.9
Benefits and allowances	0.4	0.5
Performance related awards in respect of the current year:		
Cash	3.6	3.4
Deferred	1.5	2.1
	<b>9.5</b>	<b>9.9</b>
Share-based awards	0.9	1.7
	<b>10.4</b>	<b>11.6</b>

Gains upon exercise of options by key management personnel, expensed to the income statement in previous years, totalled £4.2 million (2019: £4.1 million).

Key management have banking and asset management relationships with group entities which are entered into in the normal course of business. Amounts included in deposits by customers at 31 July 2020 attributable, in aggregate, to key management were £0.3 million (31 July 2019: £0.1 million).

## The Notes continued

### 25. Pensions

The group operates defined contribution pension schemes for eligible employees as well as a defined benefit pension scheme which is closed to new members and further accrual. Assets of all schemes are held separately from those of the group.

#### Defined contribution schemes

During the year the charge to the consolidated income statement for the group's defined contribution pension schemes was £14.5 million (2019: £12.6 million), representing contributions payable by the group and is included in administrative expenses.

#### Defined benefit pension scheme

The group's only defined benefit pension scheme ("the scheme") is a final salary scheme which operates under trust law. The scheme is managed and administered in accordance with the scheme's Trust Deed and Rules and all relevant legislation by a trustee board made up of trustees nominated by both the company and the members.

The scheme was closed to new entrants in August 1996 and closed to further accrual during 2012. At 31 July 2020 this scheme had 33 (31 July 2019: 37) deferred members and 52 (31 July 2019: 49) pensioners and dependants.

#### Funding position

The scheme's most recent triennial actuarial valuation at 31 July 2018 showed that the scheme was fully funded. As such, no further contributions are scheduled.

#### IAS 19 valuation

The following disclosures are reported in accordance with IAS 19. Significant actuarial assumptions are as follows:

	2020 %	2019 %
Inflation rate (Retail Price Index)	<b>3.1</b>	3.4
Inflation rate (Consumer Price Index)	<b>2.4</b>	2.4
Discount rate for scheme liabilities <sup>1</sup>	<b>1.4</b>	2.0
Expected interest/expected long-term return on plan assets	<b>1.4</b>	2.0
<b>Mortality assumptions<sup>2</sup>:</b>		
Existing pensioners from age 65, life expectancy (years):		
Men	<b>23.9</b>	23.9
Women	<b>25.6</b>	25.5
Non-retired members currently aged 50, life expectancy from age 65 (years):		
Men	<b>24.8</b>	24.7
Women	<b>26.9</b>	26.8

<sup>1</sup> Based on market yields at 31 July 2020 and 2019 on high quality sterling-denominated corporate bonds, adjusted to be consistent with the estimated term of the post-employment benefit obligation, using the Willis Towers Watson model "Global RATE:Link".

<sup>2</sup> Based on standard tables SAPS S2 Light (2019: SAPS S2 Light) produced by the CMI Bureau of the Institute and Faculty of Actuaries with adjusted mortality multipliers for pensioners and non-pensioners, together with projected future improvements in line with the CMI 2017 (2019: CMI 2017) core projection model with a long-term trend of 1.5% per annum.

The surplus of the scheme disclosed below has been accounted for as an asset of the group within note 17 "Other assets and other liabilities".

The group has the unconditional right to any surpluses that arise within the scheme once all benefits have been secured in full. As such no asset ceiling has been applied, and accordingly the scheme surplus is recognised on the consolidated balance sheet.

	2020 £ million	2019 £ million	2018 £ million	2017 £ million	2016 £ million
Fair value of scheme assets <sup>1</sup> :					
Equities	<b>14.0</b>	13.1	12.7	20.9	35.9
Bonds	<b>32.3</b>	29.9	28.7	20.6	8.7
Cash	<b>0.3</b>	0.2	0.1	0.3	0.2
Total fair value of scheme assets	<b>46.6</b>	43.2	41.5	41.8	44.8
Present value of scheme liabilities	<b>(39.2)</b>	(36.5)	(36.4)	(38.2)	(43.6)
Surplus	<b>7.4</b>	6.7	5.1	3.6	1.2

<sup>1</sup> There are no amounts included within the fair value of scheme assets relating to the financial instruments of Close Brothers Group plc.

Movement in the present value of scheme liabilities during the year:

	2020 £ million	2019 £ million
Carrying amount at 1 August	<b>(36.5)</b>	(36.4)
Interest expense	<b>(0.8)</b>	(0.9)
Benefits paid	<b>1.3</b>	2.2
Actuarial losses	<b>(3.2)</b>	(1.4)
Carrying amount at 31 July	<b>(39.2)</b>	(36.5)

Movement in the fair value of scheme assets during the year:

	2020 £ million	2019 £ million
Carrying amount at 1 August	<b>43.2</b>	41.5
Interest income	<b>0.9</b>	1.0
Benefits paid	<b>(1.3)</b>	(2.2)
Administrative costs paid	<b>(0.3)</b>	(0.4)
Return on scheme assets, excluding interest income	<b>4.1</b>	3.3
Carrying amount at 31 July	<b>46.6</b>	43.2

Historical experience of actuarial gains/(losses) are shown below:

	2020 £ million	2019 £ million	2018 £ million	2017 £ million	2016 £ million
Experience gains on scheme assets	<b>4.1</b>	3.3	1.3	3.7	3.6
Experience gains on scheme liabilities	–	1.3	–	–	1.3
Impact of changes in assumptions on scheme liabilities	<b>(3.2)</b>	(2.7)	0.4	(1.0)	(6.8)
Total actuarial (losses)/gains on scheme liabilities	<b>(3.2)</b>	(1.4)	0.4	(1.0)	(5.5)
<b>Total actuarial gains/(losses)</b>	<b>0.9</b>	1.9	1.7	2.7	(1.9)

Total actuarial gains have been recognised in other comprehensive income. Income of £0.1 million (2019: £0.1 million) from the interest on the scheme surplus has been recognised within administrative expenses in the consolidated income statement. The group's policy is not to allocate the net defined benefit cost between group entities participating in the scheme.

The valuation of the scheme's liabilities is sensitive to the key assumptions used in the valuation. The effect of a change in those assumptions in 2020 and 2019 is set out below. The analysis reflects the variation of the individual assumptions. The variation in price inflation includes all inflation-linked pension increases in deferment and in payment.

Key assumption	Sensitivity	Impact on defined benefit obligation increase/(decrease)			
		2020		2019	
		%	£ million	%	£ million
Discount rate	0.25% increase	<b>(4.2)</b>	<b>(1.6)</b>	(4.2)	(1.5)
Price inflation (RPI and CPI)	0.25% increase	<b>1.8</b>	<b>0.7</b>	1.8	0.7
Mortality	Increase in life expectancy at age 65 by one year	<b>4.0</b>	<b>1.6</b>	4.0	1.5

Changes in the assumptions used in the valuation due to external factors would affect the carrying value of the scheme. The most significant risks are:

- Market factors (movements in equity and bond markets): The scheme's assets are invested 30% in global quoted equities, 69% in quoted bonds and 1% in cash (2019: 30% global equities, 69% bonds and 1% cash) and the scheme's liabilities are measured with reference to corporate bond yields. The performance of these asset classes can be volatile. Underperformance of either of these markets would have an adverse impact on the carrying value of the scheme.
- Inflation: Deferred pensions and pensions in payment increase at specified periods in line with inflation, subject to certain caps and floors in place. Changes in inflation may impact scheme liabilities.
- Life expectancy: Change in the life expectancy of the scheme's members may impact scheme liabilities.

The weighted average duration of the benefit payments reflected in the scheme liabilities is 17 years (2019: 17 years).

## The Notes continued

### 26. Share-based Awards

The Save As You Earn (“SAYE”), Long Term Incentive Plan (“LTIP”), Deferred Share Awards (“DSA”) and Share Matching Plan (“SMP”) share-based awards have been granted under the group’s share schemes. The general terms and conditions for these share-based awards are described in the Directors’ Remuneration Report on pages 87 to 114.

In order to satisfy a number of the awards below the company has purchased company shares into Treasury and the Close Brothers Group Employee Share Trust has purchased company shares. At 31 July 2020, 0.7 million (31 July 2019: 0.7 million) and 1.7 million (31 July 2019: 2.1 million) of these shares were held respectively and in total £33.9 million (2019: £37.7 million) was recognised within the share-based payments reserve. During the year £11.9 million (2019: £10.9 million) of these shares were released to satisfy share-based awards to employees. The share-based payments reserve as shown in the consolidated statement of changes in equity also includes the cumulative position in relation to unvested share-based awards charged to the consolidated income statement of £18.3 million (2019: £19.5 million). The share-based awards charge of £2.1 million (2019: £3.7 million) is included in administrative expenses shown in the consolidated income statement.

Movements in the number of share-based awards outstanding and their weighted average share prices are as follows:

	SAYE		LTIP		DSA		SMP	
	Number	Weighted average exercise price	Number	Weighted average exercise price	Number	Weighted average exercise price	Number	Weighted average exercise price
At 1 August 2018	1,168,885	–	1,432,029	–	694,405	–	744,644	–
Granted	412,343	1,157.9p	449,411	–	394,686	–	–	–
Exercised	(275,697)	1,120.3p	(75,888)	–	(270,776)	–	(172,767)	–
Forfeited	(143,688)	1,156.2p	(197,158)	–	(32,704)	–	(47,557)	–
Lapsed	(4,449)	1,156.1p	(339,164)	–	–	–	(193,547)	–
At 31 July 2019	1,157,394	–	1,269,230	–	785,611	–	330,773	–
Granted	1,635,667	933.7p	451,925	–	391,315	–	–	–
Exercised	(212,792)	1,114.2p	(124,951)	–	(325,610)	–	(208,397)	–
Forfeited	(654,673)	1,132.4p	(19,447)	–	(13,751)	–	–	–
Lapsed	(4,490)	1,157.2p	(203,638)	–	(746)	–	(122,376)	–
<b>At 31 July 2020</b>	<b>1,921,106</b>	<b>–</b>	<b>1,373,119</b>	<b>–</b>	<b>836,819</b>	<b>–</b>	<b>–</b>	<b>–</b>
Exercisable at:								
<b>31 July 2020</b>	<b>93,424</b>	<b>1,232.5p</b>	<b>1,334</b>	<b>–</b>	<b>7,742</b>	<b>–</b>	<b>–</b>	<b>–</b>
31 July 2019	13,259	1,133.0p	–	–	4,129	–	–	–

The table below shows the weighted average market price at the date of exercise:

	2020	2019
SAYE	<b>1,484.7p</b>	1,474.7p
LTIP	<b>1,355.9p</b>	1,537.5p
DSA	<b>1,373.8p</b>	1,493.4p
SMP	<b>1,351.6p</b>	1,547.0p

The range of exercise prices and weighted average remaining contractual life of awards and options outstanding are as follows:

	2020 Options outstanding		2019 Options outstanding	
	Number outstanding	Weighted average remaining contractual life Years	Number outstanding	Weighted average remaining contractual life Years
<b>SAYE</b>				
Between £8 and £9	1,245,235	4.0	–	–
Between £9 and £10	150,010	3.2	1,611	–
Between £11 and £12	426,893	1.7	1,011,814	2.4
Between £12 and £13	98,968	0.5	143,969	1.5
<b>LTIP</b>				
Nil	1,373,119	2.1	1,269,230	2.2
<b>DSA</b>				
Nil	836,819	1.8	785,611	1.9
<b>SMP</b>				
Nil	–	–	330,773	1.2
<b>Total</b>	<b>4,131,044</b>	<b>2.6</b>	<b>3,543,008</b>	<b>2.1</b>

For the share-based awards granted during the year, the weighted average fair value of those options at 31 July 2020 was 581.0p (31 July 2019: 1,097.3p). The main assumptions for the valuation of these share-based awards comprised:

Exercise period	Share price at issue	Exercise price	Expected volatility	Expected option life in years	Dividend yield	Risk free interest rate
<b>SAYE</b>						
1 Dec 2022 to 31 May 2023	1,355.0p	1,084.0p	21.0%	3	4.6%	0.5%
1 Dec 2024 to 31 May 2025	1,355.0p	1,084.0p	23.0%	5	4.6%	0.5%
1 Jun 2023 to 30 Nov 2023	1,111.0p	888.0p	28.0%	3	4.7%	0.0%
1 Jun 2025 to 30 Nov 2025	1,111.0p	888.0p	27.0%	5	4.6%	0.0%
<b>LTIP</b>						
3 Oct 2022 to 2 Oct 2023	1,366.4p	–	20.0%	3	4.3%	0.5%
<b>DSA</b>						
2 Oct 2020 to 1 Oct 2021	1,366.4p	–	–	–	–	–
2 Oct 2021 to 1 Oct 2022	1,366.4p	–	–	–	–	–
2 Oct 2022 to 1 Oct 2023	1,366.4p	–	–	–	–	–
28 Feb 2022 to 27 Feb 2023	1,281.0p	–	–	–	–	–
28 Feb 2023 to 27 Feb 2024	1,281.0p	–	–	–	–	–

Expected volatility was determined mainly by reviewing share price volatility for the expected life of each option up to the date of grant.

## The Notes continued

### 27. Consolidated Cash Flow Statement Reconciliation

	31 July 2020 £ million	31 July 2019 £ million
<b>(a) Reconciliation of operating profit before tax to net cash inflow from operating activities</b>		
Operating profit before tax from continuing operations	140.9	264.7
Profit before tax from discontinued operations	–	0.8
Tax paid	(86.6)	(55.6)
Depreciation and amortisation	95.8	73.5
(Increase)/decrease in:		
Interest receivable and prepaid expenses	(14.5)	(4.8)
Net settlement balances and trading positions	(12.9)	(29.2)
Net loans from money brokers against stock advanced	0.3	15.8
Increase/(decrease) in interest payable and accrued expenses	15.2	(3.5)
<b>Net cash inflow from trading activities</b>	<b>138.2</b>	<b>261.7</b>
(Increase)/decrease in:		
Loans and advances to banks not repayable on demand	(13.3)	1.9
Loans and advances to customers	(87.8)	(416.6)
Assets let under operating leases	(45.6)	(62.7)
Certificates of deposit	(45.2)	9.8
Sovereign and central bank debt	(22.7)	–
Other assets less other liabilities	142.6	9.1
Increase/(decrease) in:		
Deposits by banks	93.4	2.8
Deposits by customers	284.3	141.2
Loans and overdrafts from banks	(21.4)	9.5
Issuance/redemption of debt securities, net of transaction costs	6.9	63.7
<b>Net cash inflow from operating activities</b>	<b>429.4</b>	<b>20.4</b>
<b>(b) Analysis of net cash outflow in respect of the purchase of subsidiaries and non-controlling interests</b>		
Cash consideration paid	(4.6)	(3.6)
<b>(c) Analysis of net cash inflow in respect of the sale of discontinued operations and subsidiaries</b>		
Cash consideration received	0.5	87.6
	<b>0.5</b>	<b>87.6</b>
<b>(d) Analysis of cash and cash equivalents<sup>1</sup></b>		
Cash and balances at central banks	1,362.8	1,094.9
Loans and advances to banks	98.5	93.4
	<b>1,461.3</b>	<b>1,188.3</b>

<sup>1</sup> Excludes Bank of England cash reserve account and amounts held as collateral.

During the year ended 31 July 2020, the non-cash changes on debt financing amounted to £16.2 million (31 July 2019: £18.6 million) arising largely from interest accretions and fair value hedging movements.

## 28. Financial Risk Management

As a financial services group, financial instruments are central to the group's activities. The risk associated with financial instruments represents a significant component of those faced by the group and is analysed in more detail below.

The group's financial risk management objectives are summarised within the Risk Report on pages 48 to 52. Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in note 1.

### (a) Classification

The following tables analyse the group's assets and liabilities in accordance with the categories of financial instruments in IFRS 9.

	Derivatives designated as hedging instruments £ million	Fair value through profit and loss £ million	Fair value through other compre- hensive income £ million	Amortised cost £ million	Total £ million
<b>At 31 July 2020</b>					
<b>Assets</b>					
Cash and balances at central banks	–	–	–	1,375.8	1,375.8
Settlement balances	–	–	–	619.7	619.7
Loans and advances to banks	–	–	–	125.8	125.8
Loans and advances to customers	–	–	–	7,616.7	7,616.7
Debt securities	–	24.4	72.2	285.9	382.5
Equity shares	–	30.0	–	–	30.0
Loans to money brokers against stock advanced	–	–	–	45.8	45.8
Derivative financial instruments	35.3	4.6	–	–	39.9
Other financial assets	–	2.7	–	51.1	53.8
	<b>35.3</b>	<b>61.7</b>	<b>72.2</b>	<b>10,120.8</b>	<b>10,290.0</b>
<b>Liabilities</b>					
Settlement balances and short positions	–	17.4	–	587.5	604.9
Deposits by banks	–	–	–	152.8	152.8
Deposits by customers	–	–	–	5,917.7	5,917.7
Loans and overdrafts from banks	–	–	–	497.9	497.9
Debt securities in issue	–	–	–	1,870.3	1,870.3
Loans from money brokers against stock advanced	–	–	–	17.9	17.9
Subordinated loan capital	–	–	–	223.0	223.0
Derivative financial instruments	16.3	4.5	–	–	20.8
Other financial liabilities	–	–	–	172.0	172.0
	<b>16.3</b>	<b>21.9</b>	<b>–</b>	<b>9,439.1</b>	<b>9,477.3</b>

## The Notes continued

### 28. Financial Risk Management continued

	Derivatives designated as hedging instruments £ million	Fair value through profit and loss £ million	Fair value through other compre- hensive income £ million	Amortised cost £ million	Total £ million
At 31 July 2019					
<b>Assets</b>					
Cash and balances at central banks	–	–	–	1,106.4	1,106.4
Settlement balances	–	–	–	562.9	562.9
Loans and advances to banks	–	–	–	108.9	108.9
Loans and advances to customers	–	–	–	7,649.6	7,649.6
Debt securities	–	25.4	48.3	240.7	314.4
Equity shares	–	36.3	–	–	36.3
Loans to money brokers against stock advanced	–	–	–	42.5	42.5
Derivative financial instruments	27.8	2.3	–	–	30.1
Other financial assets	–	2.1	–	48.3	50.4
	27.8	66.1	48.3	9,759.3	9,901.5
<b>Liabilities</b>					
Settlement balances and short positions	–	20.5	–	547.6	568.1
Deposits by banks	–	–	–	58.0	58.0
Deposits by customers	–	–	–	5,638.4	5,638.4
Loans and overdrafts from banks	–	–	–	519.3	519.3
Debt securities in issue	–	–	–	1,860.1	1,860.1
Loans from money brokers against stock advanced	–	–	–	14.3	14.3
Subordinated loan capital	–	–	–	221.6	221.6
Derivative financial instruments	11.6	9.0	–	–	20.6
Other financial liabilities	–	3.5	–	107.0	110.5
	11.6	33.0	–	8,966.3	9,010.9

#### (b) Valuation

The fair values of the group's financial assets and liabilities are not materially different from their carrying values. The main differences are as follows:

	31 July 2020		31 July 2019	
	Fair value £ million	Carrying value £ million	Fair value £ million	Carrying value £ million
Subordinated loan capital	227.0	223.0	234.1	221.6
Debt securities in issue	1,885.8	1,870.3	1,891.2	1,860.1

#### Valuation hierarchy

The group holds financial instruments that are measured at fair value subsequent to initial recognition. Each instrument has been categorised within one of three levels using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. These levels are based on the degree to which the fair value is observable and are defined as follows:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities where prices are readily available and represent actual and regularly occurring market transactions on an arm's length basis. An active market is one in which transactions occur with sufficient frequency to provide ongoing pricing information;
- Level 2 fair value measurements are those derived from quoted prices in less active markets for identical assets or liabilities or those derived from inputs other than quoted prices that are observable for the asset or liability, either directly as prices or indirectly derived from prices; and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data ("unobservable inputs").

Instruments classified as Level 1 predominantly comprise sovereign and central bank debt and liquid listed equity shares. The fair value of these instruments is derived from quoted prices in active markets.

Instruments classified as Level 2 predominantly comprise less liquid listed equity shares, investment grade corporate bonds and over-the-counter derivatives. The fair value of equity shares and bonds are derived from quoted prices in less active markets in comparison to level 1. Over-the-counter derivatives largely relate to interest rate and exchange rate contracts (see note 14 for further information). The valuation of such derivatives includes the use of discounted future cash flow models, with the most significant input into these models being interest rate yield curves developed from quoted rates.

Instruments classified as Level 3 predominantly comprise contingent consideration payable and receivable in relation to the acquisitions and the disposal of subsidiaries.

The fair value of contingent consideration is determined on a discounted expected cash flow basis. The group believes that there is no reasonably possible change to the inputs used in the valuation of these positions which would have a material effect on the group's consolidated income statement.

There were no significant transfers between Level 1, 2 and 3 in 2020 and 2019.

The tables below show the classification of financial instruments held at fair value into the valuation hierarchy.

	Level 1 £ million	Level 2 £ million	Level 3 £ million	Total £ million
<b>At 31 July 2020</b>				
<b>Assets</b>				
Debt securities:				
Long trading positions in debt securities	23.1	1.3	–	24.4
Sovereign and central bank debt	72.2	–	–	72.2
Equity shares	6.1	23.6	0.3	30.0
Derivative financial instruments	–	39.9	–	39.9
Contingent consideration	–	–	2.7	2.7
	<b>101.4</b>	<b>64.8</b>	<b>3.0</b>	<b>169.2</b>
<b>Liabilities</b>				
Short positions:				
Debt securities	6.3	2.0	–	8.3
Equity shares	3.1	6.0	–	9.1
Derivative financial instruments	–	20.8	–	20.8
Contingent consideration	–	–	3.5	3.5
	<b>9.4</b>	<b>28.8</b>	<b>3.5</b>	<b>41.7</b>

	Level 1 £ million	Level 2 £ million	Level 3 £ million	Total £ million
<b>At 31 July 2019</b>				
<b>Assets</b>				
Debt securities:				
Long trading positions in debt securities	24.0	1.4	–	25.4
Sovereign and central bank debt	48.3	–	–	48.3
Equity shares	5.6	30.4	0.3	36.3
Derivative financial instruments	–	30.1	–	30.1
Contingent consideration	–	–	2.1	2.1
	<b>77.9</b>	<b>61.9</b>	<b>2.4</b>	<b>142.2</b>
<b>Liabilities</b>				
Short positions:				
Debt securities	7.9	1.7	–	9.6
Equity shares	2.7	8.2	–	10.9
Derivative financial instruments	–	20.6	–	20.6
Contingent consideration	–	–	6.0	6.0
	<b>10.6</b>	<b>30.5</b>	<b>6.0</b>	<b>47.1</b>

## The Notes continued

### 28. Financial Risk Management continued

Movements in financial instruments categorised as Level 3 were:

	Equity shares £ million	Contingent consideration £ million
At 1 August 2018	0.5	(3.3)
Total losses recognised in the consolidated income statement	–	(1.2)
Purchases and issues	–	0.4
Sales and settlements	(0.2)	0.2
At 31 July 2019	0.3	(3.9)
Total gains recognised in the consolidated income statement	–	0.7
Purchases and issues	–	(0.6)
Sales and settlements	–	3.0
<b>At 31 July 2020</b>	<b>0.3</b>	<b>(0.8)</b>

The losses recognised in the consolidated income statement relating to instruments held at the year end amounted to £0.4 million (2019: £nil).

#### (c) Credit risk

Credit risk is the risk of a reduction in earnings and/or value, as a result of the failure of a counterparty or associated party with whom the group has contracted to meet its obligations as they fall due. Credit risk across the group mainly arises through the lending and treasury activities of the Banking division.

The Banking division applies consistent and prudent lending criteria to mitigate credit risk. Its lending activities are predominantly secured across a diverse range of asset classes. Details of average tenor and loan size by business can be found on page 2 and 3 of the strategic report. This ensures concentration risk is controlled in both the loan book and associated collateral. Currently credit risk appetites are set around unsecured lending to ensure the secured lending position is under regular review. Unsecured lending accounts for 11.3% of assets, although 77% of this total benefits from some degree of structural protection. Whilst not necessarily comprising formal, tangible security, this protection provides various degrees of loss mitigation. Examples include so-called “soft” assets and After The Event insurance cover.

The group has established limits for all counterparties with whom it places deposits, enters into derivative contracts or whose debt securities are held, and the credit quality of the counterparties is monitored. While these amounts may be material, the counterparties are all regulated institutions with investment grade credit ratings assigned by international credit rating agencies and fall within the large exposure limits set by regulatory requirements.

#### Maximum exposure to credit risk

The table below presents the group’s maximum exposure to credit risk, before taking account of any collateral and credit risk mitigation, arising from its on balance sheet and off balance sheet financial instruments. For off balance sheet instruments, the maximum exposure to credit risk represents the contractual nominal amounts.

	31 July 2020 £ million	31 July 2019 £ million
<b>On balance sheet</b>		
Cash and balances at central banks	1,375.8	1,106.4
Settlement balances	619.7	562.9
Loans and advances to banks	125.8	108.9
Loans and advances to customers	7,616.7	7,649.6
Debt securities	382.5	314.4
Loans to money brokers against stock advanced	45.8	42.5
Derivative financial instruments	39.9	30.1
Other financial assets	53.8	50.4
	<b>10,260.0</b>	<b>9,865.2</b>
<b>Off balance sheet</b>		
Irrevocable undrawn commitments	210.4	196.9
<b>Total maximum exposure to credit risk</b>	<b>10,470.4</b>	<b>10,062.1</b>

#### Assets pledged and received as collateral

The group pledges assets for repurchase agreements and securities borrowing agreements which are generally conducted under terms that are customary to standard borrowing contracts.

At 31 July 2020, the group was a participant of the Bank of England’s Term Funding Scheme and Term Funding Scheme with Additional Incentives for SMEs. Under these schemes, asset finance loan receivables of £758.5 million (31 July 2019: £790.6 million) and retained notes relating to Motor Finance loan receivables of £109.0 million (31 July 2019: £35.4 million) were positioned as collateral with the Bank of England, against which £262.0 million of cash (31 July 2019: £490.0 million) was drawn under the Term Funding Scheme and £228.0 million (31 July 2019: £nil) under the Term Funding Scheme with Additional Incentives for SMEs. The term of these transactions is four years from the date of each drawdown but the group may choose to repay earlier at its discretion. The risks and rewards of the loan receivables remain with the group and continue to be recognised in loans and advances to customers on the consolidated balance sheet.

The group has securitised without recourse and restrictions £1,601.1 million (31 July 2019 restated: £1,418.9 million) of its insurance premium and motor loan receivables in return for cash and asset-backed securities in issue of £1,037.1 million (31 July 2019: £949.8 million). This includes the £109.0 million (31 July 2019: £35.4 million) retained notes positioned as collateral with the Bank of England. As the group has retained exposure to substantially all the credit risk and rewards of the residual benefit of the underlying assets it continues to recognise these assets in loans and advances to customers in its consolidated balance sheet.

The majority of loans and advances to customers are secured against specific assets. For more information on collateral held see page 173. Consistent and prudent lending criteria are applied across the whole loan book with emphasis on the quality of the security provided.

#### Financial assets: Loans and advances to customers

##### Credit risk management and monitoring

The overall credit risk appetite is set by the group board. The monitoring of credit policy is the responsibility of the Banking division's Risk and Compliance committees. Large loans are subject to approval by a credit committee.

Credit underwriting and in-life monitoring is undertaken either centrally or through regional office networks, appropriate to the diverse and specialised nature of the businesses and the size and complexity of the transaction. Underwriting authority is ultimately delegated from the Board Risk Committee and cascaded accordingly, with lending businesses approving lower risk exposures locally subject to compliance with credit policy and risk appetite.

This model is supported by central oversight and control. An independent central credit risk function provides ongoing monitoring of material credit risks through regular review of appetites and policy, and oversight and approval of large complex credit deals. This team reports through the chief credit risk officer ("CCRO") to the group chief risk officer ("GCRO") and provides monthly reporting to the Credit Risk Management Committee ("CRMC") and Group Risk and Compliance Committee ("GRCC"). The Banking division has a dual approach to mitigating credit risk by:

- Lending on a predominantly secured basis with emphasis on both the customer's ability to repay and the quality of the underlying security to minimise any loss should the customer not be able to repay; and
- Applying greater scrutiny both analytically and in terms of escalation of sanctioning authority where the asset securing a loan is less tangible, or in cases of higher loan to valuation ("LTV").

Collections and recoveries processes are designed to provide a fair, consistent and effective operation for arrears management. We seek to engage in early communication with borrowers experiencing difficulty in meeting their repayments, to obtain their commitment to maintaining or re-establishing a regular payment plan. Additional resource has been allocated to this activity in light of the increase in required concessions relating to Covid-19.

##### Covid-19 approach

The past few months have been unprecedented in their severity and uncertainty with a large number of our customers approaching us for additional financial support. Further information on the support and concessions this comprises can be found in the forbearance section below entitled "Additional support for customers impacted by Covid-19".

As the global pandemic has progressed, the impact on our customers has been progressively assessed. We have been tracking closely the payment performance of our customers and the uptake of concessions, and have also deployed contact strategies to reach out to try and ascertain the short to medium term intentions of our customers with regard to resuming normal payments, or indeed the need for further concessions. The result of these individual contacts has informed our assessment of staging at an individual facility level. Appropriate cure periods associated with these concessions have been determined based on in-depth knowledge of portfolios and sub-portfolios.

The Central Credit Risk function monitors uptake of Covid-19 specific concessions and reports on these to the CRMC and GRCC, which utilise this enhanced forbearance reporting for tactical and strategic planning, and to assess the impacts of concessions granted. Our additional reporting tracks the trajectory of Covid-19 specific forbearance across our businesses and examines sector and asset concentrations.

In addition to the Covid-19 specific forbearance measures covered below, following accreditation, we have been able to offer many of our customers facilities under the UK government-introduced Coronavirus Business Interruption Loan Scheme ("CBILS"), the Coronavirus Large Business Interruption Loan Scheme ("CLBILS") and the Bounce Back Loan Scheme ("BBLs"), thereby enabling us to maximise our support for small businesses. We have seen good demand for loans under these schemes with over 1,430 of these loans approved within our Invoice Finance, Property Finance, and Asset Finance and Leasing businesses.

We maintain a regular reporting cycle of the uptake of these facilities and monitor usage compared to approved overall credit limits. In addition to facilities already approved and drawn we have a strong pipeline of applications that are undergoing eligibility assessment. At 31 July 2020 lending under the CBILS and associated schemes totalled £194 million across 901 loans noting that CBILS constitutes the vast majority of such exposures. Additionally, at 31 July 2020, £159 million across 529 loans had been credit approved and were awaiting drawdown.

## The Notes continued

### 28. Financial Risk Management continued

#### Forbearance

Forbearance occurs when a customer is experiencing difficulty in meeting their financial commitments and a concession is granted, by changing the terms of the financial arrangement, which would not otherwise be considered. This arrangement can be temporary or permanent depending on the customer's circumstances.

The Banking division reports on forbore exposures as either performing or non-performing in line with regulatory requirements. A forbearance policy is maintained to ensure the necessary processes are in place to enable consistently fair treatment of each customer and that they are managed based on their individual circumstances. The arrangements agreed with customers will aim to create a sustainable and affordable financial position, thereby reducing the likelihood of suffering a credit loss. The forbearance policy is periodically reviewed to ensure it is still effective.

#### Additional support for customers impacted by Covid-19

The economic conditions resulting from Covid-19 have been unprecedented in terms of the financial support required by our customers who find themselves in difficulty, and we have introduced a range of additional forbearance measures to support them. Concessions granted to customers as a consequence of Covid-19 are varied across our lending businesses. In all instances, where further support is required this is considered on a case-by-case basis as we seek to assist our customers during these unpredictable times. The number of customers supported via concessions offered has increased to 66,153.

In Retail, concessions in Motor Finance have typically taken the form of a period of breathing space without payments, followed by a payment plan to meet the revised outstanding balance, with the customer enjoying deferral of payment without the compounding of interest on the outstanding balance. Similarly, in Premium Finance, affected customers have been offered revised repayments over a short-term horizon. In Commercial, for Asset Finance customers, a capital repayment holiday has been the most common form of concession offered. In Invoice Finance customers have been offered the option to flex repayment percentages and overpayments where required. Finally, in Property fee concessions on extensions have been granted. Our Commercial and Property businesses account for the vast majority of our forbore loan balances.

The cure periods of these forbore exposures are subject to expert judgement and are underpinned by carefully considered assumptions. Our cure approach varies dependent on divisional split and ranges from instant cure when concession ends (subject to confirmation of no adverse performance) to a three-month cure period applicable in other circumstances. In some instances where the facility is of short tenor the exposure may remain forbore for the residual life of the facility.

#### Other forbearance (non-Covid-19)

The Banking division has historically offered a range of concessions to support customers which vary depending on the product and the customer's status. Such concessions include an extension outside terms (for example a higher loan to value or overpayments) and refinancing, which may incorporate an extension of the loan tenor and capitalisation of arrears, as well as other forms of forbearance such as moratorium, covenant waivers, and rate concessions.

Loans are classified as forbore at the time a customer in financial difficulty is granted a concession and the customer will remain treated and recorded as forbore until the following exit conditions are met:

1. When all due payments, as per the amended contractual terms, have been made in a timely manner over a continuous repayment period (loan is considered as performing);
2. A minimum two-year probation period has passed from the date the forbore exposure was considered as performing;
3. None of the customer's exposures with Close Brothers are more than 30 days past due at the end of the probation period; and
4. The regulatory requirement for an additional 12-month cure period for a non-performing forbore exposure to become performing-forbore is also applied where required in addition to the above.

#### Forbearance analysis

At 31 July 2020 the gross carrying amount of exposures with forbearance measures was £1,596.2 million (31 July 2019: £174.5 million). The key driver of this increase is Covid-19 related forbearance which comprises 88% (£1,410.4 million) of forbore exposures at 31 July 2020. As set out on page 134, a Covid-19 related concession does not in itself constitute a significant increase in credit risk; accordingly 26% and 72% of these loans are in stages 1 and 2 respectively.

An analysis of forborne loans as at 31 July 2020 is shown in the table below:

	Gross loans and advances to customers £ million	Forborne loans £ million	Forborne loans as a percentage of gross loans and advances to customers %	Provision on forborne loans £ million	Number of customers supported
<b>31 July 2020</b>	<b>7,855.4</b>				
<b>Non-Covid-19 forbearance</b>		<b>185.8</b>	<b>2.4%</b>	<b>34.5</b>	<b>3,039</b>
<b>Covid-19 forbearance</b>		<b>1,410.4</b>	<b>18.0%</b>	<b>71.9</b>	<b>66,153</b>
	<b>7,855.4</b>	<b>1,596.2</b>	<b>20.3%</b>	<b>106.4</b>	<b>69,192</b>
31 July 2019	7,753.9				
Non-Covid-19 forbearance		174.5	2.3%	18.7	3,612
Covid-19 forbearance		–	–	–	–
	7,753.9	174.5	2.3%	18.7	3,612

The following is a breakdown of forborne loans by segment split by those driven by Covid-19 compared to concessions that have arisen in the normal course of business:

	31 July 2020			31 July 2019 Total forborne loans £ million
	Covid-19 £ million	Non-Covid-19 £ million	Total forborne loans £ million	
Commercial	832.8	50.1	882.9	70.9
Retail	251.0	4.1	255.1	5.9
Property	326.6	131.6	458.2	97.7
	<b>1,410.4</b>	<b>185.8</b>	<b>1,596.2</b>	174.5

The following is a breakdown of the number of customers supported by segment:

	31 July 2020			31 July 2019 Total number of customers supported
	Covid-19	Non-Covid-19	Total number of customers supported	
Commercial	7,322	284	7,606	265
Retail	58,644	2,700	61,344	3,308
Property	187	55	242	39
	<b>66,153</b>	<b>3,039</b>	<b>69,192</b>	3,612

The following is a breakdown of forborne loans by concession type split by those driven by Covid-19 compared to concessions that have arisen in the normal course of business:

	31 July 2020			31 July 2019 Forborne loans
	Covid-19 related	Non-Covid-19 related	Forborne loans	
Extension outside terms	440.1	138.0	578.1	130.3
Refinancing	0.5	15.2	15.7	26.2
Moratorium	969.8	28.6	998.4	14.2
Other modifications	–	4.0	4.0	3.8
	<b>1,410.4</b>	<b>185.8</b>	<b>1,596.2</b>	174.5

### Segmental credit risk

Commercial is a combination of several specialist, predominantly secured lending businesses. The nature of assets financed varies across the businesses. The majority of the loan book is comprised of loans less than £2.5 million. Credit quality is predominantly assessed on an individual loan-by-loan basis. Collection and recovery activity is executed promptly by experts with experience in the specialised assets. This approach allows remedial action to be implemented at the appropriate time to minimise potential loss.

Retail is predominantly high volume secured or refundable lending. The majority of the loan book is comprised of loans less than £20,000 and includes both regulated and unregulated agreements. Credit issues are identified via largely automated monitoring and tracking processes. Collections processes and actions (focused on good and fair customer outcomes) are designed and implemented to promptly restore customers to a performing status, with recovery methods applied to minimise potential loss.

## The Notes continued

### 28. Financial Risk Management continued

Property is a low volume, specialised lending portfolio with credit quality assessed on an individual loan by loan basis. The majority of the loan book is comprised of Residential Development loans of less than £10 million. All loans are regularly reviewed to ensure that they are performing satisfactorily, with Residential Development facilities monitored, broadly, on a monthly basis by independent Close Brothers appointed Project Monitoring Surveyors ("PMS") to certify build payments and the residual cost-to-complete. This ensures the thorough supervision of all live developments and facilitates the monthly checking of on-site progress against original build plan.

In Commercial and Property, performing loans with elevated levels of credit risk may be placed on watch lists depending on the perceived severity of the credit risk.

#### Credit risk reporting

The following table sets out loans and advances to customers, trade receivables and undrawn facilities by the group's internal credit risk grading. The analysis of lending has been prepared based on the following risk categories:

Low risk: The credit risk profile of the borrower is considered acceptable with no concerns on ability to meet obligations as they fall due. Standard monitoring in place.

Medium risk: Evidence of deterioration in the credit risk profile of the borrower exists which requires increased monitoring. Potential concerns on ability to meet obligations as they fall due may exist.

High risk: Evidence of significant deterioration in the credit risk profile of the borrower exists which requires enhanced management. Full repayment may not be achieved with potential for loss identified.

	Stage 1 £ million	Stage 2 £ million	Stage 3 £ million	Total £ million
<b>At 31 July 2020</b>				
<b>Gross loans and advances to customers</b>				
Low risk	5,777.5	1,134.1	34.7	6,946.3
Medium risk	112.5	345.3	25.0	482.8
High risk	5.1	89.6	309.6	404.3
Ungraded	11.5	5.2	5.3	22.0
	<b>5,906.6</b>	<b>1,574.2</b>	<b>374.6</b>	<b>7,855.4</b>
<b>Undrawn commitments</b>				
Low risk	1,163.7	12.2	10.6	1,186.5
Medium risk	–	7.6	0.1	7.7
High risk	–	–	1.1	1.1
	<b>1,163.7</b>	<b>19.8</b>	<b>11.8</b>	<b>1,195.3</b>
<b>Trade receivables<sup>1</sup></b>				
Low risk	3.7	–	–	3.7
Medium risk	–	4.5	–	4.5
High risk	–	–	2.6	2.6
	<b>3.7</b>	<b>4.5</b>	<b>2.6</b>	<b>10.8</b>

	Stage 1 £ million	Stage 2 £ million	Stage 3 £ million	Total £ million
<b>At 31 July 2019</b>				
<b>Gross loans and advances to customers</b>				
Low risk	6,837.6	477.8	55.2	7,370.6
Medium risk	14.9	224.3	45.7	284.9
High risk	–	1.2	79.5	80.7
Ungraded	11.5	0.4	5.8	17.7
	<b>6,864.0</b>	<b>703.7</b>	<b>186.2</b>	<b>7,753.9</b>
<b>Undrawn commitments</b>				
Low risk	1,083.9	8.5	3.8	1,096.2
Medium risk	–	4.4	–	4.4
	<b>1,083.9</b>	<b>12.9</b>	<b>3.8</b>	<b>1,100.6</b>
<b>Trade receivables<sup>1</sup></b>				
Low risk	7.9	–	–	7.9
Medium risk	–	0.7	–	0.7
High risk	–	–	1.2	1.2
	<b>7.9</b>	<b>0.7</b>	<b>1.2</b>	<b>9.8</b>

1. Lifetime expected credit losses are recognised for all trade receivables under the IFRS 9 simplified approach.

Low risk loans and advances to customers represent 89% of the overall portfolio (31 July 2019: 95%), reflecting the strong quality of the portfolio with the remaining 12% of loans in medium risk, high risk and ungraded (31 July 2019: 5%). The shift in loans to higher risk grades is primarily due to macroeconomic and case-specific effects of Covid-19.

Low risk and Stage 2 represent 14% (31 July 2019: 6%) of loans and advances to customers, primarily reflecting early arrears cases, or agreements which have triggered a significant increase in credit risk indicator, or a 30 days past due backstop. Covid-19 forbearance has precipitated migration from Stage 1 to Stage 2 in line with our approach outlined on page 134, which can be seen in the lower balances in low risk Stage 1 category compared to last year, and a resultant higher balance in the low risk Stage 2 category year on year. Loans and advances to customers reflected as low risk and Stage 3 primarily relate to agreements which have triggered the 90 days past due backstop but where full repayment is expected.

Medium risk agreements account for 6% (31 July 2019: 4%) of total loans and advances to customers. This is primarily driven by significant increase in credit risk indicators having been triggered, warranting increased monitoring. Loans and advances to customers reflected as medium risk and Stage 3 primarily relate to agreements that have triggered the 90 days past due backstop in addition to other significant increase in credit risk triggers.

High risk agreements account for 5% (31 July 2019: 1%) of total loans and advances to customers with the majority corresponding with Stage 3, largely driven by increased defaults as a result of Covid-19. The increase in high risk Stage 2 exposure partly reflects the impact of Covid-19, as well as enhancements made to our internal risk models which provide greater differentiation between accounts.

#### Collateral held

The group mitigates credit risk through holding collateral against loans and advances to customers. The group has internal policies on the acceptability of specific collateral types, the requirements for ensuring effective enforceability and monitoring of collateral in-life. Internal policies define, amongst other things, legal documentation requirements, the nature of assets accepted, loan to value and age at origination, and exposure maturity and in-life inspection requirements. An asset valuation is undertaken as part of the loan origination process.

The principal types of collateral held by the group against loans and advances to customers in the Property and Commercial divisions include residential and commercial property and charges over business assets such as equipment, inventory and accounts receivable. Within the Retail division the group holds collateral primarily in the form of vehicles in Motor Finance and refundable insurance premiums in Premium Finance, where an additional layer of protection may exist through broker recourse.

The Banking division's collateral policies have not materially changed during the reporting period and there has been no significant change in the overall quality of the collateral held by the group since the prior period. Collateral values and time to realise assets are likely to have been impacted by Covid-19 though it is not currently anticipated that this will materially impact the quality of the collateral held.

Analysis of gross loans and advances to customers by LTV ratio is provided below. The value of collateral used in determining the LTV ratio is based upon data captured at loan origination, or where available, a more recent updated valuation.

	Commercial £ million	Retail £ million	Property £ million	Total £ million
LTV <sup>1</sup>				
60% or lower	407.1	158.5	953.0	1,518.6
60% to 70%	256.0	160.6	685.5	1,102.1
70% to 80%	265.4	335.6	67.1	668.1
80% to 90%	589.0	1,152.8	2.9	1,744.7
90% to 100%	997.1	389.3	20.7	1,407.1
Greater than 100%	251.0	230.1	48.6	529.7
Structurally protected <sup>2</sup>	255.1	424.9	–	680.0
Unsecured	151.1	54.0	–	205.1
<b>At 31 July 2020</b>	<b>3,171.8</b>	<b>2,905.8</b>	<b>1,777.8</b>	<b>7,855.4</b>

1 Government lending scheme facilities are allocated to a low LTV category reflecting the nature of the Government guarantee and resultant level of lending risk.

2 Exposures are considered structurally protected when, in management's judgement, they have characteristics which mitigate the credit risk of the exposure to a significant extent, in spite of not representing tangible security.

	Commercial £ million	Retail £ million	Property £ million	Total £ million
LTV <sup>1</sup>				
60% or lower	209.3	149.9	1,126.5	1,485.7
60% to 70%	276.1	159.1	626.8	1,062.0
70% to 80%	363.8	344.2	74.0	782.0
80% to 90%	696.5	1,109.9	7.1	1,813.5
90% to 100%	916.9	370.0	7.6	1,294.5
Greater than 100%	267.9	241.0	21.0	529.9
Structurally protected	157.1	378.7	–	535.8
Unsecured	155.5	95.0	–	250.5
<b>At 31 July 2019</b>	<b>3,043.1</b>	<b>2,847.8</b>	<b>1,863.0</b>	<b>7,753.9</b>

1 Restated to aid comparability. The analysis in the 2019 Annual Report included gross loans and advances to customers where exposure at origination exceeded £1.0 million only.

## The Notes continued

### 28. Financial Risk Management continued

Gross loans and advances to customers which are credit-impaired split by LTV ratio:

	Commercial £ million	Retail £ million	Property £ million	Total £ million
<b>LTV</b>				
60% or lower	4.8	1.0	68.7	74.5
60% to 70%	11.5	1.7	42.2	55.4
70% to 80%	16.2	5.3	23.8	45.3
80% to 90%	22.8	14.3	0.7	37.8
90% to 100%	32.5	8.6	20.7	61.8
Greater than 100%	23.4	5.9	48.7	78.0
Structurally protected	10.0	6.1	–	16.1
Unsecured	5.2	0.5	–	5.7
<b>At 31 July 2020</b>	<b>126.4</b>	<b>43.4</b>	<b>204.8</b>	<b>374.6</b>
<b>LTV<sup>1</sup></b>				
60% or lower	1.9	0.4	10.1	12.4
60% to 70%	4.8	0.7	29.8	35.3
70% to 80%	8.3	2.2	12.5	23.0
80% to 90%	17.5	9.5	1.6	28.6
90% to 100%	21.3	4.3	–	25.6
Greater than 100%	17.3	5.1	21.0	43.4
Structurally protected	5.3	3.7	–	9.0
Unsecured	8.3	0.6	–	8.9
<b>At 31 July 2019</b>	<b>84.7</b>	<b>26.5</b>	<b>75.0</b>	<b>186.2</b>

<sup>1</sup> Restated to aid comparability. The analysis in the 2019 Annual Report included gross loans and advances to customers where exposure at origination exceeded £1.0 million only.

#### Financial assets: Treasury assets

The credit risk presented by the group's treasury assets is low. Immaterial impairment provisions are recognised for cash and balances at central banks, certificates of deposit and sovereign and central bank debt. These financial assets are investment grade and in Stage 1.

#### Financial assets: Settlement balances and loans to money brokers against stock advanced

The credit risk presented by settlement balances in the Securities division is limited, as such balances represent delivery versus payment transactions where delivery of securities occurs simultaneously with payment. The credit risk is therefore limited to the change in market price of a security between trade date and settlement date and not the absolute value of the trade. Winterflood is a market maker and trades on a principal-only basis with regulated counterparties including stockbrokers, wealth managers, institutions and hedge funds who are either authorised and regulated by the PRA and/or FCA or equivalent regulator in the respective country.

Counterparty exposure and settlement failure monitoring controls are in place as part of an overall risk management framework and settlement balances past due are actively managed.

Loans to money brokers against stock advanced of £45.8 million (31 July 2019: £42.5 million) is the cash collateral provided to these institutions for stock borrowing by Winterflood. The stock borrowing to which the cash deposits relate is short term in nature and is recorded at the amount payable. The credit risk of this financial asset is therefore limited.

The following table shows the ageing of settlement balances:

	Stage 1 £ million	Stage 2 £ million	Stage 3 £ million	Impairment provisions £ million	Total £ million
<b>At 31 July 2020</b>					
Not past due	598.9	–	–	–	598.9
Less than 30 days past due	18.4	–	–	–	18.4
More than 30 days but less than 90 days past due	–	0.7	–	–	0.7
More than 90 days past due	–	–	2.0	(0.3)	1.7
	<b>617.3</b>	<b>0.7</b>	<b>2.0</b>	<b>(0.3)</b>	<b>619.7</b>

	Stage 1 £ million	Stage 2 £ million	Stage 3 £ million	Impairment provisions £ million	Total £ million
At 31 July 2019					
Not past due	529.5	–	–	–	529.5
Less than 30 days past due	31.8	–	–	–	31.8
More than 30 days but less than 90 days past due	–	0.6	–	–	0.6
More than 90 days past due	–	–	1.0	–	1.0
	561.3	0.6	1.0	–	562.9

#### (d) Market risk

Market risk is the risk that a change in the value of an underlying market variable, such as interest or foreign exchange rates, will give rise to an adverse movement in the value of the group's assets.

##### Interest rate risk

The group's exposure to interest rate risk arises in the Banking division and the remainder of this section relates to the Banking division accordingly. Interest rate risk in the group's other divisions is considered to be immaterial.

The group has a simple and transparent balance sheet and a low appetite for interest rate risk which is limited to that required to operate efficiently. The group's policy is to match repricing characteristics of assets and liabilities naturally where possible or by using interest rate swaps to secure the margin on its loans and advances to customers. These interest rate swaps are disclosed in note 14.

The Asset and Liability Committee ("ALCO") monitors the interest rate risk exposure across the balance sheet. There are three main sources of interest rate risk recognised, which could adversely impact future income or the value of the balance sheet:

- repricing risk occurs when assets and liabilities reprice at different times;
- embedded optionality risk occurs as a result of special conditions attached to contract terms embedded in some assets and liabilities; and
- basis risk occurs where there is a mismatch in the interest rate reference rate for assets and liabilities.

Interest rate risk within the Banking book is assessed by applying key behavioural and modelling assumptions including but not limited to fixed rate loans subject to prepayment risk, behaviour of non-maturity assets, treatment of own equity and the expectation of interest rate options. This is performed across a range of regulatory prescribed and internal interest rate shocks approved by ALCO.

The table below sets out the earnings at risk ("EaR") due to a parallel shift in interest rates at 31 July 2020:

	2020 £ million	2019 £ million
0.5% increase	<b>(9.8)</b>	(4.0)
0.5% decrease	<b>1.7</b>	5.1

The average impact in 2020 on our EaR measure due to a parallel 0.5% increase or decrease in interest rates was a £8.2 million (2019: £4.3 million) decrease and £5.7 million (2019: £5.2 million) increase respectively.

In March 2020 the Bank of England reduced base rate twice from 0.75% to 0.10% following the onset of Covid-19 causing market rates to fall. This resulted in an increase in EaR under a 0.5% increase due to embedded floors on some variable rate loans becoming more profitable in the lower rate environment. This additional profit is at risk should rates rise back up and is reflected in a higher EaR measure. In the event of market rates decreasing further, additional profits would be generated primarily due to the optionality within some variable rate loans. No floor is applied to the stressed yield curves.

The table below sets out the assessed impact on our base case economic value ("EV") due to a shift in interest rates at 31 July 2020:

	2020 £ million	2019 £ million
0.5% increase	<b>(3.1)</b>	–
0.5% decrease	<b>3.3</b>	–

The average impact in 2020 on our base case EV measure due to a parallel 0.5% increase or decrease in interest rates was a £2.2 million (2019: £0.4 million) increase and £2.2 million (2019: £0.4 million) decrease respectively.

The EV measure used for monitoring was changed from a 'parallel shift up 0.5%' to a 'Short rates down, long rates up' yield curve stress in 2019 to reflect the bank's repricing profile and external interest rate environment. The impact on our base case EV due to a 'Short rates down, long rates up' shift in interest rates at 31 July 2020 was a reduction in the EV of £3.4 million (31 July 2019: reduction of £6.4 million).

##### Foreign currency risk

The group has limited exposure to foreign currency risk which derives from the equity balances of its overseas operations, which are not hedged. These balances are predominantly in euros. Foreign exchange differences which arise from the translation of these operations are recognised directly in equity.

## The Notes continued

### 28. Financial Risk Management continued

A change in the euro exchange rate would decrease the group's equity by the following amounts:

	2020 £ million	2019 £ million
20% strengthening of sterling against the euro	<b>(2.8)</b>	(4.3)

The group has additional material currency assets and liabilities primarily as a result of treasury operations in the Banking division. These assets and liabilities are matched by currency, using exchange rate derivative contracts where necessary. Details of these contracts are disclosed in note 14. Other potential group exposures arise from share trading settled in foreign currency in the Securities division, and foreign currency equity investments. The group has policies and processes in place to manage foreign currency risk, and as such the impact of any reasonably expected exchange rate fluctuations would not be material.

#### Market price risks

##### Trading financial instruments: Equity shares and debt securities

The group's trading activities relate to Winterflood. The following table shows the group's trading book exposure to market price risk:

	Highest exposure £ million	Lowest exposure £ million	Average exposure £ million	Exposure at 31 July £ million
<b>For the year ended 31 July 2020</b>				
Equity shares				
Long	45.5	22.6	31.2	29.2
Short	22.1	4.8	12.3	9.1
			<b>18.9</b>	<b>20.1</b>
Debt securities				
Long	33.9	20.8	23.4	24.4
Short	9.1	4.3	6.2	8.3
			<b>17.2</b>	<b>16.1</b>

	Highest exposure £ million	Lowest exposure £ million	Average exposure £ million	Exposure at 31 July £ million
For the year ended 31 July 2019				
Equity shares				
Long	39.8	24.5	30.9	35.3
Short	27.2	9.7	14.2	10.9
			16.7	24.4
Debt securities				
Long	32.1	22.0	25.6	25.5
Short	17.1	5.7	12.0	9.6
			13.6	15.9

With respect to the long and short positions on debt securities £12.4 million and £0.3 million (2019: £12.6 million and £0.4 million) were due to mature within one year respectively.

The average exposure has been calculated on a daily basis. The highest and lowest exposures occurred on different dates and therefore a net position of these exposures does not reflect a spread of the trading book.

Based upon the trading book exposure given above, a hypothetical fall of 10% in market prices would result in a £2.0 million decrease (2019: £2.4 million decrease) in the group's income and net assets on the equity trading book and a £1.6 million decrease (2019: £1.6 million decrease) on the debt securities trading book. However, the group's trading activity is mainly market-making where positions are managed throughout the day on a continuous basis. Accordingly, the sensitivity referred to above is purely hypothetical.

#### Non-trading financial instruments

Net gains and losses on non-trading financial instruments are disclosed in notes 12 and 13.

#### (e) Liquidity risk

Liquidity risk is the risk that liabilities cannot be met when they fall due or can only be met at an uneconomic price and arises mainly in the Banking division.

The group has a prudent liquidity position with total available funding at 31 July 2020 of £10.2 billion (31 July 2019: £9.9 billion). This funding is significantly in excess of its loans and advances to customers at 31 July 2020 of £7.6 billion (31 July 2019: £7.6 billion). The group has a large portfolio of high quality liquid assets principally including cash placed on deposit with the Bank of England. The group measures liquidity risk with a variety of measures including regular stress testing and cash flow monitoring, and reporting to both the group and divisional boards.

The following table analyses the contractual maturities of the group's on balance sheet financial liabilities on an undiscounted cash flow basis.

	On demand £ million	In less than three months £ million	In more than three months but not more than six months £ million	In more than six months but not more than one year £ million	In more than one year but not more than five years £ million	In more than five years £ million	Total £ million
<b>At 31 July 2020</b>							
Settlement balances	–	587.5	–	–	–	–	587.5
Deposits by banks	25.1	123.3	0.3	4.1	–	–	152.8
Deposits by customers	543.2	1,105.8	1,358.0	1,464.5	1,511.5	–	5,983.0
Loans and overdrafts from banks	6.9	1.1	0.1	0.2	490.9	–	499.2
Debt securities in issue	–	38.4	523.3	416.1	667.6	284.3	1,929.7
Loans from money brokers against stock advanced	17.9	–	–	–	–	–	17.9
Subordinated loan capital	–	1.7	3.7	5.4	43.3	234.6	288.7
Derivative financial instruments	–	5.3	3.9	8.3	22.8	5.2	45.5
Lease liabilities (note 30)	0.1	5.5	3.4	5.2	30.6	11.0	55.8
Other financial liabilities	13.0	95.2	4.2	3.0	20.4	2.0	137.8
<b>Total</b>	<b>606.2</b>	<b>1,963.8</b>	<b>1,896.9</b>	<b>1,906.8</b>	<b>2,787.1</b>	<b>537.1</b>	<b>9,697.9</b>

	On demand £ million	In less than three months £ million	In more than three months but not more than six months £ million	In more than six months but not more than one year £ million	In more than one year but not more than five years £ million	In more than five years £ million	Total £ million
<b>At 31 July 2019</b>							
Settlement balances	–	547.6	–	–	–	–	547.6
Deposits by banks	12.5	15.7	27.8	2.0	–	–	58.0
Deposits by customers	69.7	1,235.7	1,137.7	1,700.5	1,573.9	–	5,717.5
Loans and overdrafts from banks	19.0	10.9	0.9	1.8	493.9	–	526.5
Debt securities in issue	–	32.9	37.1	130.9	1,465.0	292.1	1,958.0
Loans from money brokers against stock advanced	14.3	–	–	–	–	–	14.3
Subordinated loan capital	–	1.7	3.7	5.4	43.3	245.4	299.5
Derivative financial instruments	0.1	7.6	5.8	8.6	34.8	9.0	65.9
Other financial liabilities	11.6	89.5	6.1	1.7	10.6	2.3	121.8
<b>Total</b>	<b>127.2</b>	<b>1,941.6</b>	<b>1,219.1</b>	<b>1,850.9</b>	<b>3,621.5</b>	<b>548.8</b>	<b>9,309.1</b>

Derivative financial instruments in the table above includes net currency swaps. The following table shows the currency swaps on a gross basis:

	On demand £ million	In less than three months £ million	In more than three months but not more than six months £ million	In more than six months but not more than one year £ million	In more than one year but not more than five years £ million	In more than five years £ million	Total £ million
<b>At 31 July 2020</b>	<b>–</b>	<b>79.5</b>	<b>3.5</b>	<b>7.6</b>	<b>21.9</b>	<b>5.2</b>	<b>117.7</b>
At 31 July 2019	5.6	163.3	88.8	8.6	34.8	9.0	310.1

## The Notes continued

### 28. Financial Risk Management continued

#### (f) Offsetting

The following table shows the impact on derivative financial assets and liabilities which have not been offset but for which the group has enforceable master netting arrangements in place with counterparties. The net amounts show the exposure to counterparty credit risk after offsetting benefits and collateral, and are not intended to represent the group's actual exposure to credit risk.

Master netting arrangements allow outstanding transactions with the same counterparty to be offset and settled net, either unconditionally or following a default or other predetermined event. Financial collateral on derivative financial instruments consists of cash settled, typically daily, to mitigate the mark to market exposures.

	Gross amounts recognised £ million	Master netting arrangements £ million	Financial collateral £ million	Net amounts after offsetting £ million
<b>At 31 July 2020</b>				
Derivative financial assets	<b>39.9</b>	<b>(14.2)</b>	<b>(25.0)</b>	<b>0.7</b>
Derivative financial liabilities	<b>20.7</b>	<b>(14.2)</b>	<b>(4.0)</b>	<b>2.5</b>
<b>At 31 July 2019</b>				
Derivative financial assets	30.1	(14.9)	(12.4)	2.7
Derivative financial liabilities	20.6	(14.9)	(5.4)	0.2

### 29. Interest in Unconsolidated Structured Entities

Structured entities are those entities that have been designed so that voting or similar rights are not the dominant factor in deciding who has control, such as when any voting rights relate to administrative tasks only, or when the relevant activities are directed by means of contractual arrangements.

The group has interests in structured entities as a result of contractual arrangements arising from the management of assets on behalf of its clients as part of its Asset Management division. These structured entities consist of unithold vehicles such as Authorised Unit Trusts ("AUTs") and Open Ended Investment Companies ("OEICs") which entitle investors to a percentage of the vehicle's net asset value. The structured entities are financed by the purchase of units or shares by investors. The group does not hold direct investments in its structured entities.

As fund manager, the group does not guarantee returns on its funds or commit to financially support its funds. The business activity of all structured entities is the management of assets in order to maximise investment returns for investors from capital appreciation and/or investment income. The group earns a management fee from its structured entities, based on a percentage of the entity's net asset value.

The main risk the group faces from its interest in assets under management on behalf of external investors is the loss of fee income as a result of the withdrawal of funds by clients. Outflows from funds are dependent on market sentiment, asset performance and investor considerations. The assets under management of unconsolidated structured entities managed by the group were £4,821 million at 31 July 2020 (31 July 2019: £4,843 million). Included in revenue on the consolidated income statement is management fee income of £33.4 million (2019: £31.3 million) from unconsolidated structured entities managed by the group.

### 30. Implementation of IFRS 16

The group adopted IFRS 16 from 1 August 2019. The standard has been applied on a modified retrospective basis and comparative information has not been restated. More information on changes to the group's accounting policies can be found in note 1.

At transition date, the group applied the option to measure right of use assets at an amount equal to the lease liability, adjusted for prepaid or accrued payments. This resulted in the recognition on the balance sheet of right of use assets of £44.8 million and lease liabilities of £47.4 million, with no impact on shareholders' equity. The right of use assets and lease liabilities, which largely relate to properties previously accounted for as operating leases, are included within Property, plant and equipment and Other liabilities respectively.

The weighted average incremental borrowing rate applied to lease liabilities at transition date was 2%. At 31 July 2019, IAS 17 operating lease commitments as disclosed on page 138 of the Annual Report 2019 amounted to £55.2 million. The difference between this and total lease liabilities recognised at 1 August 2019 on transition largely relates to the impact of discounting.

The group did not reassess whether a contract is, or contains, a lease on transition as permitted by IFRS 16. In addition, the following practical expedients were applied on transition:

- Reliance on previous assessment of whether a lease is onerous;
- Recognition exemption for leases with a remaining term of less than 12 months at transition date;
- Exclusion of initial direct costs from the measurement of right of use assets;
- Use of hindsight in determining lease term if the contract contains options to extend or terminate; and
- Application of a single discount rate to a portfolio of leases with reasonably similar characteristics.

### 31. Investments in Subsidiaries

In accordance with section 409 of the Companies Act 2006, the following is a list of the group's subsidiaries at 31 July 2020, which are all wholly owned and incorporated in the UK unless otherwise stated.

#### Group

Close Brothers Holdings Limited<sup>1</sup>

#### Banking

Air and General Finance Limited<sup>2</sup>  
 Armed Services Finance Limited<sup>5</sup>  
 Arrow Audit Services Limited<sup>1</sup>  
 Brook Funding (No.1) Limited<sup>12, 19</sup>  
 Capital Lease Solutions Limited<sup>1</sup>  
 CBM Holdings Limited<sup>1</sup>  
 Close Asset Finance Limited<sup>2</sup>  
 Close Brewery Rentals Limited<sup>6</sup>  
 Close Brothers Asset Finance GmbH (Germany)<sup>15</sup>  
 Close Brothers Factoring GmbH (Germany)<sup>15</sup>  
 Close Brothers Finance plc<sup>1</sup>  
 Close Brothers Limited<sup>1</sup>  
 Close Brothers Military Services Limited<sup>5</sup>  
 Close Brothers Premium DAC (Ireland)<sup>18</sup>  
 Close Brothers Technology Services Limited<sup>1</sup>  
 Close Brothers Vehicle Hire Limited<sup>14</sup>  
 Close Business Finance Limited<sup>2</sup>  
 Close Credit Management (Holdings) Limited<sup>1</sup>  
 Close Finance (CI) Limited (Jersey)<sup>16</sup>  
 Close International Bank Holdings Limited (Guernsey)<sup>4</sup>  
 Close Invoice Finance Limited<sup>1</sup>  
 Close Leasing Limited<sup>13</sup>  
 Close Motor Finance Limited<sup>5</sup>  
 Close PF Funding I Limited<sup>11, 19</sup>  
 Commercial Acceptances Limited<sup>7</sup>  
 Commercial Finance Credit Limited<sup>2</sup>  
 Corporate Asset Solutions Limited<sup>1</sup>  
 Finance for Industry Limited<sup>1</sup>  
 Finance for Industry Services Limited<sup>1</sup>  
 Kingston Asset Finance Limited<sup>2</sup>  
 Kingston Asset Leasing Limited<sup>2</sup>  
 Metropolitan Factors Limited<sup>1</sup>  
 Micgate Holdings (UK) Limited<sup>1</sup>  
 Novitas Loans Limited<sup>2</sup>  
 Novitas (Salisbury) Limited<sup>2</sup>  
 Orbita Funding 2016-1 plc<sup>12, 19</sup>  
 Orbita Funding 2017-1 plc<sup>12, 19</sup>  
 Orbita Funding 2020-1 plc<sup>12, 19</sup>  
 Orbita Holdings Limited<sup>12, 19</sup>  
 Surrey Asset Finance Limited<sup>2</sup>

#### Securities

W.S. (Nominees) Limited<sup>3</sup>  
 Winterflood Client Nominees Limited<sup>3</sup>  
 Winterflood Gilts Limited<sup>3</sup>  
 Winterflood Securities Holdings Limited<sup>3</sup>  
 Winterflood Securities Limited<sup>3</sup>  
 Winterflood Securities US Corporation (Delaware, U.S.A.)<sup>18</sup>

#### Asset Management

Adrian Smith & Partners Limited<sup>1</sup>  
 Cavanagh Financial Management Limited<sup>8</sup>  
 CBF Wealth Management Limited (80% shareholding)<sup>1</sup>  
 CFSL Management Limited<sup>1</sup>  
 Close Asset Management Holdings Limited<sup>1</sup>  
 Close Asset Management Limited<sup>1</sup>  
 Close Asset Management (UK) Limited<sup>1</sup>  
 Close Investments Limited<sup>1</sup>  
 Close Portfolio Management Limited<sup>1</sup>  
 Close Properties Jersey Limited (Jersey)<sup>9</sup>  
 EOS Wealth Management Limited<sup>1</sup>  
 Lion Nominees Limited<sup>1</sup>  
 Place Campbell Close Brothers Limited (50% shareholding)<sup>11</sup>

#### Registered offices:

- 1 10 Crown Place, London EC2A 4FT, United Kingdom.
- 2 Wimbledon Bridge House, Hartfield Road, Wimbledon, London SW19 3RU, United Kingdom.
- 3 The Atrium Building Cannon Bridge, 25 Dowgate Hill, London EC4R 2GA, United Kingdom.
- 4 1st and 2nd Floors, Elizabeth House, Les Ruettes Brayes, St Peter Port GY1 1EW, Guernsey.
- 5 Roman House, Roman Road, Doncaster, South Yorkshire DN4 5EZ, United Kingdom.
- 6 Unit 1, Kingfisher Park, Headlands Business Park, Ringwood, Hampshire BH24 3NX, United Kingdom.
- 7 100 George Street, London W1U 8NU, United Kingdom.
- 8 4th Floor, The Athenaeum Building, 8 Nelson Mandela Place, Glasgow G2 1BT, United Kingdom.
- 9 Saltire Court, 3rd Floor, West Wing, 20 Castle Terrace, Edinburgh, Scotland EH1 2EN, United Kingdom.
- 10 Wilmington House, High Street, East Grinstead, West Sussex RH19 3AU, United Kingdom.
- 11 10th Floor, 5 Churchill Place, London E14 5HU, United Kingdom.
- 12 1 Bartholomew Lane, London EC2N 2AX, United Kingdom.
- 13 Olympic Court Third Avenue, Trafford Park Village, Manchester M17 1AP, United Kingdom.
- 14 Lows Lane, Stanton-By-Dale, Ilkeston, Derbyshire DE7 4QU, United Kingdom.
- 15 Grosse Bleiche 35-39, 55116, Mainz, Germany.
- 16 Conway House, Conway Street, St Helier JE4 5SR, Jersey.
- 17 1209 Orange Street, Wilmington 19801, New Castle, Delaware, U.S.A.
- 18 Swift Square, Building 1, Santry Demesne, Northwood, Dublin, D09 AOE4, Ireland.

#### Subsidiaries by virtue of control:

- 19 The related undertakings are included in the consolidated financial statements as they are controlled by the group.