



Financial Statements

31 December 2022

Company Number: 1698498

Contents

Strategic Report	2
Directors' Report	13
Statement of Directors' Responsibilities in Respect of the Strategic Report, Directors' Report and the Financial Statements	26
Business and Risk Management Policies	27
Independent auditor's report to the members of MUFG Securities EMEA plc	39
Company income statement	42
Company statement of comprehensive income	43
Company statement of financial position	44
Company statement of changes in equity	45
Company cash flow statement	46
Notes on Financial Statements	47

Strategic Report

The Strategic Report is prepared in accordance with The Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013.

Principal activities

MUFG Securities EMEA plc ('MUS(EMEA)' or 'the Company') is the international capital markets subsidiary of Mitsubishi UFJ Securities Holdings Co., Ltd. ('MUSHD'). MUSHD's parent, and MUS(EMEA)'s ultimate holding company, is Mitsubishi UFJ Financial Group, Inc. ('MUFG').

MUS(EMEA) actively trades in fixed income, equity and structured finance products, providing client solutions across primary and secondary markets. The client group includes financial institutions, corporations, supranationals and central banks. The Company primarily supports this client group from its base in London, as well as a wholly owned subsidiary, MUFG Securities (Europe) N.V. ('MUS(EU)'), based in the Netherlands and a Paris branch of that entity. The Company additionally operates a branch in the Dubai International Financial Centre.

The principal activities of the Company remain largely consistent with those disclosed in the previous year financial statements.

Results

The results for the year are set out on page 42 and the profit for the year, after tax, amounted to £63.0 million (2021: £78.5 million loss). The financial statements of the Company are prepared in accordance with United Kingdom adopted international accounting standards and International Financial Reporting Standards (IFRSs) as issued by the International Accounting Standards Board (IASB).

Business review and future development

The Company reported operating income of £424.3 million (2021: £186.8 million).

The 2022 full year results reflect a challenging business environment. High market volatility coupled with low liquidity and investors remaining side-lined have depressed revenue momentum. Additionally, general uncertainty related to the ongoing Ukraine conflict as well as rising inflation, limited client flow business and increased pressure on our cost base. Market volatility has additionally increased the present values of our derivatives reported on the balance sheet, grossing up both asset and liability balances.

Noting these challenges, the entity has returned to profitability and remains a meaningful revenue source for the MUFG Group, key to supporting a diversified product range across multiple currencies catering to a global client base. Management retain a positive outlook and view many of the current challenges as specific to 2022.

Operating income for the year ending 31 December 2022 includes above-budget results within our Rates Trading and Structured Solutions businesses, as well as a strong performance within Treasury due to improved returns on our liquid asset portfolio driven

by increased base rates through the year. Capital Markets, Credit and Equities have delivered revenues below expectations mainly due to depressed activity related to ongoing uncertainty.

The 2021 full year net loss was driven by the default of a specific US derivative client which also impacted a number of our peer institutions. During 2022 the Company recovered £5.3m equivalent of the losses following a market settlement agreement. At year end a nil recovery rate is applied to remaining monies owed to the Company based on our current expectation that these amounts are unlikely to be recovered from the counterparty or the future recoverable amount cannot be reliably estimated. This event is considered an isolated loss event with limited broader impact on firm revenue ambitions though specific actions were taken to review the client group as well as certain business strategies. Further information on the topic is included within the financial statements of the Company for the year ended 31 December 2021.

Underlying inflationary pressures are a general driver of increases across the expense base. Additionally, year to date compensation accruals have increased in comparison to the prior period in line with improved revenue performance. The Company remains focused on cost control, with appropriate management tracking of spend, the right-sizing and repositioning of our resource base as well as strong remuneration governance (refer to Report of the Joint Remuneration Committee on pages 23 and 24).

The financial soundness of the Company remains robust, this includes our capital and liquidity metrics which remain in excess of regulatory requirements. The additional £100 million ordinary share capital issuance to MUSHD during September 2021 as well as current year profitability and expectations of ongoing profitability have further supported this statement.

Collaboration and integration with other entities across the MUFG network, mainly the London branch of another MUFG subsidiary, MUFG Bank, Ltd. ('MUFG Bank') represent the platform which enables our ability to deliver comprehensive client solutions by accessing the wider resource base. These solutions include a focus on origination, structuring and distribution across our core corporate banking as well as securities products thereby presenting MUFG as a key financial partner to our clients.

The Company manages and monitors its capital base to ensure that sufficient capital is available to support future business plans, its risk appetite, and to meet regulatory requirements. Revenue results have been achieved whilst maintaining internal Value at Risk ('VaR') metrics within a similar range to the previous year and within limits set by the Board of Directors ('the Board'). These metrics reflect management's focus on client-led revenues and targeted risk taking, with capital deployment and associated risk management applied where appropriate (refer to page 29).

The regulatory agenda continues to evolve and the Company remains well positioned to respond to change whilst maintaining a strong culture of client service. In this regard, the Company continues to track relevant regulatory announcements. Management are confident the Company will remain compliant with all legally binding regulatory requirements.

In line with key regulations, specifically Basel III Leverage Ratio requirements, management has adopted a framework of leverage-based constraints reflective of both industry norms and the Company's high quality, and liquid, balance sheet. The Company has additionally implemented an additional conservative buffer due to the structural currency mismatch across the Pound Sterling denominated Tier 1 capital base versus traded exposures denominated in a range of traded currencies. Robust glide path planning during 2021 and 2022 was effective in ensuring the entity was compliant with regulatory expectations during 2022 as well as being in excess of legally binding requirements effective from January 2023. The related profitability impact of managing to leverage-based constraints is mitigated through a selective approach to deployment of available capacity. The December 2022 closing Leverage Ratio is 3.9% (December 2021: 3.1%).

Management retains a positive outlook, as the Company continues to make progress against its strategic objectives. Management continue to identify opportunities to leverage MUFG's global franchise strength whilst efficiently utilising the Company's capital, infrastructure and staff resources within defined parameters. Deepening relationships with our core clients and a focus on expanding the client coverage across the MUFG network sets firm foundations for the ongoing growth and sustainability of the business model.

The year ahead will likely see the continued focus on servicing of client requirements within controlled limit frameworks, ongoing investment in system infrastructure as well as continued focus on our people agenda (refer to page 11). Additionally, the Company remains committed to the MUFG-wide Environmental and Social Policy Framework with ongoing integration and definition of this policy likely to influence our business in the future (refer to Stakeholder Engagement on pages 4 to 7).

The Board monitors the results of the Company by reference to various performance and risk based key metrics including:

- **Revenue metrics:** total operating income of £424.3 million (2021: £186.8 million) with a focus on quality of earnings and tracking against revenue plans (noting the 2021 metric is influenced by the specific client event)
- **Efficiency metrics:** total operating expenses as a percentage of total operating income of 78% (2021: 161%) with a focus on efficient cost deployment (noting the 2021 metric is influenced by the specific client event)

- **Profitability metrics:** return on equity ('ROE') calculated as profit attributable to owners of the company (refer to page 42), divided by the average of opening and closing total equity excluding Additional Tier 1 ('AT1'), of 3% (2021: -5%) with a focus on maximising ROE in the interests of shareholder returns (noting the 2021 metric is influenced by the specific client event)
- **Capital metrics:** total capital requirements based on Pillar 1 requirements of £764.0 million (2021: £757.0 million) with a focus on optimising capital allocation and drivers of requirements
- **Risk metrics:** total Value at Risk ('VaR'), as defined in the Business and Risk Management section, of £2.2 million (2021: £1.9 million) with a focus on tracking VaR
- **Leverage metrics:** leverage ratio maintenance above regulatory expectations, as defined in the Business and Risk Management section, of 3.9% (2021: 3.1%)
- **Headcount metrics:** number of employees at December 2022 was 672 (2021: 665) tracked against budgeted levels.

Challenges and uncertainties

The Company faces a number of challenges and uncertainties in the normal course of its business. Operational risks are inherent in the Company's business activities and are covered in more detail under Business and Risk Management Policies on pages 27 to 38. Other uncertainties faced by the Company in the course of its business including: liquidity, funding, credit and market risks; the valuation of financial assets and liabilities in volatile markets; exposure to macro-economic and geopolitical uncertainty; changes to regulatory rules and regulatory capital requirements. Volatility in Pound Sterling versus major trading currencies will impact the financial position of the Company due to the predominantly Sterling denominated capital base; this has been embedded in scenario planning as appropriate.

Global events: Coronavirus and the Ukraine conflict

Recent global events such as the ongoing and widespread outbreak of the 2019 Novel Coronavirus ('COVID-19') as well as the Ukraine conflict, have significantly and adversely affected global economic activities and financial markets worldwide. This has directly contributed to volatility and uncertainty in global capital markets within which the Company is active. The full extent of these adverse consequences and the related impact on the financial performance of the Company is currently uncertain. The results as at December 2022 include estimates of the potential impact on asset valuations as part of our standard approach to valuing traded positions. Capital and liquidity metrics have remained above regulatory required minimums throughout this period of heightened volatility and the Company has maintained the coupon distribution on AT1 capital instruments noting fiduciary duties for adequate capital maintenance and solvency testing.

Strategic Report (continued)

Global events: Coronavirus and the Ukraine conflict (continued)

Management continue to monitor regional and global market updates regards COVID-19, including remaining in contact with MUFG Group management and our regulators as appropriate. The Company has experienced limited business disruption, if any, to date and will react accordingly should this situation evolve. Remote working, coupled with effective and ongoing maintenance of risk management processes and internal controls has supported our ability to continue servicing clients. In line with Government advice, the Company initiated a return to office program during 2022 with staff currently working according to a hybrid framework. The Company did not directly take advantage of any government schemes or initiatives designed to relieve the financial consequences of the pandemic.

The ongoing Ukraine conflict in Eastern Europe is being monitored and assessed by management. Exposure analysis as at December 2022 confirms the Company has no direct exposure to the Russian Federation and Ukraine. Additionally, country limits have been amended, risk forums engaged and relevant staff mobilised as appropriate in order to react to any emerging risks.

Interbank Offered Rates transition

The London Interbank Offered Rate ('LIBOR'), with the exception of certain USD LIBOR tenors, was phased out of use during 2021. Transition efforts are continuing into 2023 until the transition of USD tenors which will continue to be published up to June 2023. Financial services firms including MUFG have transitioned demising interbank offered rates ('IBOR') business to suitable alternative rates for all impacted clients. This transition followed extensive working with industry groups, engagement with our clients, amendment of legal agreements and the development of infrastructure. These efforts supported the transition of the non-USD rates in 2021, which were completed within regulatory expectation and industry-wide timeframes. Where relevant, MUFG adhered to the ISDA protocol during the escrow process which was important with regards to ensuring contractual certainty. The Company remains fully engaged with central clearers and was active in the, successful, industry-wide fallback event at the London Clearing House in January 2022.

Management are confident the Company will successfully support remaining transition requirements for clients within required timescales and ensure any material risks are appropriately mitigated.

United Kingdom exit from the European Union

Management has been, and continues to, actively consider the impact of Brexit on the business and will manage this accordingly. Management is not aware of any specific issues faced by the Company that are not faced by the rest of the financial services sector within the United Kingdom as a whole, and is maintaining communication with market peers and regulators in this regard. MUS(EU) is central to our strategy of continuing to service European Economic Area domiciled clients. MUS(EU) reported a profit for year ending 31 December 2022 of £2.9 million (December 2021 profit: £9.1 million – refer to 'Investment in subsidiary' on page 69).

Going concern

Taking the above into consideration, including: the share capital issuance in 2021 and expected future profitability as evidenced in business plans; capital adequacy and funding availability, including projections which confirm expectations of continued regulatory compliance; the potential for stress scenarios and stress testing results, the Board believes that the Company will have adequate resources in place to continue trading for the foreseeable future. As such, the financial statements have been prepared on the going concern basis. The Company remains of strategic importance to MUSHD and may receive future capital injections from the MUFG Group when needed (though not considered necessary).

Stakeholder Engagement

MUFG is a global financial services group with a local presence. We are proud to be part of a global network which spans across EMEA, Asia Pacific, and the Americas. MUFG's aim is to create stability and wealth for its clients, and by extension, we support people and communities that rely on those businesses for the jobs and opportunities they provide, and the taxes contributed into the wider economy.

Well-functioning societies and economies require well-functioning and trusted financial systems. MUFG seeks to play an active, sustainable and socially responsible role within this so there is an obligation on us to be a responsible business, a business with a purpose beyond what we do as a company, contributing more than profit to society. We believe that regular, proactive and constructive engagement with our stakeholders is central to our sustainable and responsible business model.

Our values

Our values are defined by integrity and responsibility, professionalism and teamwork, and challenging ourselves to grow. We will always strive to be fair, transparent, and honest, acting responsibly in the best interest of clients and society as a whole. In this way we will build long-term stakeholder relationships and ensure we give back to our communities.

Within the organisation, we will respect and promote the diversity of our fellow workers and foster a strong spirit of teamwork, while, at the same time, expecting the highest levels of professionalism.

As we challenge ourselves to grow our world-wide business, we adopt a global perspective that allows us to anticipate trends and opportunities for growth. We support this through a responsive and dynamic workplace where everyone can focus on providing outstanding client service and embrace new challenges.

Section 172 of the Companies Act 2006

Below we set out the section 172(1) factors and supplementary text which specifically addresses these factors. These factors do not exist in isolation and need to be read together.

- **The longer term:** As described below, our Directors' decisions are based on long term considerations. We see this as key to our vision to be the world's most trusted financial group. The Group

participates in a wide range of initiatives and engagements for which long-term considerations are inherent, such as the Principles for Responsible Investment and the Principles for Responsible Banking.

- **Our employees:** Please see 'Culture and Workforce Engagement'.
- **Our relationships with suppliers, customers and others:** Please see 'Our clients' and 'Suppliers and supplier finance'.
- **Our impact on the community and the environment:** Please see 'Our community' and 'Environment (MUFG Task-force for Climate-related Financial Disclosure Compliant Statement)'.
- **Safeguarding our reputation:** Please see 'Culture and Workforce Engagement'.
- **Acting fairly to our shareholders:** We are a wholly-owned subsidiary and work closely with our immediate parent and other Group companies to align our interests as a group of companies.

The Board takes decisions which are in the long term interests of the Company, its shareholder and its stakeholders. Each Director is personally committed to ensuring that the requirements of section 172 of the Companies Act 2006 are satisfied, and that the

interests of our stakeholders are promoted by the Board. Examples of how the Board achieves this include:

- Standing agenda items at each Board meeting. For example, the regular CRO's report helps the Board to identify key risks which might impact the business and its stakeholders.
- Our annual Board agenda matrix includes certain items which the Board must consider at regular intervals, such as the Company's approach to health and safety.
- The Board receives bespoke training on its duties under the Companies Act 2006.
- Checking that the business and our people achieve high standards of conduct. The Board is responsible for approving the Company's Risk Appetite Statement annually, which defines and assesses the degree of risk (including conduct risk) the Company is prepared to tolerate to achieve its objectives.

Information on the issues and factors which the Directors consider relevant under section 172 is contained in 'Challenges and Uncertainties'.

The Board has identified these categories of key stakeholders of our business:



The following sections of this report detail how we engage with our clients, community and suppliers and our responsibilities towards the environment. A separate report on pages 11 to 12 details our engagement with our workforce.

Our clients

MUFG's vision is to be the world's most trusted financial group; providing the highest quality service for clients while building sustainable trust with the communities in which we operate. This corporate vision serves as the underlying policy in conducting all of our activities, and provides guidelines for all group activities as we grow our business. To achieve this vision, our highest priority is protecting the individual needs of our clients while maintaining a robust organisation that is extremely professional, flexible and responsive.

In order to bring the full power of MUFG to our clients, MUFG's corporate banking and securities activities in EMEA have been integrated enabling the product expertise and corporate loan deal flow of MUFG Bank to be combined with the structuring and distribution capabilities of the MUFG Securities international platform. This means we are able to optimise the outcomes for both our corporate and institutional investor client bases by leveraging an integrated end-to-end origination to distribution model. Activity across these integrated businesses is overseen by our Regional CEO for EMEA, CEO of MUSE and the integrated EMEA Management Committee. The Board of Directors plays a key role in shaping and overseeing the delivery of this strategy. Our performance and success on behalf of our clients has been recognised in a variety of industry titles over the past year.

Highlights from 2022 include:

- MUFG won the ESG and Sustainable Finance Adviser of the Year at Bonds, Loans & Sukuk Turkey Awards 2022.
- MUFG won various awards from PFI in 2022 including; Global Bank of the Year, Europe Fibre Deal of the Year for Deutsche Glasfaser, Europe renewables Deal of the year for Finerge, Europe Environmental Deal of the Year.
- Cote d'Ivoire/UKEF – NMS Hospital Project, for which MUFG acted as the Coordinator, Bookrunner and MLA, has received TXF Healthcare Export Finance Deal of the Year and GTR Best Deals Award.
- MUFG was awarded AirFinance Journal Deal of the Year 2022 – Used Aircraft Deal of the Year.
- MUFG was recognised in the Aviation 100 Americas Awards 2022 for deals such as Americas Bank Finance Deal of the Year and Americas Freight Deal of the Year.
- MUFG (alongside other contributors) has received TXF Industry Innovation Award for contributions towards ICC Whitepaper on Sustainable Export Finance.
- MUFG has won Best Supply chain finance ('SCF') bank award for Western Europe with Global Finance magazine. This is based on successful SCF deals for Uniper (carbon permit) and Hitachi Energy (traditional SCF).

Strategic Report (continued)

Our community

Building trusted relationships with our local communities across EMEA is pivotal to our long-term success. Our CSR programme underpins that trust and enables us to actively and flexibly respond to the needs of the communities in which we operate and deliver positive and sustainable impact.

Throughout 2022, MUFG has continued with its community initiatives and engagement. We support people, charities and the natural environment via a focus on three pillars:

1. Young people

We focus on delivering employability, financial literacy and other life skills that help the next generation strive for a brighter future through gaining and sustaining employment.

2. Local causes (New for 2022)

As a responsible organisation with a wide-reaching footprint, we support a range of local causes through funding and enabling employees to share their skills. MUFG colleagues can identify issues in their local communities and directly support impacted people at a local level.

3. Environment

In support of MUFG's broader ESG focus, we continue to help our employees create and maintain a more sustainable natural environment at MUFG and beyond.

Four key objectives shape the investments and activities we undertake through our CSR programme in EMEA:

- Fulfil our strategic CSR commitments by optimising our efforts to best respond to the changing needs in communities across EMEA
- Engage MUFG employees across the region in volunteering and fundraising activities that utilise their time and expertise to maximise impact
- Increase the impact of our CSR programme through partnerships with charities, community groups and other companies
- Deliver measurable and sustainable impact and create a legacy that will outlast our CSR activities and funding

Our activities are frequent and varied and are championed by a number of employees across EMEA (our CSR 'champions').

Our flagship 'Fitprints for Good' event took place over the month of September and engaged 710 MUFG colleagues from 13 offices, raising over £77,000 for our charity partners across the region. The month included a MUFG-sponsored 5km run in the City of London and a 320km cycle ride from London to Paris involving 42 MUFG colleagues, including members of our senior management team.

Young People Pillar

As part of its focus on financial education and employability, MUFG hosted a cross-regional 'A Day in the life of a Banker'. The virtual event saw volunteers from Dubai, Johannesburg and London come together to educate and inspire the next generation over a two-day webinar which reached 257 students across multiple campuses and schools in South Africa.

We also ran several employability and career insight workshops and took part in a nine month mentoring programme via BIG Alliance.

Local Causes Pillar

Through the introduction of the Local Causes pillar, we have been able to support a wider range of under-represented demographics in the community:

- Responded to the Ukraine Humanitarian Appeal by directly donating £150,000 to Regional charity partners who worked to support young people and families most impacted. Employees also organised fundraisers which helped to raise £60,000 with MUFG's matching.
- Responded to the cost of living crisis, through employee donations and food collection drives.
- Hosted social events to engage and socialise with the most vulnerable and isolated members of the community.

Environmental Pillar

MUFG's Green Team have renewed their governance structure to ensure an EMEA-wide engagement for a regional impact. The team have increased their activities and cross-regional collaborations, delivering:

- The second Environment and Sustainability Month, which saw 713 colleagues take part in more than 18 events across EMEA, including virtual panel discussions, park clean-ups and cycling workshops. As well as sessions highlighting MUFG's progress on the Net zero commitment by 2030
- Two cross-regional activities: Earth Day and World Clean-up Day
- Around 30 team challenges, engaging 365 volunteers to help maintain the limited local green areas and parks

We recognise that recent geopolitical events have undoubtedly exacerbated many inequalities in society. Young people's education, job prospects and mental wellbeing have also been impacted by the Covid-19 pandemic.

We will continue to ensure we can respond responsibly and effectively to the needs of our communities. The recent establishment of the EMEA Culture Committee will help to amplify employee engagement in our volunteering initiatives and it is exciting that CSR will be at the forefront of these discussions, ensuring our work is represented across the region.

Suppliers and supplier finance

We work closely and collaboratively with all our suppliers to ensure that they supply services to the Company efficiently, responsibly and sustainably. The Board oversees a robust framework of supplier engagement, ongoing management and oversight supported by appropriate policies, processes and risk management processes that are kept under constant review to ensure that the best practice standards are always maintained.

MUFG has implemented a supplier management programme which is designed to ensure that all third party supplier arrangements are subject to industry best practice principles, processes, templates, and tools. This will help MUFG maximise relationship value and minimise risk during the entire supplier relationship lifecycle.

The foundation for effective management of our suppliers is based on the following elements:

- Relationship management and development – Working collaboratively with suppliers to build trust and maximise the mutual value of supplier relationships.
- Cost management – An integral part of supplier selection, management and ongoing planning. Effective cost management is not a one-off approach at MUFG to reduce its costs, but an ongoing expectation that is built into supplier relationships.
- Risk management – Effective oversight of the risks a supplier brings into the supply chain, which can open up opportunities to drive continuous improvement and create value.
- Contract management – A structured approach to good contract governance ensures all engagements are covered by valid contracts, and all key contract terms and obligations are fully understood, monitored and acted upon.
- Performance management – A structured approach to ensure that business requirements are consistently met by proactively managing service levels via key performance indicators developed from contractual service level agreements.
- Transactional efficiency – Identifying inefficiencies and waste in the transactional processes used by both parties to make the process of working together easier.

To oversee our suppliers effectively, we use multiple approaches, including:

- We expect all of our suppliers to comply with our CSR standards, such as those relating to modern slavery, data protection, human rights and ethics.
- Having key policies in place designed to ensure that all third party supplier arrangements are subject to industry 'best practice' in terms of competitive bidding, risk evaluation, contract negotiation, contract drafting, contract approval, contract sign-off and subsequent oversight of supplier performance throughout the entire contract lifecycle.
- Key controls are in place throughout the entire lifecycle including the oversight of the end to end procurement process which encompasses: supplier engagement, tenders, on-boarding, contract negotiations and annual reviews.
- We seek to ensure compliance to the highest standards with all applicable outsourcing requirements – as our customers, counterparties and our regulators need the utmost confidence in the reliability and complete integrity of core systems and platforms used in our financial services business and activities.
- To enable ongoing compliance with our regulatory obligations and our own corporate governance requirements, the Company's supplier management framework outlines the clear roles and responsibilities for managing and reporting on supplier risk in order to ensure the expectations of the Board are met.

Pursuant to the Modern Slavery Act 2015, MUS(EMEA) publishes its Modern Slavery Statement on an annual basis on its website – all past statements can be found here: [Modern Slavery Statements | MUFG EMEA](#).

Environment (MUFG Task-force for Climate-related Financial Disclosure Compliant Statement)

The Company works with the MUFG group to develop consistent application of the disclosure recommendations from MUFG's participation in the Task-force for Climate-related Financial Disclosure ('TCFD'). The below statement is additional and supplementary to any TCFD disclosure made at MUFG group level which can be found on MUFG's website.

MUFG acknowledges the importance of the realisation of a sustainable environment and society, such as promoting the growth of renewable energy where MUFG has acted as an arranger of clean energy project finance in the solar, hydropower, wind, and geothermal energy sectors. MUFG will grow its business in the issuance of green, social and sustainability bonds and ESG loans.

MUFG supports and participates in a number of environment-related international agreements and initiatives:

- The Paris Agreement
- UN-convened Net Zero Banking Alliance
- UN-convened Net-Zero Asset Owner Alliance
- Glasgow Financial Alliance for Net Zero
- Member of the Task Force on Climate-related Financial Disclosures
- Task Force on Nature related Financial Disclosures
- United Nations Environment Programme Finance Initiative
- Signatory to the UN Principles of Responsible Banking and Principles for Responsible Investment
- Principles for Financial Action for the 21st Century
- 'CDP' (formerly the Carbon Disclosure Project)
- Adopter of Equator Principles
- Climate Action 100+
- Green Climate Fund
- ICMA Green Bond Principles
- 30by30 Alliance for Biodiversity

Key Strategic Developments

MUFG globally aims to provide a cumulative total of JPY 35 trillion in sustainable finance to 2030 to help build a sustainable society and attain the Sustainable Development Goals ('SDGs') through the provision of financial services to our clients. It is actively targeting seven SDGs identified as priorities that must be addressed.

MUFG announced its "MUFG Carbon Neutrality Declaration" a commitment to achieve net zero emissions in the finance portfolio by 2050 and its own operations by 2030. The commitments have been calibrated in line with the UN-led Net Zero Banking Alliance ('NZBA') commitment; it is the first Japanese bank elected as part of this Steering Group.

In line with the NZBA commitment, MUFG has set interim targets for Greenhouse Gas ('GHG') reduction from financed emissions in two sectors:

- Power sector: 152-192gCO₂e/kWh by 2030
- Oil & gas sector: 15%-28% reduction compared to 2019 level by 2030.

Strategic Report (continued)

Key Strategic Developments (continued)

MUFG continues to set targets for other sectors based on scientific approaches by referring to guidelines such as Science Based Targets. The Company is supporting the commitments through the provision of data on own operations consistent with local disclosures as part of the Streamlined Energy Carbon Reporting requirements. MUFG joined the Partnership for Carbon Financials ("PCAF") in August 2021 and will disclose our financed emissions as per PCAF commitment.

MUFG established the "MUFG Way" in 2021 which included "Empowering a brighter future" where the Group is actively working to provide solutions for our customers and stakeholders in order to achieve a sustainable environment and society. Action for environmental protection and climate change is one of our most important activities. The Group will support the smooth transition to a decarbonised society through its business operations in order to achieve the goals of the Paris Agreement, thereby contributing to a sustainable society via the virtuous circle of environment and economy.

During the 2022 fiscal year, the Company, in conjunction with MUFG Bank, continued to offer an array of sustainable financing solutions for our clients. This has come in the form of green, social, sustainability, and/or sustainability-linked loans and bonds across the public and private markets. The Company has engaged with a diverse group of clients in the EMEA region in various sectors and geographies on sustainable finance solutions. MUFG has a strong focus on its client relationships and actively engages with its client base on ESG topics to best understand the interplay between a client's own sustainability goals and financing needs. These interactions are particularly pertinent with clients in transitioning sectors given challenges due to the geopolitical environment in EMEA. While there is a large focus on the "E", especially with regard to climate, MUFG also seeks to actively include "S" and "G" themes in our scope of advice. MUS(EMEA) supports the Group's JPY35 trillion by 2030 Sustainable Finance goal.

MUFG Environmental Policies and Framework

In 2018 MUFG established the MUFG Environmental Policy Statement as its fundamental approach to addressing environmental issues and declared its intention to realise a sustainable society by 'actively working towards finding solutions to global environmental issues through our business activities' and by responding 'appropriately when our operations result in environmental risks or negative impacts, by reducing the environmental impacts of our operations'.

Additionally, MUFG established the 'MUFG Environmental and Social Policy Framework' ('the ES Framework') in 2018 to understand and manage environmental and social risk and opportunities within the Group's business activities and conduct financing with consideration for the environment and society. In April 2022, the ES Policy Framework was updated to focus on meeting MUFG's Purpose as being "Committed to empowering a brighter future", including stricter policies for sectors negatively impacting climate change. Sectoral restrictions to Coal Mining, Oil & Gas (shale + pipeline) and Palm Oil were revised with an effective date of 1 May 2022. MUFG continues to keep the ES Framework under review as ESG strategies and markets develop.

Note that these policies are set at the Group level and intend to reflect the Group's global approach to sustainability issues.

MUFG's Sustainable Business Division (formerly the Sustainable Business Office) delivers financial solutions to support medium to long-term changes in the environment and society. MUFG has a CSR committee to oversee a number of ESG matters supplemented by regional CSR initiatives to support local communities. In EMEA, MUS(EMEA) has created a four pillar framework to drive MUFG's sustainability strategy. The pillars cover: Business Promotion of Sustainable Finance, Climate Risk, MUFG's Corporate Sustainability and Disclosures, and Advocacy and Global Coordination. In 2022 the Company introduced two full time roles to support this framework.

The Company's Reputational Risk Management Policy is a key part of its governance framework. This is described in more detail under the Risk Management section below.

Governance

With the support of the Board Risk Committee ("BRC") and The Company's Executive Committee, the Board is responsible for the oversight of environmental, social and governance factors including financial risks arising from climate change.

The primary management governance body for climate change risk is the EMEA Risk Management Committee ("ERMC") which reports to the ExCo and the BRC. However all levels of governance have responsibilities for risks arising from climate change with the ERMC's core sub-committees responsible for managing risks across the core risk types from a second line perspective (credit, market, strategic operational and reputational risk).

The CRO is the Senior Manager responsible for managing the risks arising from climate change, specifically through the design and implementation of the risk management framework. Given the breadth of climate change and the potential impact across the business all senior managers are responsible for managing risks arising from climate change pertinent to their part of business.

Mandatory all staff training on climate change risk management, developed internally by the Risk function, is run annually to support the embedding of the framework for managing the risks arising from climate change across the Company.

Risk Management

Climate change presents both risks and opportunities for the Company across its customers, business operations and wider stakeholders. The Company recognises climate change risk covers both physical risks (i.e. the impact of acute weather events and chronic changes to the climate) and transition risks (i.e. the impact of shifts to a low-carbon economy).

The Company has developed its approach and framework to identify measures, manage and report on financial risks and opportunities arising from climate change with particular focus on governance, risk management, scenario analysis and disclosure.

Climate change has been determined as a driver of risk and therefore permeates across all risk types. This consideration is documented in the Company's Risk Management Framework, approved by the BRC. In addition qualitative statements and Key Risk Indicators are captured within the Company's Risk Appetite Statement.

The risks arising from climate change are tracked as part of the Top and Emerging Risk report at the ERM. Bottom-up risk identification has been completed through the inclusion of climate change within the Company's Risk Register. Climate change considerations have been embedded within the credit assessment through the development of the Climate Change Risk Heat-map. The heat-map supports identification of the key climate change risks that the credit portfolio is exposed to (transmission channels) and provides a risk based approach to targeting further analysis. The heat-map includes a physical and transition risk assessment for clients, industries and countries. Scenario analysis has been used to inform risk identification and assessment/measurement; with an internal carbon tax scenario developed to understand the impact to the business and identify potential mitigating actions. Three multi-decade scenarios have been developed which are based around the core Network for Greening the Financial System ('NGFS') scenarios covering physical, transition and combined risk. These have been applied to the MUFG EMEA portfolio and the results reported to the ERM and the ExCo to review potential strategic actions based on the results.

The primary focus of the work has been on the corporate derivative counterparty credit risk. Operational risk considerations for climate change were captured through scenario analysis as part of the annual ICAAP process. From a legal and litigation risk perspective, the Legal department provides advisory, awareness and engagement with relevant Front Office departments in relation to legal risks arising in transactions, disclosures and due diligence. Market and liquidity risk profiles have been analysed for the trading book using shorter term stress scenarios that are aligned to the liquidity horizon of the portfolios. The Company expects the approaches to evolve in line with the industry. Consistent with the wider industry, challenges around data management remain with tactical solutions utilised whilst longer term strategic solutions are developed and further collaboration with the Group continues.

The Company recognises that the challenge to respond to climate change will require review, refinement and enhancement over the coming years.

MUFG (the Group) is developing a broader approach to manage risks arising from climate change including a long-term strategy for managing such risks, which will be further embedded within the EMEA risk framework.

Energy and Carbon Reporting

2022 has seen the lifting of Covid-19 restrictions which has led to an increase in the number of employees returning to the office, however employees still have the flexibility of hybrid working. The benefit from Face-to-Face meetings has brought people in to the office more frequently but video conferencing facilities are being utilised when appropriate.

With respect to energy usage in the London office and datacentres, the Company's emissions have mostly remained in line with 2021. As confirmed last year by our landlords, all electricity used in our offices and datacentres is renewable and therefore carries a zero carbon footprint.

There has been a large increase in travel emissions from employee business travel. This was expected as travel restrictions were lifted but the company still promotes video conferencing facilities and agile working practices when appropriate. The internal Green Team, made up of volunteers from across the company, continues to operate by raising awareness of environmental and sustainable initiatives to all staff. The Company is committed to supporting environmental initiatives which is a core pillar within the Company's CSR strategy.

The measurements below take direction from the Greenhouse Gas Protocol for measuring emissions, covering three scopes. Scope 1 is direct emissions created on site. Scope 2 is indirect emissions from the use of electricity and energy in the Company's premises. Scope 3 Category 6 is indirect emissions from business travel including emissions from planes, trains and cars. As our energy is provided by renewable energy suppliers we've used a market based methodology for FY22.

Due to delays in receiving the required information from our landlords, certain estimates were used for a full year view:

- For Ropemaker, July 2022 – December 2022 was estimated as being the same as the first 6 months of data we had received. For Westferry the average for January 2022 – February 2022 was used for the rest of year. The result from this was reasonable and in line with our expectations (marginally higher than 2021) as there were no significant change in work patterns from prior months.
- For the Datacentres, Slough (NTT) was estimated to be the same as 2021 as this was the trend from our other datacentres.

Strategic Report (continued)

Energy and Carbon Reporting (continued)

Additionally, the energy consumption from employees working from home is not captured in the figures below.

	Units	Current Reporting Year December 2022	Comparative Reporting Year December 2021
Electricity	<i>kwh</i>	5,159,204	5,173,703
Gas	<i>kwh</i>	76,025	118,914
Total	<i>kwh</i>	5,235,229	5,292,617
Emissions from Combustion of Gas	<i>tCO₂</i>	14	22
Emissions from business travel in rental-cars or employee owned vehicles where company is responsible for purchasing the fuel	<i>tCO₂</i>	0.00	0.03
Emissions from Purchased Electricity	<i>tCO₂</i>	0	0
Emissions from employee business travel which the company does not own or control and where not responsible for purchasing the fuel	<i>tCO₂</i>	860	146
Total Gross CO₂ based on above	<i>tCO₂</i>	874	168
Intensity Ratio			
tCO₂/Employee*		0.62	0.14

* tCO₂/Employee includes contingent workers and other authorised persons providing services, in addition to employees.

Culture and Workforce Engagement

Introduction

The Company places considerable value on how we engage with our employees and the importance of keeping them well informed and involved in matters affecting them as employees. Employees are given the opportunity to share feedback on a wide range of matters affecting their current and future interests. This connectivity and open dialogue is driven through a variety of avenues, including formal and informal meetings, employee networks and committees, employee representatives, focus groups, surveys, the Company's intranet and regular internal communications.

Board engagement

The Company's workforce engagement framework is intended to ensure the views and concerns of the workforce are taken into account by the Board and other committees, particularly when they are making decisions that could affect the workforce.

The framework allows management, the workforce engagement Ambassador and the Board to gain greater context on the employee experience, inform decision-making and ensure there is clear communication to employees on issues most important to them.

The Board is committed to ensuring that the views and concerns of our employees are considered by the Board and its committees, particularly when they are making decisions that could affect our employees.

Our framework

Our people are the key to our success, and how we engage with them on important issues has always been central to our culture and workforce engagement initiatives. Our leaders and managers are primarily accountable and responsible for the engagement of our employees, and we ensure they are equipped with appropriate tools – such as useful people data, employee feedback, guides and training – to manage this alongside expertise and support from our Human Resources ('HR') team.

Our Culture

Our Code of Conduct describes Culture as the patterns of thinking and behaviour shared by all staff. Our company culture reflects the core values of the MUFG Group as outlined in the MUFG Way:

- Vision – be the world's most trusted financial group
- Purpose – Committed to empowering a brighter future
- Values – Integrity and Responsibility; Professionalism and Teamwork; Challenge ourselves and grow
- Culture Principles – Client centric; People focused; Listen up, speak up; Innovate and simplify; Own and execute.

Our strategy

Culture is embedded into our overall **EMEA Strategy** which has four pillars, one of which is Strengthen Culture. The Strengthen Culture pillar sets out to foster a culture of collaboration, inclusivity, diversity, empowerment and high performance underneath which sits four aims:

1. Foster and reward an inclusive, equitable culture which reflects our One MUFG Culture Principles
2. Empower our people to enable MUFG to compete successfully
3. Ensure alignment between individual responsibilities and our four strategic principles
4. Encourage a holistic approach to risk management

This Strategy complements the global MUFG Vision and Mission and Our Values defined by integrity and responsibility, professionalism and teamwork, and challenging ourselves to grow.

2022 Focus on MUFG Culture & Employee Engagement

Extensive action has been taken on Culture since the 2021 Annual Report. Our focus for 2022 has been centred around the following key activities:

1. **Employee Engagement** has seen several enhancements with the strengthened voice of employee representatives, more transparency in internal culture related communications, increased leadership engagement and advocacy, and improved employee engagement and participation in our annual employee survey.
2. **A New Culture Committee** was established to bring the various elements of Culture under one governance structure to drive ownership, action, accountability and visibility; and in order to deliver the aims of the Strengthen our Culture Pillar.
3. **Risk Culture:** Demonstrable advancements made to the organization's Risk Culture by strengthening our definition of Risk Culture, improving guidance to managers and employees on expectations, and enhancing the link between performance, remuneration and Risk Culture.

We expect the benefits of these activities to be fully realised in 2023, in order to deliver against our employee, Board and regulator expectations.

The role of the Workforce Engagement Ambassador

Eileen Taylor, in her roles as Chair of the Joint Remuneration Committee and Workforce Engagement Ambassador continues to be involved in workforce initiatives, acting as a link between the workforce and the Board.

On a bi-annual basis, HR formally reports to the Board on key themes arising from engagement with MUFG's people, and seeks their view. However, where appropriate or timely, this is done so more regularly. HR also provides updates to the Board on related areas such as engagement and culture, inclusion and diversity and other employee metrics.

Opportunities to raise concerns in confidence

We acknowledge that there may be occasions where employees want to raise concerns or escalate issues on a confidential basis. To enable this, the Company has a number of options in place for employees to speak up in confidence and/or get help and support, including:

Culture and Workforce Engagement (continued)

Opportunities to raise concerns in confidence (continued)

- Their line manager, a senior manager in their team or any EMEA Management Committee Member
- Our Whistleblowing Policy and dedicated hotline to report concerns
- Our control functions, e.g. Risk, Compliance or Finance
- Our HR Business Partners
- The Employee Assistance Programme
- Our Mental Health First Aiders
- Direct escalation to the Chief Executive Officer or Regional Executive Officer

Our Mental Health First Aiders are profiled on our internal intranet and through relevant employee communications in order to ensure that they remain visible to all employees.

The importance of MUFG's "Speak up" culture has been reinforced throughout the year, with a dedicated Speak Up Channels section on our internal intranet.

Opportunities to speak up and shape our firm

MUFG has established a number of fora to actively support its Culture strategies. These focus on ensuring that the opinions and perspectives of our workforce on key issues affecting employees are heard and can be fed into the firm's overarching priorities. This creates a culture of collaboration across our business and ensures we are continuously building an inclusive working environment.

Employee Feedback Surveys

The Company encourages ongoing feedback from all of its employees so it can hear what really matters to its people. In addition to the regular forums for providing feedback, MUFG holds periodic surveys, including the annual MUFG Employee Survey which is reported to the Board along with updates on the action plans.

Diversity, Equity and Inclusion (DEI)

Our DEI vision is for MUFG to continue to build an inclusive, equitable and diverse culture, where every employee can succeed at their authentic best. This is achieved by setting clear, transparent and meaningful goals to increase representation at all levels, through an unbiased and meritocratic approach to all people decisions.

We have recently launched a new DEI strategy for EMEA which directly supports the Strengthen Culture pillar of our EMEA business strategy. As part of this evolved strategy, we will focus on three key pillars:

1. Increase diverse representation: Foster a culture of equity to improve MUFG's position to attract, develop and retain diverse talent and better reflect the world in which we live.
2. Advance DEI Learning, Development and Career Pathing: Increase career development and learning opportunities to facilitate personal growth, enabling colleagues to achieve career ambitions at MUFG.
3. Build an Inclusive Culture: Build a culture of belonging and inclusion, where difference and individualism is valued as a strength and where every employee is able to be their whole authentic self to work.

The Chief Executive Officer and Regional Executive Officer will oversee the EMEA Diversity, Equity and Inclusion strategy, drive senior leadership, empower employees and hold themselves accountable by defining their own specific responsibilities which include setting clear goals, expansion of diversity data collection and ensuring accountability for progress.

Our EMEA Culture and DEI committees are responsible for governing the strategy, monitoring progress and enabling a framework of clear goals and measures, supported by improved data capture and reporting. In addition, executive accountabilities are cascaded to our senior leadership team via the EMEA Leadership Objective.

This approach provides MUFG the platform to achieve sustainable growth in the increasingly diverse, competitive, sophisticated and global environment in which we do business.

In our 2022 Employee Survey, MUFG scored 80% favourably in our DEI category. 83% of EMEA employees responded favourably to the question "In my workplace, diverse people, values, and ideas are welcomed, and we operate by embracing each other's differences and characteristics" and 81% favourably to the question "I see active steps being taken to enhance inclusion, equity and diversity."

Hybrid Working

The EMEA region launched its hybrid working policy in August 2021 and since this time has embraced a hybrid model of in-office and remote working.

This policy provides many of our employees with flexibility through the opportunity to work remotely, as well as the ability to continue close collaboration with colleagues and clients spending time in our MUFG offices.

Our hybrid working policy aims to provide a framework for employees and their managers to find a balance between time in the office and agile working whilst continuing to meet the ongoing demands of clients and stakeholders; thereby supporting both a client-centric and people-focused approach to conducting business.

Depending on the business area and the requirements of individual roles, employees work with their teams and line manager to establish their own personal rhythm of home and office work.

Environmental Social and Governance (ESG)

We have begun to work more closely with the ESG team in order to ensure alignment of strategies. In 2023 we expect to report more broadly on these activities.

By order of the Board



Tony Syson
Chief Financial Officer
25 Ropemaker Street
London
EC2Y 9AJ
10 March 2023

Directors' Report

The Directors present their annual report and financial statements for the year ended 31 December 2022.

Directors

The Directors during the year were as follows:

Marshall Bailey	Chair (Independent)	
Stephen Jack	Senior Independent Non-Executive Director	
Eileen Taylor	Independent Non-Executive Director	
Beatrice Devillon-Cohen	Independent Non-Executive Director	
Takanori Sasaki	Group Non-Executive Director	(appointed 27 April 2022)
Masahiro Kuwahara	Group Non-Executive Director	(appointed 27 April 2022)
Masashi Kanematsu	Group Non-Executive Director	
Katsunori Yokomaku	Group Non-Executive Director	(resigned 1 April 2022)
Makato Kobayashi	Group Non-Executive Director	(resigned 27 April 2022)
John Winter	Chief Executive Officer	(resigned 1 April 2022)
Christopher Kyle	Chief Executive Officer	(resigned as CFO and appointed as CEO 1 April 2022)
Tony Syson	Chief Financial Officer	(appointed 6 September 2022)
Nicola Wickes	Chief Risk Officer	

The Board of Directors currently comprises the Chair, three Independent Non-Executive Directors, three Group Non-Executive Directors and three Executive Directors. Group Non-Executive Directors are employed by another MUFG Group company and undertake other roles within the Group, in addition to their directorship of the Company. The Board considers all of the Independent Non-Executive Directors to be independent within the criteria set in the UK Corporate Governance Code (the 'Code').

Biographies of each of the current Directors can be found on pages 15 to 17.

Chair

Mr Bailey plays a key role in a number of strategic initiatives relating to oversight of business strategy, client activity, culture and collaboration with other MUFG entities.

Directors' and officers' indemnities

The Company maintained insurance against liabilities for all Directors and officers of the Company during the financial year and at the date of this report.

Dividend and distributions

The Company maintains a Distributable Reserves policy which forms the basis of management information considered ahead of any dividend approval. The policy sets out factors considered relevant to ensuring against any unlawful distribution. The Board ensures that it takes decisions in line with the requirements of section 172 of the Companies Act 2006.

The dividend and capital strategy of the Company will evolve with the needs of the business as well as the regulatory environment.

In 2022, the Directors approved total coupon payments on Additional Tier 1 capital instruments of £12.9 million (2021: £11.0 million). Refer to Note 24 for terms of issuance.

On 12 January 2023, the Directors approved a coupon payment on the AT1 capital instruments of £11.4 million. The amount has not been accrued in the results for the year ended 31 December 2022 as it was not due at that date.

No ordinary dividends were approved or paid during the year (2021: Nil).

Directors' Report (continued)

Use of financial instruments

The trading and issuance of financial instruments is integral to the business activities of the Company. Information regarding the use of financial instruments as well as an indication of the company's financial risk management objectives and policies is included within the Business and Risk Management Policies on pages 27 to 38.

Compensation

Certain employees' discretionary remuneration is deferred where the reward exceeds thresholds set by the Joint Remuneration Committee, which meet the guidelines set out by the Prudential Regulatory Authority ('PRA'). Some of these deferrals take the form of Notional Stock Units ('NSU'), which track the performance of MUFG shares (refer to Note 7). Further details on the Company's remuneration structure and policies can be found in the Report of the Joint Remuneration Committee on pages 23 and 24.

Subsequent events disclosure

As at the date of signing, the Directors are not aware of other material events which would warrant further disclosure. Refer to Note 28.

Political donations

The Company made no political donations during 2022 (2021: Nil).

Research and development

During the year the Company invested £11.4 million (2021: £10.7 million) in research and development, primarily relating to technology development in response to regulatory change programmes.

Statement on corporate governance arrangements

The Board is committed to applying the highest standards of corporate governance, as it believes that good corporate governance is at the heart of MUFG's vision to be the world's most trusted financial group; providing the highest quality service for clients while building sustainable trust with the communities in which we operate.

As a privately-owned subsidiary, the Company does not and is not required to apply a corporate governance code. Details of the corporate governance framework adopted by the Company are set out on page 5. The Board has elected to benchmark the corporate governance framework adopted by the Company against the provisions and principles of the 2018 UK Corporate Governance Code and has not adopted the Wates principle.

Risk and controls review

As noted on page 2, the firm was negatively impacted by a substantial industry-wide counterparty loss event. In response, the firm in conjunction with MUFG stakeholders, has commenced a wide-ranging review of the risk and controls environment with a strong focus on; client ownership, product governance and management, risk management, risk culture and cross-border booking and governance. The outcome of this review resulted in the initiation of a multi-year programme to implement additional control mechanisms to ensure we meet the elevated expectations of our regulators and stakeholders. Progress to date is in line with expectations.

Disclosure of information to the auditor

The Directors who hold office at the date of approval of this Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each Director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of the same information. This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

Deloitte LLP has expressed their willingness to continue in office as auditor and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting.

By order of the Board



Tony Syson
Chief Financial Officer
25 Ropemaker Street
London
EC2Y 9AJ
10 March 2023

The Board of Directors

Marshall Bailey

Chair
Appointed: 2020

Skills and experience: Mr Bailey is Chair of the Board of Directors and Chair of the Nomination Committee. He has extensive experience both as a senior executive and as a non-executive director in global financial services businesses. As an executive, he held senior positions within RBC Capital Markets before moving to State Street where he held several roles including Chief Executive Officer of State Street Global Markets International. He was elected President and Global Head of ACI International – Financial Markets Association.

Mr Bailey has since built an impressive non-executive portfolio across a range of financial services businesses and organisations. This includes serving as Chair of CIBC World Markets and LCH Group Holdings, and as a non-executive director on the London Stock Exchange Group and UK Financial Investments. In 2018, he received an OBE for services to the financial services sector and services to charity.

Other appointments: Mr Bailey is Chair of MUFG Securities Asia Limited, Financial Services Compensation Scheme, and AON UK Limited, and is a member of the Board of Governors of the CFA Institute, Charlottesville, Virginia, USA. Previously, he has been Chair of LCH Group Holdings Ltd (SwapClear, ForexClear, etc.), Chair of CIBC World Markets plc, Representative of the Saudi Public Investment Fund, non-executive board director of the London Stock Exchange Group, and trustee of the East End Community Foundation.

Stephen Jack

Senior Independent Non-Executive Director
Appointed: 2015

Skills and experience: Mr Jack is Chair of the Audit Committee. He is a Chartered Accountant who has held senior management positions in a number of international investment banking and broking organisations including being Global CFO of ING Barings, Group Finance Director of Collins Stewart Tullett plc and Group CFO of Compagnie Financiere Tradition SA.

Other appointments: Vice chair of Cambridge Building Society, director of Golden Lane Housing and a trustee for the Company's pension scheme. In 2014 he was awarded an OBE for services to disabled people.

Eileen Taylor

Independent Non-Executive Director
Appointed: 2019

Skills and experience: Ms Taylor is Chair of the Remuneration Committee. She is a seasoned investment banker with 38 years of experience in global leadership roles based in the UK, US and Asia. Ms Taylor has a strong working knowledge of the Supervisory Review and Evaluation Process, non-financial risk, recovery and resolution planning and corporate governance. She has previously served as Chief Executive Officer of Deutsche Bank's UK bank, with significant regulatory interaction. Ms Taylor brings experience of managing large, global transformation programmes, as well as significant experience of designing and implementing strategy and running front-to-back business processes. Ms Taylor is an experienced operational, market and credit risk manager through various Risk and Chief Executive Officer roles.

Other appointments: Chair of East London NHS Foundation Trust and North East London NHS Foundation Trust.

Beatrice Devillon-Cohen

Independent Non-Executive Director
Appointed: 2021

Skills and experience: Ms Devillon-Cohen is Chair of the Board Risk Committee. She has 25 years' experience in investment banking having been a Managing-Director for Societe Generale CIB. She has built successful trading businesses with significant profits in Europe, Asia and the US. She has extensive expertise in risk management, transformational change, regulation and compliance. She is also specialised in cybersecurity risk.

Ms Devillon-Cohen has since built an international non-executive portfolio.

Other appointments: Member of the Audit Committee at European Investment Bank, member of the Finance Committee at King's College London.

Directors' Report (continued)

The Board of Directors (continued)

Takanori Sazaki

Group Non-Executive Director
Appointed: 2022

Skills and experience: Mr Sazaki has held a number of positions gaining extensive global banking experience for more than 30 years, including 10 years of experience in Investment Banking and five years of experience in Finance & Strategic Planning in Tokyo. He also held senior management experience in Bangkok and Singapore. He is currently the Regional Executive for Europe, Middle East and Africa assuming responsibility for the overall leadership of the MUFG Bank in the EMEA region.

Other appointments: Mr Sazaki also holds positions externally with the Japanese Chamber of Commerce and Industry, UK (non-executive director and trustee), Nippon Club Limited, Director (non-executive director), The Japanese School Limited, (non-executive director and trustee), Japan House London Trust (non-executive director and trustee), Nippon Club (chairman) and Rikkyo School in England (trustee).

Masahiro Kuwahara

Group Non-Executive Director
Appointed: 2022

Skills and experience: Mr Kuwahara is a member of the Board of Directors, Deputy President and Chief Operating Officer – International of MUSHD, as well as Deputy President and Head of Corporate & Institutional Business Unit of Mitsubishi UFJ Morgan Stanley Securities Co. ('MUMSS'), Ltd. Since joining Mitsubishi Bank in 1986, he has led various high-level projects to enhance sound management of various bank functions, including corporate planning, credit policy, and risk management around the globe. Mr Kuwahara holds a bachelor's degree in law from University of Tokyo; and Master of Business Administration from the University of California at Berkeley.

Other appointments: In addition to his roles with MUSHD and MUMSS, he is Managing Executive Officer and Deputy Chief Operating Officer – International of MUFG.

Masashi Kanematsu

Group Non-Executive Director
Appointed: 2021

Skills and experience: Mr Kanematsu is the Senior Managing Executive Officer and Global Head of Sales and Trading for MUSHD. He is Deputy President as well as Head of Global Markets Business Unit for 'MUMSS', Ltd. Since joining MUFG Bank in 1990, he has held a variety of positions in the Global Markets, Global Corporates and Human Resources areas. Mr Kanematsu holds a bachelor's degree in engineering from Osaka University.

Other appointments: In addition to his roles with MUMSS and MUSHD, Mr Kanematsu is the Deputy Group Head for Global Markets Business Group, MUFG and jointly responsible for the overall global markets business of MUFG with the Group Head.

Christopher Kyle

Chief Executive Officer ('CEO')
Appointed: 2015

Skills and experience: Mr Kyle is a highly experienced financial services executive with 30 years experience. He was appointed by the Board as Chief Executive Officer from 1 April 2022. Prior to this he was CFO for MUS International and the London Branch of MUFG Bank. Prior to joining MUFG, Mr Kyle held a number of senior roles, including such as Chief Financial Officer and Chief Operating Officer of the Global Banking & Markets Division at RBS, Barclays and Dresdner Kleinwort Benson. He is a Qualified Accountant.

Other appointments: Mr Kyle was also a director of the Company's subsidiary MUS(EU) from 25 July 2019 until 30 September 2021.

Tony Syson

Chief Financial Officer ('CFO')
Appointed: 2022

Skills and experience: Mr Syson is an experienced finance and data professional with 20 years in financial services and is a Chartered Accountant, a Prince2 practitioner, and holds the Chartered Financial Analyst designation. He is currently CFO for MUS(EMEA). He has held senior leadership positions in finance, data, and change disciplines during his 12 year tenure with MUFG. Prior to joining MUFG, Mr Syson worked for Goldman Sachs and KPMG.

Other appointments: Mr Syson is also CFO for MUS International and the London Branch of MUFG Bank.

Nicola Wickes

Chief Risk Officer ('CRO')
Appointed: 2019

Skills and experience: Ms Wickes has over 30 years of experience working with the financial sector, largely in the risk environment. She joined MUFG in 2019 as CRO for MUS(EMEA) and the London Branch of MUFG Bank. Prior to joining MUFG, Ms. Wickes was the CRO at CIBC for Europe and Asia for five years where she sat as a Board Director of CIBC World Markets plc. Ms Wickes also held a role as Non-Executive Director at the Global Risk Institution in Toronto, Canada (until April 2020), and has also worked extensively across all risk disciplines, specialising in Credit Risk at UBS and Mellon Bank.

Other appointments: Ms Wickes is also a board member of MUFG Turkey A.Ş.

Role of the Board

The objective of the Board is to define, oversee and be accountable for the implementation of governance arrangements that ensure effective and prudent management for the long term success of the Company. Such oversight is within a framework of effective controls which enables risk to be assessed and managed.

The Board's responsibilities are clearly defined in its terms of reference. The Board's key responsibilities include (amongst other responsibilities):

- Determining and approving the Company's strategy and overseeing its implementation.
- Approving the Company's business plans and monitoring their implementation.
- Monitoring the Company's capital adequacy and liquidity position.
- Ensuring that the Company's business is conducted in a prudent manner.
- Ensuring that the necessary resources are in place for the Company to meet its objectives.
- Determining and approving the development, implementation and maintenance of the Company's emerging and principal risks, overall risk appetite and monitoring their management.
- Approving the Company's annual budget and monitoring the Company's performance against budget.
- Approving material changes in the organisational or business structure of the Company.

- Ensuring effective engagement with, and encouraging participation from, the shareholder and the Company's other key stakeholders.
- Ensuring that the Company's activities comply with all applicable regulatory rules and requirements.
- Ensuring adequate succession planning for the Board and senior management (in conjunction with the Nomination Committee) so as to maintain an appropriate balance of skills, experience and knowledge within the Company and on the Board.
- Ensuring maintenance of sound systems of internal control and risk management.
- Approving and monitoring any material projects within the Company.
- Ensuring that policies and practices are consistent with the Company's values and support its long term sustainable success.
- In conjunction with the Joint Remuneration Committee, determining the Company's remuneration policy for staff, including Directors and other senior executives.
- Oversight of the Company's overall corporate governance arrangements.
- Establishing formal and transparent policies and procedures to ensure the independence and effectiveness of Internal Audit and external auditors.

The Board has established certain committees to support it with specific areas within the Board's remit of responsibilities. Details of each committee's members, responsibilities and work during the year can be found in the committee reports on pages 20 to 25.

Directors' Report (continued)

Separation of responsibilities

The Board has established a clear division of responsibilities between Executive Directors and Non-Executive Directors. In particular, the Board is committed to maintaining a clear separation of responsibilities of the Chair and the Chief Executive Officer to reflect the unique role that each has within the Company.

The Chair's key responsibilities are:

- The effective running of the Board.
- Ensuring that the Board as a whole plays a full and constructive part in the development and determination of the Company's strategy and overall commercial objectives.

The CEO's key responsibilities are:

- Running the Company's business.
- Proposing and developing the Company's strategy and overall commercial objectives, which he does in close consultation with the Chair and the Board.

The Board has also appointed a Senior Independent Non-Executive Director, with certain additional responsibilities, including:

- Providing a sounding board for the Chair and serving as an intermediary for the other Directors when necessary.
- Being available to the shareholder if it has concerns which contact through the normal channels of Chair, CEO or other executive has failed to resolve or for which such contact is inappropriate.
- Providing confidential feedback to the Chair on his performance following any assessment exercise.

No one individual has unfettered powers of decision-making. All Directors have access to the advice and services of the Company Secretary, who is responsible for advising the Board on all governance matters. Both the appointment and removal of the Company Secretary is a matter for the Board as a whole.

Composition

The Board comprises the Chair, three independent Non-Executive Directors, three Group Non-Executive Directors appointed to represent the shareholder's interests and three Executive Directors.

As a wholly-owned subsidiary company, the Board recognises the importance of ensuring that there is appropriate representation of the Company's shareholder on the Board, and maintaining a majority of Non-Executive Directors on the Board. This also supports the Company in meeting the Code provisions on regular engagement by the Chair and independent Non-Executive Directors (in particular the chairs of sub-committees of the Board) with shareholder representatives.

The Board is committed to diversity at all levels of the organisation, including on the Board itself. The Board recognises and embraces the benefits of having a diverse Board, and sees increasing diversity at Board level as an essential element of good corporate governance. A truly diverse Board will include and make good use of differences in, amongst other things, the skills, social and cultural background, race, gender and other distinctions between Directors. These differences will be considered in determining the optimum composition of the Board and when possible should be balanced appropriately. All Board appointments are made on merit, in the context of the skills, experience, independence and knowledge which the Board as a whole requires to be effective.

The Nomination Committee reviews and assesses the Board's composition and recommends the appointment of new Directors. In reviewing Board composition, the Nomination Committee will consider the benefits of all aspects of diversity including, but not limited to, those described above, in order to enable it to discharge its duties and responsibilities effectively in identifying suitable candidates for appointment to the Board.

The table below sets out the diversity of the Board.

Name	Gender	Nationality
Marshall Bailey (Chair)	Male	British, Canadian
Stephen Jack (Senior Independent Non-Executive Director)	Male	British
Eileen Taylor (Independent Non-Executive Director)	Female	British, American
Beatrice Devillon-Cohen (Independent Non-Executive Director)	Female	British, French
Masashi Kanematsu (Group Non-Executive Director)	Male	Japanese
Masahiro Kuwahara (Group Non-Executive Director)	Male	Japanese
Takanori Sasaki (Group Non-Executive Director)	Male	Japanese
Christopher Kyle (CEO)	Male	British
Tony Syson (CFO)	Male	British
Nicola Wickes (CRO)	Female	British, Irish

The Board's policy is to appoint and retain Non-Executive Directors who can apply their wider knowledge and experience, and to review and refresh regularly the skills and experience the Board requires. The Board is satisfied that each Non-Executive Director is able to devote sufficient time to the role in order to discharge their duties effectively.

Board and committee effectiveness

The Board conducts an annual evaluation of its effectiveness and seeks an external evaluation every three years, which is deemed to be best practice, based on the requirements set out in the Code. An external evaluation was conducted in 2020 by Boardroom Review Limited to review and assess, among other things, the quantity and quality of discussions, the management of meetings and the decision-making process. The external evaluation made a number of recommendations to enhance the Board's effectiveness. The Chair, supported by the Company Secretary, is responsible for tracking the outcomes and follow-up actions of this review. The Senior Independent Non-Executive Director also undertakes an annual evaluation of the Chair's performance with the other Board Directors.

Attendance of Board and Board committee Meetings

The table below shows the number of meetings each current Director attended as a member during the year and the maximum number of meetings they could have attended. Where a Director attended a meeting as an observer rather than as a member, this attendance is not included in the table below.

Name	Board	Nomination Committee	Board Risk Committee	Audit Committee	Joint Remuneration Committee
Chair					
Marshall Bailey	8/8	2/2	6/6	-	7/7
Independent Non-Executive Directors					
Stephen Jack	8/8	2/2	6/6	4/4	7/7
Eileen Taylor	8/8	2/2	6/6	4/4	7/7
Beatrice Devillon-Cohen	8/8	2/2	6/6	4/4	7/7
Group Non-Executive Directors					
Takanori Sazaki	5/5	-	-	-	-
Masahiro Kuwahara	5/5	2/2	-	-	-
Masashi Kanematsu	7/8	-	-	-	-
Executive Directors					
Christopher Kyle	8/8	-	-	-	-
Tony Syson	3/3	-	-	-	-
Nicola Wickes	8/8	-	-	-	-

Audit Committee

Membership

Name	Position
Stephen Jack, Chair	Independent Non-Executive Director
Eileen Taylor	Independent Non-Executive Director
Beatrice Devillon-Cohen	Independent Non-Executive Director

The Board is satisfied that the Audit Committee ('AC') possesses relevant banking industry capabilities and expertise, and it is further satisfied that Mr Jack possesses relevant financial experience and the requisite competence in accounting.

As the Code recommends that the Chair of the Board should not be a member of the AC, the AC Chair has, after careful consideration, taken the view that the Board Chair should be invited as an observer.

The AC continues to allow matters of common interest of the AC and the MUFG Bank Audit Committee to be reported at one section of the meeting; matters that are specific to the AC and the MUFG Bank Audit Committee continue to be reported at their respective separate meetings.

Responsibilities

The objective of the AC is to assist the Boards of Directors of the Company in their oversight of:

- The integrity of financial statements and other financial information provided by the Company to their shareholders, creditors, regulators or other third parties.
- Internal control and risk management systems.
- The performance of the internal and external auditors.
- Auditing, accounting and financial reporting processes generally.

The AC is responsible, among other matters, for determining whether the Company's internal controls over financial reporting are appropriate to the risks they are designed to monitor.

The AC reports to the Board on its work, identifying any issues which it considers require action or improvement and makes recommendations to the Board for approval.

The Executive Directors, some members of senior management, including the Chief Executive Officer, the Chief Financial Officer and the Chief Internal Auditor, and the external auditors, are invited to attend meetings of the AC, but only its members have the right to attend and to vote. Where common reports are presented to the AC and the MUFG Bank Audit Committee, only members of the AC have the right to vote on decisions concerning the Company.

The AC meets privately and separately from the Executive Directors with the external auditor at least once a year. This meeting provides an opportunity for the external auditor to raise any concerns directly with the AC.

Areas of focus during the year

The AC held four scheduled meetings in 2022.

The AC has a number of standing agenda items that it considers each year affecting the Company's financial statements, financial risks, internal control matters, regulatory reporting and external audit.

In addition, each year the AC focuses on a number of operational matters. Some of the items the AC spent time on during 2022 were:

- Reports from Internal Audit, Compliance, Operational Risk and management's engagement with any control weaknesses identified by these functions.
- Approval of the annual internal audit plan.
- Monitoring external auditor independence and objectivity, including review of non-audit services.
- Considering remediation activity arising from Internal and External Audit assessment reports on the FCA's rules and principles related to the protection of client assets.
- The Company's framework for managing, and its assurance approach to, IT and cyber risk.

The AC also considers significant matters that arise throughout the year relating to the financial statements. In 2022, these included:

- The Company's approach to revenue recognition, particularly the valuation of level 3 financial instruments, Day 1 profit and loss, and Credit Valuation Adjustments, for which management and the AC were comfortable.

External audit

The Company's external auditor is Deloitte. Oversight of the relationship with Deloitte is one of the AC's key responsibilities. The AC reviewed and approved Deloitte's terms of engagement for the statutory audit and the audit fee.

The Company has a policy which is aimed at safeguarding and supporting the independence and objectivity of the external auditor. The policy regulates the appointment of former audit employees to positions in the Company and sets out the approach to be taken by the Company when using the non-audit services of the external auditor. The policy distinguishes between:

- Pre-approved services – Those non-audit services where it is considered appropriate to use the external auditor (such as statutory and non-statutory audit and assurance work).
- Case-by-case approved services – Where prior approval of the AC is required.

-
- Excluded services – Where the independence of the external auditor could be threatened and the external auditor must not be used.

The external auditor has reviewed its own independence in line with these criteria and its own ethical guidance standards, and has confirmed to the AC that following its review it is satisfied that it has acted in accordance with relevant regulatory and professional requirements, and that its objectivity is not impaired. Having considered compliance with our policy and the fees paid to the external auditor, the AC is satisfied that the external auditor continues to be independent and objective.

Effectiveness of the External Auditor

To assess the effectiveness of the external auditor, the AC requested that the external auditor conduct a self-assessment of its performance which included input from management. The results of the review were evaluated by the AC in its September 2022 meeting, which concluded that Deloitte continued to perform a high-quality audit and provided effective and independent challenge to management.

External audit tender

Deloitte has been the Company's auditor since 2014. As a wholly-owned subsidiary in a global group, the Company is subject to the Group's processes relating to appointment and rotation of its external auditor. If and when the MUFG Group chooses to review its external auditor, the AC will be responsible for conducting an independent validation process and making recommendations to the Board on:

- The appointment, re-appointment and removal of the external auditor.
- The remuneration and terms of engagement of the external auditor.

The AC will also consider any questions of resignation or dismissal of the external auditor.

Nomination Committee

Membership

Name	Position
Marshall Bailey, Chair	Independent Non-Executive Director
Beatrice Devillon-Cohen	Independent Non-Executive Director
Stephen Jack	Independent Non-Executive Director
Makato Kobayashi	Group Non-Executive Director (until 27 April 2022)
Masahiro Kuwahara	Group Non-Executive Director (from 27 April 2022)
Eileen Taylor	Independent Non-Executive Director

Responsibilities

The objective of the Nomination Committee is to advise the Board on succession planning for Board and senior management positions and on the criteria for and selection of new Directors. The Nomination Committee keeps the composition of the Board under review and leads the appointment process for nominations to the Board.

Areas of focus during the year

The Committee has a number of standing agenda items that it considers each year. These include:

- Review of individual development plans for Executive Directors.
- Succession planning for Board positions.
- Reviewing the composition of the Board and its committees.

During early-2022, Mr Winter announced his intention to retire from MUFG. Given Mr Kyle's extensive experience with MUFG, the Company's shareholder MUSHD proposed his appointment as Mr Winter's successor. The Nomination Committee unanimously supported and approved Mr Kyle's appointment as CEO, recommending his appointment to the Board of Directors. The Board of Directors approved Mr Kyle's appointment to take effect from 1 April 2022. To succeed Mr Kyle as CFO, the shareholder proposed Mr Syson, a seasoned finance professional with over 11 years' experience in various roles with MUFG. Mr Syson completed a formal interview process before the Nomination Committee recommended his appointment to the Board. Mr Syson received regulatory approval as CFO on 6 September 2022.

During 2022, the Nomination Committee commenced the process for the search and selection of a successor to Mr Stephen Jack, who will retire as Senior Independent Non-Executive Director and Chair of the Board Audit Committee in March 2023. In August 2022, a role definition was developed and Odgers Berndtson were appointed to support the search. In September-December 2022, the Committee worked with Odgers to agree a long-list of candidates to proceed to a full Odgers interview and evaluation process. As at the time of production of this report, interviews are ongoing with a view to appointing a candidate imminently.

The Nomination Committee was also responsible for considering the appointment of two new Group Non-Executive Directors – Mr Kuwahara and Mr Sazaki. In early-2022, it was announced that Mr Yokomaku and Mr Kobayashi would retire from their positions on the Board to take new roles within the MUFG Group. The Nomination Committee considered the proposed appointments of Mr Kuwahara and Mr Sazaki as Group Non-Executive Directors, representing the Company's shareholder MUSHD and Group stakeholders. Members of the Committee considered their skills and experience (including their prior experience as Board members of MUS(EMEA)), as well as their senior positions within the Group to benefit the Company, and recommended that the Board appoint both as Group Non-Executive Directors.

The Nomination Committee, along with the Company Secretary, continues to support the Board in regards to succession planning for key executive and non-executive roles, ensuring that there is an appropriate balance of skills and experience on the Board as well as periodically refreshing Board membership.

Joint Remuneration Committee

Membership

Name	Position
Eileen Taylor, Chair	Independent Non-Executive Director*
Marshall Bailey	Independent Non-Executive Director
Beatrice Devillon-Cohen	Independent Non-Executive Director
Stephen Jack	Independent Non-Executive Director*

* These individuals are also members of, and have voting rights for, MUFG Bank London Branch

Responsibilities

The objective of the Joint Remuneration Committee ('JRC') is to assist the Board of Directors to exercise independent judgement in approving remuneration proposals and recommending a remuneration policy to the Board on an annual basis. The Committee makes decisions which are consistent with the Company's current and future financial status.

The JRC was established in 2020 with an expanded remit for the Company, its subsidiary MUS(EU), and MUFG Bank London Branch. Establishing the JRC has enhanced the governance in respect to MUFG's remuneration framework in EMEA in line with the Group's 'One MUFG' strategy, as well as supporting MUFG's global compensation framework. In October 2021, MUS(EU) formed an independent Remuneration Committee of its Supervisory Board, in accordance with local regulatory guidelines. The remit of the JRC is now for the Company and MUFG Bank London Branch.

The JRC held 6 scheduled meetings and 1 ad hoc meeting in 2022.

Some of the key responsibilities of the JRC are:

- Overseeing the implementation of the Company's remuneration related Policies.
- Ensuring that remuneration is structured in a way that aligns reward and promotes effective risk management.
- Ensuring that remuneration is structured to be compliant with any requirements under the Volcker Rule and does not reward or incentivise employees for prohibited proprietary trading.
- To review compensation recommendations for all employees within the JRC's remit in the context of individual and Company performance and review the annual incentive to ensure that any variable remuneration awarded is aligned with appropriate risk and compliance behaviours and free from discrimination.
- To consider the remuneration of Executive Directors, taking account of the current UK financial services investment banking market, the shareholder, the regulator(s), and the views of the Chair of the Board and the CEO.
- To consider the application of performance adjustments, including malus and clawback in accordance with the Company's published Adjustment Policy.
- To review proposals for any changes to the policy for pension arrangements for current employees.

- To ensure that any termination arrangements and significant changes of contract for employees subject to the Remuneration Code are compliant with the UK Corporate Governance Code.
- To scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance.
- To consider what compensation commitments (including pension contributions and all other elements) are contained in the directors' terms of appointment and ensure these are aligned with those available to the workforce.

The JRC reports to the Board on its work, identifying any issues which it considers require action or improvement and makes recommendations to the Board for approval. The Chair of the Remuneration Committee is available and engages with the shareholder regularly on aspects of the JRC's role and its work.

The Executive Directors and some members of senior management may be invited to attend meetings of the JRC, but only members of the JRC have the right to attend and vote. Some members of senior management submit reports to the JRC.

Areas of focus during the year and the Company's approach to remuneration

The remuneration cycle aligns with that of MUFG globally with performance assessment from April to March and with annual pay rises and discretionary bonuses being awarded in June. As such the JRC's work during 2022 is a combination of assessing and rewarding for the performance year April 2021 to March 2022 ('PY 2021') and the initial assessment for the performance year April 2022 to March 2023.

The Company does not have an Executive Directors' Remuneration policy as Executive Directors are covered within the Company's Remuneration Policy for all staff, as their remuneration follows the approach and structure of other employees.

The Company's shareholder is represented at JRC meetings by the attendance of a Group Non-Executive Director, whose role at these meetings is to review and provide the shareholder's feedback. The shareholder also provides independent approval of remuneration of all material risk takers ('MRTs') and high earners, including Executive Directors, through its management committee.

Joint Remuneration Committee (continued)

Areas of focus during the year and the Company's approach to remuneration (continued)

The Company operates a robust performance management process which includes objective setting, formal evaluation against objectives, mid-year and year-end performance reviews, 360 degree feedback and the allocation of an overall performance rating. The performance management process assesses individual performance in terms of 'What' is delivered and 'How' individuals behave, specifically:

What – Specific individual performance objectives for the year. Performance objectives are set by each individual and signed off by the appraising manager, categorised under:

- Non-Financial Goals
- Financial Goals

How – Employees are expected to behave in alignment with the firm's policies, procedures and values. Role dependent mandatory objectives set out how individuals are expected to demonstrate this under the categories:

- Compliance, Risk and Regulatory
- Culture and Values

The Company also operates a Performance Framework. This is made available to all employees and sets out the behaviours employees are expected to demonstrate at each corporate title level. These are aligned to the Company's values, as follows:

- Integrity and responsibility
- Professionalism and teamwork
- Challenge ourselves to grow

Evaluation against these values forms part of the performance management process in addition to being part of the criteria used when considering remuneration and promotion eligibility. Additionally, employees are given a talent mapping reflective of performance and potential. Ratings for the Compliance, Risk and Regulatory category and the Culture and Values category were cross-checked by the Compliance, Risk, Internal Audit and HR functions respectively.

Employees may be awarded an annual performance-based bonus which is reflective of the performance of the Company, their respective global business, the International Securities Business (being all other MUFG Securities entities outside of Japan), the relevant business unit and each employee's individual performance in the performance year. Individual performance is assessed through the individual's performance management process. Bonuses are used to reward those who demonstrate the firm-wide cultural principles and who deliver superior performance in a way that is consistent with risk and compliance requirements.

Bonus awards are determined in accordance with the relevant provisions and guidance of the PRA's and Financial Conduct Authority's ('FCA's') Remuneration Code. All such awards may be subject to (i) deferral, (ii) performance adjustment in line with prevailing policies and (iii) claw-back in relation to bonus awards made to MRTs. The Company does not operate any long-term incentive schemes which are separate from the deferral programmes applied to annual variable remuneration.

When setting individual variable remuneration, the ratio between fixed and proposed variable remuneration is reviewed for reasonableness. The ratio of fixed and variable remuneration is capped at 1:2 for MRTs, however Control Function Staff are predominantly paid in fixed remuneration.

The Company encourages effective risk management, discourages excessive risk-taking and supports a strong and appropriate conduct culture. For the performance year ending March 2021, the Company's approach to risk adjustment was two-fold via ex-ante and ex-post risk adjustment. Ex-ante risk adjustment was performed through the setting of risk adjusted budget-contributions for each business unit, with risk limit structures that were consistent with those budgets. Aggregate bonus spend was determined with reference to these risk adjusted approaches. The Company operates two models of risk adjustment to reflect both the nature of the risks being taken by desks and the capital costs these risks incur. The models are used to inform the overall pool as well as department level pools. Their use helps to ensure that financial return is appropriately offset against the risk undertaken to achieve that return. The first model used is a Tier 1 Capital model and the second is a Total Regulatory Capital model. Ex-post risk adjustment is on-going through the mechanisms of performance adjustment in relation to the movement in the value of MUFG stock and the application of malus and clawback provisions on an individual or aggregate basis, where applicable.

It has continued to be an exceptionally challenging year for most people, with the effects of rising inflation and interest rates alongside the Ukraine crisis impacting the economy and society. Combined with the losses specific to the US client event in 2021 which requires on-going Company focus in relation to remediation, the JRC faced some difficult decisions about the way to remunerate employees. Particular focus was applied to junior employees including an off-cycle fixed pay review undertaken to ensure roles were appropriately remunerated as a result of the cost of living crisis.

Remuneration is not a formulaic computation as both quantitative and qualitative considerations are made in agreeing individual awards, as highlighted above. In addition comparability is undertaken of peers to ensure consistency in approach and relative remuneration when factoring in all the relevant inputs.

Board Risk Committee

Membership

Name	Position
Beatrice Devillon-Cohen, Chair	Independent Non-Executive Director
Marshall Bailey	Independent Non-Executive Director
Stephen Jack	Independent Non-Executive Director
Eileen Taylor	Independent Non-Executive Director

Responsibilities

The objective of the Board Risk Committee ('BRC') is to exercise oversight on behalf of the Board of Directors of the key risks of the Company and make recommendations to the Board on the Company's risk appetite and risk strategy.

In addition to the above, the BRC is also responsible for the Company's risk management framework, which describes the holistic approach to the Company's risk management systems of control over the business. It describes the risk management responsibilities and delegated authority of the Board to its underlying committees, departments and significant individuals.

The Executive Directors, some members of senior management, including the Chief Executive Officer, the Chief Financial Officer and the Chief Risk Officer, are invited to attend meetings of the BRC, but only its members have the right to attend and to vote.

Areas of focus during the year

The BRC held six scheduled meetings in 2022. Attendance at the meetings of the BRC during 2022 is outlined on page 19.

The BRC has a number of standing agenda items that it considers each year. These include:

- Risk Profile Update
- Review of the Risk Unit's business plan and a review of significant business initiatives included in the business plan
- Review of the Risk Management Framework
- Review of the Risks Arising from Climate Change and the company's framework for managing those risks
- Review of initiatives to promote and reinforce a healthy Risk Culture
- Review of the Board Risk Appetite
- Review of the Stress Testing Framework / Testing Scenarios
- Review of the Individual Liquidity Adequacy Assessment Process
- Review of the Internal Capital Adequacy Assessment Process
- Review of the Recovery Plan
- Review of the Resolution Pack
- Review of the Risk input and Adjusted Performance Measures for the Remuneration Process
- Regulatory Risk and Change Review / Controls Framework Update
- Review of the Annual and Interim Pillar 3 Disclosure
- Review of the Financial Statements Risk Disclosure
- Review of the Operational Resilience Plan

In addition to the above standing agenda items, other areas of focus which the BRC had oversight of were the first line of defence controls and effectiveness; operations, technology and cyber risks; outsourcing and third party risk management; and material updates to limit changes and/or breaches.

Statement of Directors' Responsibilities

Statement of Directors' Responsibilities in Respect of the Strategic Report, Directors' Report and the Financial Statements

The Directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with IFRS as adopted by United Kingdom.

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, International Accounting Standard 1 requires that Directors:

- properly select and apply accounting policies
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information
- provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance, and
- make an assessment of the Company's ability to continue as a going concern.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

By order of the Board



Tony Syson
Chief Financial Officer
25 Ropemaker Street
London
EC2Y 9AJ
10 March 2023

Business and Risk Management Policies

Risk Management Framework

The Company maintains positions in financial instruments as an integral part of daily market activities. These positions are held as part of portfolios that are maintained and monitored by instrument or risk type. The risk appetite is set by the Board and individual trading areas are allocated risk limits based on a wide range of market factors and are required to maintain portfolios within those limits. As such they are responsible for maintaining hedges in the portfolios.

A more detailed explanation of risk management framework and oversight is given below.

Committees and Corporate Structure

1. Board

Responsibility for the oversight of risk management resides with the Board, with support from the BRC. In this context the Board is responsible for reviewing internal controls and the process for managing risks. As part of the Company's business strategy, the Board considers the risks to which the Company is exposed, and specifies an appetite and management strategy for each of these risks. The primary financial, operational and reputational risks are defined and discussed in further detail in the following sections.

The Board is accountable for approving the risk management framework for the Company, but has delegated responsibility to the BRC to approve this framework on their behalf.

2. Board Risk Committee

The objective of the BRC is to exercise oversight on behalf of the Board of the key risks of the Company and review and make recommendations to the Board on the Company's risk appetite and risk strategy.

As noted above, the BRC is also responsible for the Company's risk management framework which describes the holistic approach to the Company's risk management systems of control over the business. It describes the risk management responsibilities and delegated authority of the Board to its underlying committees, departments and significant individuals.

As at 31 December 2022, the BRC comprised of the Independent Non-Executive Directors, including the Chair of the Board. The BRC is supported by the regular attendance of the CEO, CRO, and CFO, who is the primary contributor of capital and liquidity metrics.

3. Risk structure and other committees

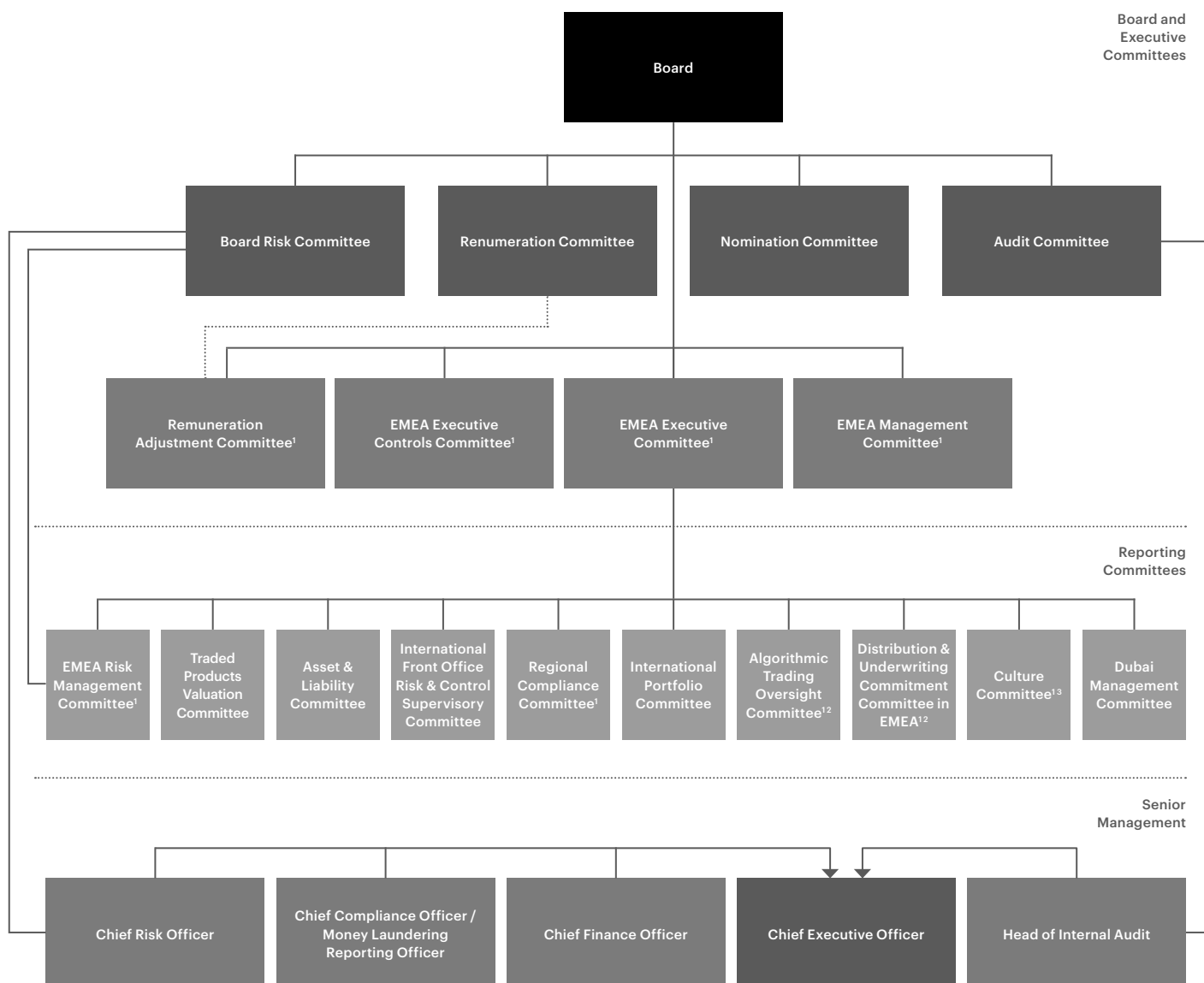
Day-to-day risk management is the responsibility of all employees of the Company. Accountability for second line risk management, with the exception of capital, compliance and conduct risk, resides with the CRO, who reports directly to the CEO and the BRC. Market, credit, operational, reputational, strategic and model risk are overseen by the EMEA Risk Management Committee ('ERMC') supported by its underlying sub-committees.

Valuation risk is overseen by the Traded Products Valuation Committee ('TPVC'), which is chaired by the CFO. Liquidity and capital risk are overseen by the Asset and Liability Committee ('ALCO'), which is chaired by the CFO. Compliance, conduct and legal risk are overseen by the Regional Compliance Committee ('RCC'). Second line risk management of compliance risk and conduct risk resides with the Chief Compliance Officer ('CCO'), who reports directly to the CEO. Each of these executive sub-committees report to the EMEA Executive Committee, which reports directly to the Board. In addition, the ERMC reports to the BRC, via the CRO.

Business and Risk Management Policies (continued)

3. Risk structure and other committees (continued)

The Company's risk committee structure as at 31 December 2022 is illustrated below:



1 Covers MUS(EMEA) and MUFG Bank London Branch.

2 In July 2022 the reporting of the Distribution and Underwriting Commitment Committee ('DUCC') and Algorithmic Trading Oversight Committee moved from the ERM to the EMEA Executive Committee.

3 The EMEA Culture Committee was established during the 2022 financial year as an advisory committee to support the CEO with oversight and management of culture.

Three Lines of Defence

To create a robust control environment to manage risks, the Company uses an activity based three lines of defence model to assign roles and responsibilities relating to one of the three lines, depending on the activities they are conducting. This model assigns responsibility and accountability for risk management and the control environment.

The three lines of defence are summarised below:

- The first line of defence ('1LoD') owns the risks and is responsible for identifying, assessing, and managing risks (including remediation) in line with risk appetite; adhering to policies and standards set by the second line of defence ('2LoD') and meeting requirements of all in scope processes and procedures including reporting and governance; communicating changes that may impact the Company's risk profile to the 2LoD
- The second line of defence is responsible and accountable for developing and maintaining the risk management framework and its associated policies, procedures and guidance; developing and maintaining other risk-related policies, procedures and guidance (e.g. Financial Crime, IT, Legal etc.) that guide and affect the management of risks; providing advice, oversight and challenge
- The third line of defence is responsible and accountable for providing independent and objective assurance of the effectiveness of governance, risk management and internal control practices in the 1LoD and 2LoD.

Risk Appetite

Central to the Company's risk management is a clear risk appetite, consistent with its business profile and plans, as well as a strong and independent review and challenge structure. This facilitates optimisation of risk/return and assists Senior Management to effectively control and coordinate risk taking across the business. The Company's risk appetite is specified by the Board through a number of metrics including capital, liquidity, earnings volatility, market, credit and non-financial risks. It is reviewed at regular meetings of the Board and recalibrated annually as part of the Company's budget and planning process. The risk appetite is cascaded through the Company via the allocation of limits to front office departments and individual traders.

Risk limits impose an upper constraint on the level of exposure to a particular factor or a combination of factors. Limits are imposed to express the Board and Senior Management's appetite for certain risk types and to facilitate prudent allocation of such risk appetite to individual risk takers or group of risk takers, taking client needs and revenue targets into consideration. These are set at the Company, business unit, department, and trader level and risk limits are monitored daily. Other risk appetite metrics and Key Risk Indicators ('KRIs') are calculated less frequently than daily – either monthly or quarterly.

The establishment of the risk appetite is largely a top down process and is supplemented and reinforced by a bottom up approach to risk identification, the results of which are maintained in the Company's risk register.

The Company establishes and is subject to risk management policies. These policies formalise the behaviours and standards expected in support of the risk culture. Policies are established across each primary risk type to formalise the processes by which business activities should fall within the appetite for each risk. Additionally, risk policies are established to ensure quality of risk measurement, risk monitoring, and appropriate avenues for escalation to occur.

The Company has established formal processes governing new activities (i.e. new business, complex transactions and new product mandates), which support the identification of any additional risk to the Company and ensure that the risks related to the proposal are within the risk appetite of the Company and has the support of the Company's risk management and control functions.

Capital Adequacy

The Company monitors its capital adequacy on an ongoing basis and conducts a formal annual Internal Capital Adequacy Assessment Process ('ICAAP') in which it assesses its risks, controls and capital.

The Board is involved in all the key elements of the ICAAP and approves the business and capital plans, Risk Appetite Statement and oversees the preparation of the ICAAP document. The ICAAP process is closely aligned with the strategy setting and business planning process as well as the process for identification, measurement and control of those risks.

Stress testing is used to assess the impact of severe but plausible financial stresses on either individual or multiple risk factors and to determine appropriate capital buffers. The Company manages its risk and capital resources with the objective of maintaining a regulatory ratio comfortably in excess of the minimum capital resources required by the regulators.

Stress Testing

The Company has a stress testing framework, which is reviewed by the BRC on an annual basis, that includes scenario stress testing (comprising macroeconomic and event stress testing based upon forward looking, historical and reverse stress testing), as well as single risk factor stress tests (which are designed to identify and quantify risk concentrations to particular risk factors). Results of stress testing are calculated at the Company level and also by department and business line, and reported regularly to Senior Management.

Risk Management by Risk Type

Market Risk

Market risk is the risk of losses from movements in market prices in the trading portfolio. The Company uses a variety of risk measures to quantify and control this risk, with the overall objective of ensuring that potential losses arising from market risk remain within the appetite set by the Board:

- Value at Risk ('VaR'), Stressed Value at Risk ('SVaR'), and Incremental Risk Charge ('IRC') measures provide aggregate indicators of potential losses, subject to stated confidence levels and holding periods

Business and Risk Management Policies (continued)

Market Risk (continued)

- Risk factor sensitivities measure the impact of moves in each risk factor, allowing concentrations of risk to be identified and controlled
- Stress testing is used to monitor and control the exposure of the portfolio to extreme moves in market rates and prices. A range of stress tests is run, covering exposures to relevant market factors and scenarios in various market conditions
- Stop loss and drawdown limits monitor actual losses at the Company, business unit, department, and trader level.

Day-to-day responsibility for the management of market risk resides with the front office departments and responsibility for second line review, challenge and oversight is with the Market Risk Management department. The Risk Analytics Group is responsible for the design of new market risk management models. Daily market risk reports are prepared for senior management and front office departments using the Company's in house and vendor systems.

The Company makes use of a range of internal models for the quantification of market risk.

VaR Modelling

The VaR of a trading book is an estimate of the potential loss on risk positions as a result of movements in market rates and prices over a specific time horizon and to a given confidence level.

The Company uses VaR methodologies to monitor the price risks arising from different trading books across portfolios. This is measured based on a 1 day holding period using confidence levels of 99% and 95% for regulatory and internal VaR respectively.

Actual profit and loss outcomes are also monitored to test the validity of the assumptions made in the calculation of VaR. The VaR outputs are based on a full revaluation historical simulation model and a 2 year and 1 year data window for regulatory and internal VaR respectively.

The Company additionally calculates SVaR using an appropriately stressed 1 year lookback period as required by regulatory rules.

VaR Backtesting

The Company carries out a daily comparison of end of day VaR measures to the 1 day change of the portfolio's value on the day the profit and loss figures are produced. In 2022 the number of occasions on which actual trading book outcomes exceeded the previous day's VaR was within the acceptable tolerances of the model. In addition to the VaR backtesting at the aggregate Company level, the Company conducts backtesting on a number of sub-portfolios across the different business units.

Stressed VaR ('SVaR')

The Company calculates SVaR based on inputs calibrated to historical data from a continuous 1 year period of significant financial stress relevant to the Company's portfolio.

Risks Not In VaR

The Company calculates additional capital under its Risks Not in VaR framework for certain risk factors that are not fully captured in VaR.

Incremental Risk Charge ('IRC')

The Company calculates IRC which captures risk from the default and rating migration of non-securitised credit exposures in the trading book. The IRC is calculated daily and is included in regulatory capital calculations. IRC is calculated using a Monte Carlo model of portfolio rating migration and default. Risk is measured over a 1 year horizon to a confidence level of 99.9% and is calculated on current positions assuming that risk will be at similar levels throughout the year.

VaR considered in isolation has limitations which are listed below in further detail. The Company also uses a wide range of other risk limits, for example stop-loss limits, risk factor sensitivity limits or stress limits, to manage its exposures.

The Company's VaR has the following limitations:

- Calculations are based on historical data which may not be the best estimate of risk factor changes that occur in future
- In transforming historical data into future scenarios the Company makes assumptions that may not be the best estimate of how changes will occur in the future
- Focusing on the maximum loss that is expected to be incurred 99% (or 95%) of the time says little about the smaller losses that are expected to be incurred more frequently, or the larger losses in excess of VaR that are expected to be incurred 1% (or 5%) of the time
- VaR is generally based on calculations performed at the end of each business day. The end-of-day figure may not be representative of the figure at other times of the day.

The following table shows internal VaR figures for 2022. The breakdown in terms of different risk factors is as described below. The 'Close' column shows the VaR at the year-end date. The 'Average' column shows the average VaR measurement from each trading day in the year and the 'Maximum' and 'Minimum' columns show the highest and lowest VaR value in the year respectively. 'Diversification benefit' is the difference between the simple sum of the VaRs for each risk factor, and the Company's overall VaR, which is based on the simultaneous modelling of all risk factors.

95% VaR 2022	Close £'m	Average £'m	Maximum £'m	Minimum £'m
Interest Rate Curve Risk	0.8	0.7	1.9	0.1
Interest Rate Vega Risk	1.8	1.3	1.9	0.5
Asset Spread Risk	0.3	0.9	1.4	0.3
Currency Risk	0.3	0.2	0.5	0.1
Equity Price Risk	0.2	0.4	2.0	0.0
Equity Vega Risk	1.2	1.1	2.7	0.3
Inflation Risk	0.4	0.3	1.2	0.2
Basis Risk	1.0	0.7	1.6	0.4
Diversification Benefit	-3.8	n/a	n/a	n/a
Total VaR	2.2	2.2	3.7	1.1

95% VaR 2021	Close £'m	Average £'m	Maximum £'m	Minimum £'m
Interest Rate Curve Risk	0.3	0.8	1.5	0.2
Interest Rate Vega Risk	0.8	1.1	2.0	0.6
Asset Spread Risk	0.6	0.7	1.5	0.3
Currency Risk	0.4	0.4	1.6	0.1
Equity Price Risk	0.4	0.2	0.7	0.0
Equity Vega Risk	0.8	0.9	2.5	0.3
Inflation Risk	0.3	0.2	0.3	0.1
Basis Risk	0.6	0.9	1.6	0.5
Diversification Benefit	-2.4	n/a	n/a	n/a
Total VaR	1.8	1.8	3.2	0.9

Interest Rate Curve Risk

The risk of losses arising from changes in market interest rates.

Interest Rate Vega Risk

The risk of losses arising from change in implied interest rate volatility.

Asset Spread Risk

The risk of losses due to the market price of bonds and credit derivatives attributable to changes in such factors as perceived credit quality or liquidity, as distinct from price changes attributable solely to market interest rates.

Currency Risk

The risk of losses arising from changes in market FX rates and changes in implied FX volatility.

Equity Price Risk

The risk of losses due to price movements in the equity market.

Equity Vega Risk

The risk of losses arising from change in implied equity volatility.

Inflation Risk

The risk of losses arising from the changes in the market prices of inflation derivatives, or from price changes in inflation-linked securities attributable to inflation.

Basis Risk

The risk of losses arising from changes in market prices for cross currency basis, tenor basis, and other basis swaps in the interest rate market.

Business and Risk Management Policies (continued)

Credit Risk

Credit risk is the risk of loss resulting from client, issuer or counterparty default and arises on credit exposure in all forms, including settlement risk.

The Company manages its credit risk in accordance with policies originated and approved within the Company and endorsed by its parent company. Counterparty exposure is managed through a process of credit risk assessment, limit setting, exposure monitoring and exception reporting.

The Company assesses the default probabilities of individual counterparties by using a rating methodology incorporating external ratings, the market price of credit risk and internal fundamental analysis.

Day-to-day responsibility for the management of credit risk resides with the front office departments and responsibility for second line review, challenge and oversight is with the Credit Risk Management department, which is within the Risk department. The Risk Analytics Group which is responsible for the design of credit risk management models. Daily credit risk reports are prepared for Senior Management and front office departments using the Company's in house and vendor systems with on-going deliveries of enhancements to prevailing risk methodologies/reporting to ensure that the Company adheres to the changing general regulatory guidelines/recommendations. The objective of Credit Risk Management is to:

- Identify, quantify, monitor and control credit risk exposure
- Provide sufficient, timely and relevant data of credit risk exposure by counterparty across all product classes and against each respective approved credit limit
- Maintain static data for all counterparties
- Produce timely credit risk reports as appropriate
- Mitigate credit risk by mandating collateral requirements and or credit mitigants in the contractual terms in accordance with the Company's Collateral Policy. The Company's collateral management framework includes daily reporting of collateral balances, collateral disputes or differences (if any) and escalation procedures.
- Provide credit portfolio monitoring and analysis.

Credit Risk is monitored constantly and Credit exposure is reported daily. On a monthly basis, Credit Risk Management reports the Company's total credit risk exposure to the EMEA Credit Risk Committee ('ECRC'), which is a sub-committee of the ERM. Monthly reporting includes a review of large exposures, exposures to lower rated issuers and counterparties, and exposure to higher risk industry and country sectors. The ECRC escalates material matters to the ERM. The ERM is also the forum where credit policies are reviewed and finally approved. In addition to the ERM, a summary of the Company's credit risk exposure is also reported to each EMEA Executive Committee and BRC meeting.

Credit exposure is normally measured on a net basis i.e. by taking account of received collateral and aggregating trades with both

positive and negative values provided that a legally enforceable master netting agreement has been executed that permits close-out netting. To mitigate derivative counterparty credit risk, the Company has Credit Support Annexes and UMR in place as required in place with the majority of its counterparties (this includes the exchange of initial margin with certain non-centrally cleared, over-the-counter derivatives counterparties for in-scope products) and guarantee arrangements in place with members of MUFG. Risk is managed net of these guarantees.

Appropriate settlement limits have been established with counterparties which are recorded in the Company's risk limit/exposure systems, are readily available to the front office and are monitored on a daily basis for limit adherence. As part of the credit review process, each counterparty is normally assessed and measured for wrong way risk. If material wrong way risk is identified the collateral/underlying asset is deemed ineligible for regulatory risk calculations and risk is measured on an uncollateralised basis. The Company undertakes daily and monthly monitoring of the Company's wrong way risk positions.

An analysis of the Company's credit exposures is included in Note 32.

Credit Concentration Risk

Credit concentration risk is the risk arising from an uneven distribution of exposures, through single name, sector or geographical concentration. The Company continues to augment its concentration risk analysis and reporting with periodic delivery of enhancements to existing processes to strengthen the identification and reporting to ensure that the Company remains in line with changing general regulatory guidelines/recommendations. The Company analyses the credit concentrations through its daily credit exposure reports. The Company's exposures are concentrated on Government bonds, the financial sector and exposures to Japanese markets and counterparties.

Liquidity Risk

Liquidity risk is the risk that the Company has insufficient resources to meet its financial obligations as they fall due or incurs a significantly higher cost than usual in securing the required funds. This risk could arise from both institution specific and market-wide events.

Oversight

The ultimate responsibility for liquidity risk management sits with the Board who sets the Company's liquidity risk appetite, which expresses the level of risk the Company chooses to take in pursuit of its strategic objectives. The Board mandate to the Executive Committee in respect of liquidity risk includes specification of liquidity stress testing, approval of business line unsecured funding limits, transfer pricing rates/policy and the contingency funding plan.

The Executive Committee has determined the powers and discretions delegated to the ALCO which meets monthly or on an ad-hoc basis (as appropriate) to:

- Review and define the funding and liquidity risk policy
- Monitor the Company's liquidity risk profile and review compliance with the Board approved liquidity risk appetite
- Oversee and review stress testing
- Measure, monitor and mitigate liquidity risk exposures for the Company
- Ensure that appropriate business incentives are maintained that reflect the cost and availability of liquidity through the Company's Fund Transfer Pricing ('FTP') process and unsecured funding limit allocation process
- Review critical liquidity risk factors and prioritise issues arising
- Determine the Company's funding plans and funding diversification strategy in light of business projections and objectives.

The Company uses a variety of quantitative and qualitative measures to monitor the adequacy of the Company's liquidity resources and to ensure an integrated approach to liquidity risk management. This framework incorporates a range of tools described below:

Internal Stress Testing

The Company's primary liquidity stress testing tool is the Maximum Cumulative Outflow model, which is designed to capture all material drivers of liquidity risk (both on and off balance sheet) under separately defined stress scenarios, and to determine the size of liquidity resources needed to navigate the particular stress event. The model has been developed as a synthesis of market practice, regulatory requirements and past experience in stressed market conditions. The scenarios modelled are categorised as baseline (reflective of normal business conditions), systemic (refers to a market-wide liquidity event) and combined (analogous of a combined market and Company specific stress event). Stress testing is conducted daily on both an aggregated currency basis and by material individual currency.

Funds Transfer Pricing

The Company seeks to align its liquidity risk appetite with the strategic objectives of the business through regulating the demand for liquidity and allocating the cost of liquidity on the basis of unsecured funding usage and underlying liquidity requirements. The ALCO is responsible for the FTP policy framework, and Treasury is responsible for the day to day application of the FTP framework. The cost of funding is allocated to businesses on the basis of the funding requirements to finance current inventory positions and ongoing business activities. The cost of liquidity reserved to cover contingent liquidity outflows is also allocated to the business on the basis of those activities driving the Liquid Asset Buffer requirement – this includes liquidity reserved to cover regulatory liquidity requirements.

Funding Plan

The balance sheet projection process balances aggregate business line requests for unsecured funding against Treasury's assessment of the projected balance sheet, funding requirements and capacity for the Company to raise unsecured financing. The ALCO will review and approve funding plans including allocation of funding limits to business lines. This ensures that business activities do not impose

an uncertain strain on the Company's ability to source adequate liquidity in normal business conditions, and allows Treasury to plan and sustain appropriate levels of liquidity in anticipation of business line funding usage. As part of funding liquidity risk monitoring, Treasury looks at the short and long term currency mismatch horizons in accordance with the Board's guideline.

Liquid Asset Buffer

The Company holds its liquidity portfolio in a stock of high quality government bonds and bonds issued by multi-lateral development banks, local government and agency issuers, as well as central bank deposits (where applicable). The size of the liquidity buffer is calibrated using both the Company's internal stress testing framework and applicable regulatory requirements. The liquidity portfolio is held on an unencumbered basis without restrictions on rehypothecation and with full Company legal ownership. The investment criteria for the liquidity portfolio are approved by the ALCO with risk limits imposed and monitored by Market Risk Management.

Contingency Funding Plan

The Contingency Funding Plan ('CFP') allows senior management to identify internal and external triggers indicative of a stress event, and initiate the most effective response for stabilising and mitigating liquidity risk exposures through clear operational plans, clearly defined decision making responsibilities and effective communication with both internal and external stakeholders. The CFP also specifies the means through which additional funding should be sourced during a period of heightened liquidity concern, as well as the process by which the Company deactivates the CFP at an appropriate time.

The Company also maintains detailed recovery plans which consider actions to facilitate recovery or an orderly resolution from a severe stress.

Liquidity Stage Assessment

The principal assessment framework within the Funding Liquidity Risk Management Policy is the liquidity stage assessment. This is a formal assessment of the external environment affecting the Company and other companies within the MUSHD Group.

The liquidity stage is determined by an evaluation of the availability of funding and is monitored through a combination of early warning indicators, the Company's internal stress testing and compliance with regulatory liquidity requirements. Elevation of the liquidity stage is specifically linked to activation of the CFP, which provides a range of mitigating actions to be taken. Such actions are taken following consideration of any relevant market, economic or client impact. In the event the liquidity stage is elevated, formal approval is required from the ALCO, which will in turn escalate and sanction actions as appropriate. Monitoring of the liquidity stage is conducted at Company and MUSHD level on an on-going basis. Any elevation of liquidity stage risk at the MUSHD level is deemed to represent a worsening of conditions that would impact the Company too. The Funding Liquidity Risk Policy identifies general contingency actions to be taken by departments at each stage.

Business and Risk Management Policies (continued)

Asset Encumbrance

Asset encumbrance arises from collateral pledged against secured funding and other collateralised obligations. Due to the nature of its business the Company funds a portion of debt securities via repurchase agreements and other similar secured borrowing. Additionally, debt securities and cash are provided to meet initial and variation margin requirements from central clearing counterparts and margin requirements arising from derivative and repurchase agreements.

The Company monitors the mix of secured and unsecured funding sources and seeks to efficiently utilise collateral to raise secured funding and meet other collateralised obligations.

Regulation

The Company assesses liquidity adequacy as part of the annual Internal Liquidity Adequacy Assessment Process that it submits to the PRA. The Company's compliance with prevailing regulatory liquidity requirements including the Liquidity Coverage Ratio and the Net Stable Funding Ratio are complemented by the internal stress testing framework. The Company manages its liquidity prudently, holding its Liquid Asset Buffer well in excess of the regulatory requirement.

Capital Risk

Capital risk is the risk that the Company has insufficient capital resources to meet the capital requirements that are incurred through execution of the business plan.

The Company aims to manage and control its exposure to Capital Risk through its policies and procedures with the objectives of:

- Holding sufficient capital resources to support the risks in which the Company engages
- Identifying an appropriate capital plan to ensure that this objective is maintained over the three year business plan horizon
- Managing the relative proportions of the constituent parts of capital resources such that the Company meets these objectives in an efficient manner.

The ALCO has primary responsibility for overseeing the Company's capital management. The Company measures key capital sensitivities and analysis of drivers of change in capital adequacy which are regularly reported in the ALCO. The capital position is also reported to the ERMIC regularly.

The Company assesses capital risk against minimum regulatory requirements of RWA and leverage exposure and internal targets at Company level, supported by assessments of capital requirements at business level against internal targets. Capital risk reports are circulated to senior management daily and are discussed at Board and an Executive-level Committees level.

The Company determines and maintains a capital planning buffer to reduce the risk of having to raise capital or reduce business at short notice. The Company's objective is to manage capital to withstand severe but plausible stresses without the need to significantly alter the business. This capital planning buffer is determined on the basis of appropriate stresses to the Company's business.

Leverage Ratio

The Company assesses the leverage ratio to mitigate the risk of excessive leverage. The Company performs regular analysis of the leverage ratio to understand drivers and sensitivities. The Company's leverage ratio exposure measure is mainly driven by securities financing transactions, derivatives and inventory which includes mainly trading securities and available-for-sale securities. In addition, Tier 1 capital resources and any applicable deductions impact on the leverage ratio. Leverage ratio is reported to the ALCO, BRC and Board.

Per the PS21/21 "The UK leverage ratio framework" issued by the PRA in October 2021, the Company is subject to the binding regulatory minimum leverage ratio requirement of 3.25% plus a countercyclical leverage ratio buffer rate of 35% of the firm's CCyB rate. The new leverage ratio binding requirement has gone live since 1 January 2023.

ALCO monitors the leverage ratio to ensure the Company meets the minimum regulatory requirements. In addition, balance sheet limits are in place for key exposure types which mitigate significant increase in leverage ratio exposure measure.

Model Risk

Model risk is the potential for loss arising from decisions based on incorrect or misused model outputs and reports.

The Company manages the model risk of pricing and risk models by having a segregation of duties between model development and validation of the model. There are governance sub-committees and working groups that oversee the models used by the Company. In the case of risk models, the Model Oversight Committee ("MOC"), which reports to the ERMIC, is responsible for reviewing the output of ongoing validation and for model performance. The TPVC oversees the use of pricing models. The independent validation of risk models is performed by the Model Risk Management function which is part of the Company's Enterprise Risk Management department and has membership on the MOC and the TPVC.

Operational Risk

Operational risk is defined as the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events.

The Company manages and controls its exposure to operational risk through its policies and procedures, which are designed to ensure that it:

- Mitigates the risk of exposure to fraud
- Processes transactions correctly, accurately and on a timely basis
- Protects the integrity and availability of information processing facilities, infrastructure and data
- Maintains the confidentiality of its client information
- Employs appropriate numbers of skilled staff and complies with relevant employment laws and regulations
- Establishes workplace environments that are safe for both employees and visitors
- Reduces both the likelihood of an incident occurring and the impact should an incident occur.

The Company employs The Standardised Approach ('TSA') for calculating its Pillar 1 Operational Risk Capital Requirement. The Company is committed to adopting leading industry practices for managing and measuring operational risk, and has also developed a primarily scenario based capital model to determine whether it should hold any additional capital for operational risk.

In order to facilitate the management of operational risk, the Company breaks down its Risk Taxonomy using the Basel II categories:

1. Execution, delivery and process management
2. Clients, products and business practices
3. Internal fraud risks
4. External fraud risks
5. Employment practices and workplace safety
6. Business disruption and systems failures
7. Damage to physical assets.

Operational Risk Management Framework

The Operational Risk Management Framework is defined within the Company's policies and detailed procedures, and comprises of the following key elements:

Governance

- **Governance:** The Operational Risk Governance Structure outlines the committees and meetings through which key risk and control concerns and events are escalated, risk management action is driven and risk management decisions are made.
- **Risk Appetite:** The Company has defined its Operational Risk Appetite in both quantitative and qualitative terms, reflecting both the financial and non-financial impacts that can arise from operational risk.

Risk Identification

- **Internal Operational Risk Events:** The Company systematically collects details of both operational risk losses (or gains) above a certain threshold and details of events, even if they have not led to losses (or gains) e.g. near misses, and root cause analysis where applicable.
- **Key Risk & Control Indicators:** The Company uses metrics to monitor its operational risk profile and to alert management when risk levels exceed acceptable ranges.
- **External Operational Risk Events:** Business and support departments use information obtained from external events to assess their own risk profile, understand "lessons learned" and evaluate and adapt their current control environment from events which have impacted similar firms' business processes.

Risk Assessment

- **Risk and Control Self-Assessments ('RCSA'):** Departments within the Company assess the operational risks they face, and the effectiveness of their controls at mitigating that mitigate those key operational risks, relative to the Company's appetite.
- **Scenario Analysis:** The Company uses scenario analysis to assess the risks of extreme but plausible events.
- **Key Control Attestations:** Managers attest to the adequacy of their control environment twice a year.

Risk Remediation

- **Self-Identified Issues ('SII'):** Departments identify, record and manage the remediation of deficiencies and/or weaknesses in their risk and control environments.
- **Remedial Actions:** Progress in completing remedial actions is tracked and reported.
- **Insurance Policies:** As part of its risk management approach, the Company uses insurance to mitigate the impact of some operational risks.

Risk Review and Reporting

- **Reporting:** The Operational Risk department and management use reports to understand, monitor, manage and control operational risks.
- **Training:** Staff are required to undertake mandatory on-line operational risk awareness training annually.

Day-to-day responsibility and accountability for the identification, assessment and management of operational risk resides with all Business Units and Support Functions; the Operational Risk Management department are responsible and accountable for developing and maintaining the Operational Risk Management Framework ('ORMF'); and providing second line review, challenge and oversight. Issues of significance are escalated to the EMEA Operational Risk and Controls Committee ('EORCC'), which reports to the ERMC and meets on a monthly basis.

Fraud Risk

The Fraud Risk team in the Operational Risk Management Department own the EMEA Fraud Risk Policy and the EMEA Fraud Risk Framework and are responsible for second line oversight and challenge to ensure these are complied with by the first line risk and control owners. The policy and framework covers both Internal and External Fraud risk.

The policy & framework continue to embed across the Company. The Fraud Risk team support the first line risk and control owners by overseeing and challenging the fraud risk and control landscape, ensuring that there are adequate anti-fraud controls implemented, Fraud Risk key indicators are defined and monitored and the team deliver fraud training and awareness sessions to both MUFG employees and MUFG clients. The fraud escalation and reporting process along with the trade surveillance controls continue to facilitate timely reporting of incidents and identification of unusual transactions. In addition, there is an ongoing programme of work to maintain fraud risk awareness and control.

Technology Risk

The Company has a dedicated Risk and Control function in the first line with responsibility for Technology Risk. Areas of focus include the top risks of IT Disruption, IT Resilience and Service Management, this includes network stability; access management; data backups; patching; user awareness training; monitoring and reporting of IT Incidents. It also delivers testing and mitigation activities to identify any potential vulnerabilities or improvements in the infrastructure platforms and business applications. The Company has an ongoing programme of work that continually invests in improving controls to manage technology risk.

Business and Risk Management Policies (continued)

Technology Risk (continued)

The Technology team in the Operational Risk Management Department is responsible for second line oversight and challenge, this covers the creation and management of the SII, approving the RCSAs and monitoring the recording of Events against the ORM Framework. The team are also part of the Crisis Incident Response team, providing risk subject matter expert ('SME') expertise. Technology risk management information ('MI') is presented to the EORCC and any material matters are escalated to the ERMC.

Cyber Risk

The Technology Cyber team within the first line has responsibility for the protection of the Company's environment against external threat and security of the Company's data. Areas of focus include threats related to: network security; malware and firewall threats; access management; security patching; user awareness training; monitoring and reporting service and security events. It also delivers testing and mitigation activities to identify any potential security vulnerabilities in the infrastructure platforms and business applications. The Company has an ongoing programme of work that continually invests in improving controls to manage the cyber threat/risk.

The Cyber Risk team in the Operational Risk Management Department is responsible for second line oversight and challenge for Cyber. This includes participation in scenarios and desktop exercises to test the perimeter security. The team also monitor external events to understand threats to the MUFG infrastructure and then follow up on and challenge lessons learnt. The team are also part of the Cyber Crisis Incident Response team, providing risk SME expertise. MI is presented to the EORCC and any material matters are escalated to the ERMC.

Third Party Risk Management ('TPRM')

The Company has a control framework for Outsourcing Oversight and TPRM with the Operational Risk Management department providing second line oversight and challenge. The Company is enhancing this framework to meet enhanced internal and external requirements and will be implemented throughout 2023 thus giving enhanced control with ORM involved in working and project groups.

All critical outsourcing, cloud and third party contracts have been reviewed and an operating model for TPRM has been implemented, including an outsourcing register. The key components of the framework under enhancement include a risk appetite statement, roles and responsibilities for the execution of the underlying risk management activities across the lifecycle, and operationalising an Outsourcing Oversight Committee.

Strategic Risk

Strategic risk is the risk of loss that may arise from the pursuit of an unsuccessful business plan including insufficient diversification of revenue sources. Strategic risk is a necessary consequence of doing business and covers a number of financial risk types. Strategic risks are generally longer term risks whereas shorter term risks will usually be captured as part of business risk. The Company's primary approach to the management of strategic risk is through its business

planning processes which highlight the key dependencies of its strategy, which allows for the assessment of strategic risk at the point that the strategy is devised and agreed. The Company's programme of reverse stress testing is intended to focus on key strategic risks, identifying scenarios that could lead to their realisation as well as contingent actions that could be taken to address their emergence and mitigate the impact of the strategic risk being realised.

The Company's strategic risks also include potential impacts arising from the Company's relationship with its stakeholders and its relationship with MUFG. These risks include but are not limited to ongoing group support, maintenance of satisfactory relationships with key regulators, continued ability to meet core client demands, and the ability to attract and retain high quality staff.

Strategic risk incorporates business risk which is the sensitivity between expected revenues and expected costs. It is a measure of how easily the cost base can be managed in relation to lower than expected revenues. The risk of doing business is categorised as the volatility of the business planning forecast compared to the realised revenue which is dependent on the market environment.

Compliance Risk

Compliance risk, including Financial Crime, is the risk of financial, reputational or other damage to the Company through failing to comply with regulations, rules, guidelines, codes of conduct professional ethics governance and other standards.

The Company maintains a governance structure designed to ensure appropriate management, oversight and second-line assurance of significant risks and associated mitigants, including, in respect of Compliance risk, a Compliance function with sufficient authority, stature, independence, resources and access to the Board. Accountability for compliance rests with functional units across the Company which own their respective compliance risks. The Compliance function is accountable for several controls and mitigants, including monitoring, testing, advising on regulatory change and compliance matters, and escalation of issues arising. The Company's compliance programme and internal control infrastructures evolve in response to changes in regulation, best practice and the Company's risk profile, including from strategic initiatives and new products.

Conduct Risk

Conduct risk is the risk that the actions of the company have a negative impact on customers, competition in the marketplace or market integrity and reputation. This risk can crystallise for many reasons, including compliance failures, conflicts of interest, poor culture and individual behaviour. It may negatively impact the company's reputation leading to loss of business, and/or regulatory or criminal sanctions. Accountability for conduct rests with functional units across the Company which own their respective conduct risks.

The Company has implemented a Conduct Risk management framework which identifies and manages Conduct Risk including through:

- Compliance policies and front office desk procedures
- A risk assessment framework covering conduct risk identification and mitigation, informing the compliance programme
- Measures of Board risk appetite for Conduct risk in the context of the Company's strategic objectives and business plan
- A formal compliance monitoring programme which includes assessing the effectiveness of key controls mitigating potential conduct risk exposure
- Production and analysis of Conduct risk management information
- Company-wide Conduct risk training and awareness programme.

Legal Risk

Legal risk is the risk of financial loss or reputational damage to the firm arising from failure to identify, understand or adequately manage the firm's legislative and regulatory obligations; contractual rights and obligations; non-contractual obligations (such as duties of care); non-contractual rights (such as intellectual property); and legal disputes.

The Company manages legal risk by compliance with all applicable laws and regulations and promoting honesty and integrity by all staff. It seeks to promote prudent business growth and profitability through the rigorous control of legal and regulatory risks in support of the wider objectives of the Company. The Company has an established permanent Legal function that is independent of business activities and has sufficient resources to carry out its role including:

- Identification of the main legal and regulatory risk issues affecting the business, recommending how these will be managed and, where appropriate, elevating residual risks to the relevant front office department, risk management department or the Board and its sub-committees
- Identifying and advising on legal and regulatory change and its impact on the business and assisting with scoping and implementation of mitigating systems, controls and infrastructure
- Managing legal and regulatory risk through due diligence, review of contracts and transactions including establishing legal enforceability of collateral arrangements for MUS(EMEA) to liquidate or take possession of collateral in a timely manner in the event of the default, insolvency, bankruptcy or other credit event of obligors, negotiation of transaction documentation and the management of all legal and regulatory actions.

Reputational Risk

The risk of damage to the corporate value that arises from the negative reputation that the business activities of the Company deviate substantially from the expectations and trust of customers, shareholders, investors, society and other wide-ranging stakeholders and any similar risk. The Company's business is dependent on its reputation and it will impact its performance should it deteriorate. The Company has a Reputational Risk Management policy and controls to mitigate the impact and reduce the likelihood of reputational incidents. The policy includes escalation to the EMEA Reputational Risk Management Committee which oversees the reputational risk profile of the company on behalf of the ERM.

Such incidents can occur in any type of risk from market through to operational, or from external risks over which the Company has no direct control. The Reputational Risk Management Policy sets out how the risk of reputational events is managed.

IBOR transition

Following the announcement by the UK's FCA in July 2017, LIBOR has been phased out by 1st January 2022, with the exception of USD Libor and Canadian CDOR whose cease date is scheduled for 30th June 2023, and 30th June 2024 respectively. MUFG had set up internal working groups to assess impacts and actively manage the LIBOR transition while mitigating associated risks. New pricing and risk models for most currencies have largely been implemented, with the remaining challenges arising from the valuation and risk modelling of Canadian overnight rates and forward looking term rates, as well as the USD transition.

Status of Regulatory Capital Resources

The Company's regulatory capital resources are assessed under the Capital Requirements Regulation and the Capital Requirements Directive IV ('CRDIV'). The Company's capital consists of Tier 1 – share capital, retained earnings and Additional Tier 1 instruments, and Tier 2 – subordinated debt which is fixed term and denominated in Japanese Yen.

The Company manages its risk profile and its capital resources with the objective of maintaining a capital ratio in excess of the Capital Resources Requirement for its risk profile at all times. The management of the Company's capital is carried out under the principle that it should not unexpectedly need to raise new capital or significantly reduce its risk taking in order to meet its capital management objectives.

The Company has fulfilled its capital requirements at all times during the year.

Business and Risk Management Policies (continued)

Status of Regulatory Capital Resources (continued)

The Company's capital resources, Pillar 1 capital requirements and capital ratios for 2022 and 2021 are shown in the table below:

As at 31 December	2022 £'m	2021 £'m
Common Equity Tier 1 Capital after Deductions	1,430	1,484
Additional Tier 1 Capital after Deductions	464	464
Tier 2 Capital after Deductions	277	282
Total Capital Resources	2,171	2,230

As at 31 December	2022 £'m	2021 £'m
Credit Risk (including Concentration Risk)	445	373
Market Risk	269	317
Operational Risk	55	63
Total Capital Requirements	769	753

As at 31 December	2022 %	2021 %
Common Equity Tier 1 Ratio (Common Equity Tier 1 / Risk Weighted Assets)	14.9	15.8
Tier 1 Ratio (Tier 1 / Risk Weighted Assets)	19.7	20.7
Total Capital Ratio (Total Capital / Risk Weighted Assets)	22.6	23.7

Independent auditor's report to the members of MUFG Securities EMEA plc

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of MUFG Securities EMEA plc (the 'company'):

- give a true and fair view of the state of the company's affairs as at 31 December 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom adopted international accounting standards and International Financial Reporting Standards (IFRSs) as issued by the International Accounting Standards Board (IASB); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the company income statement;
- the company statement of comprehensive income;
- the company statement of financial position;
- the company statement of changes in equity;
- the company cash flow statement;
- the related notes 1 to 35.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom adopted international accounting standards and IFRSs as issued by the IASB.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Our evaluation of the directors' assessment of the company's ability to continue to adopt the going concern basis of accounting included our assessment of the company's:

- profitability and forecast profitability over the lookout period;
- financing arrangements, including the nature of facilities, repayment terms and covenants;

- business model and medium-term risks;
- assumptions used in the forecasts and historical accuracy of forecasts prepared by management;
- amount of headroom in the capital and liquidity forecasts; and
- capital and liquidity stress testing.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Independent auditor's report to the members of MUFG Securities EMEA plc (continued)

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

We considered the nature of the company's industry and its control environment, and reviewed the company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management, including the Head of Compliance, Co-Heads of Legal, Chief Risk Office, Chief Executive Office, Chief Financial Officer, Head of Internal Audit and members of the Audit Committee about their own identification and assessment of the risks of irregularities, including those that are specific to the company's business sector.

We obtained an understanding of the legal and regulatory frameworks that the company operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These include the UK Companies Act 2006 and tax legislation; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the company's ability to operate or to avoid a material penalty. These included the company's operating licence and regulatory requirements.

We discussed among the audit engagement team, including relevant internal specialists such as tax, valuations, pensions and IT specialists, regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management, Internal Audit, the Head of Compliance and in-house Legal Counsel concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance, reviewing internal audit reports and reviewing correspondence with HMRC, the PRA and the FCA.

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the strategic report or the directors' report.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

We have nothing to report in respect of these matters.

Opinion on other matter prescribed by the Capital Requirements (Country-by-Country Reporting) Regulations 2013

In our opinion the information given in Note 35 for the financial year ended 31 December 2022 has been properly prepared, in all material respects, in accordance with the Capital Requirements (Country-by-Country Reporting) Regulations 2013.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Kulbir Grewal FCA (Senior statutory auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
London, United Kingdom
10 March 2023

Financial Statements

Company income statement

For the year ended 31 December	Notes	2022 £'000	2021 £'000
Interest income	3	86,408	18,554
Interest expense	4	(39,749)	(26,363)
Net interest income		46,659	(7,809)
Fees and commissions income		65,756	70,940
Fees and commissions expense		(12,975)	(16,672)
Net fees and commissions income		52,781	54,268
Trading income before impairments		311,792	266,176
Credit recovery / (loss) from trading activities	2	5,292	(133,435)
Trading income		317,084	132,741
Net investment income		2,887	2,423
Other income		4,877	5,222
Total operating income		424,288	186,845
Administrative expenses	5	(296,504)	(267,210)
Amortisation of intangible assets	15	(29,211)	(26,938)
Depreciation of property, plant and equipment	16	(2,513)	(2,667)
Depreciation of right-of-use assets	17	(5,127)	(4,448)
Total operating expenses		(333,355)	(301,263)
Share of profit in subsidiary	18	2,879	9,092
Profit / (loss) on ordinary activities before taxation		93,812	(105,326)
Taxation	9	(30,859)	26,871
Profit / (loss) attributable to owners of the company		62,953	(78,455)

The above results are derived from continuing operations of the business.

Company statement of comprehensive income

For the year ended 31 December	2022 £'000	2021 £'000
Profit / (loss) after tax	62,953	(78,455)
Other comprehensive income / (loss) from continuing operations:		
Revaluation of securities at fair value through other comprehensive income (FVTOCI)		
Net (losses) / gains from changes in fair value	(9,183)	(2,996)
Net gains / (losses) transferred to net profit	5,243	(471)
Taxation	1,090	936
Cash flow hedging reserve		
Net (losses) from changes in fair value	(165)	(79)
Net (losses) / gains transferred to net profit	-	-
Taxation	44	21
Net investment hedge reserve		
Change in value of the hedged item due to changes in spot rate	9,560	(11,185)
Change in value of the hedging instrument due to changes in spot rate	(9,560)	11,185
Taxation	-	-
Total comprehensive income / (loss) that may be recycled to profit or loss	59,982	(81,044)
Other comprehensive income / (loss) not recycled to profit or loss		
Actuarial (losses) in retirement benefit schemes	(1,083)	(17,595)
Taxation	1,335	3,542
Total other comprehensive income / (loss)	252	(14,053)
Total comprehensive income / (loss) for the year attributable to owners of the company	60,234	(95,097)

Financial Statements (continued)

Company statement of financial position

As at 31 December	Notes	2022 £'000	2021 £'000
ASSETS			
Cash and balances at central banks		3,963,059	4,751,111
Securities at FVTOCI	11	1,398,698	1,015,018
Trading portfolio financial assets	12	6,226,647	7,982,249
Derivative financial instruments	13	20,373,350	13,905,220
Reverse repurchase agreements		27,642,508	27,783,468
Other financing at fair value	14	1,052,572	1,106,215
Cash collateral on securities borrowed		5,701,675	5,334,712
Cash collateral paid to derivative counterparties and brokers		4,578,340	3,870,554
Deferred tax asset	9	7,930	12,719
Intangible assets	15	120,201	91,215
Property, plant and equipment	16	10,400	11,092
Right-of-use assets	17	23,836	26,450
Investment in subsidiary	18	203,303	189,632
Other assets	19	219,303	260,984
Total assets		71,521,822	66,340,639
LIABILITIES			
Deposits by banks		1,230	1
Trading portfolio financial liabilities	20	6,970,357	8,329,850
Derivative financial instruments	13	22,049,476	13,821,821
Repurchase agreements		23,482,339	26,341,281
Cash collateral on securities lent		65,705	91,701
Cash collateral received from derivative counterparties and brokers		6,933,388	5,822,862
Financial liabilities designated at fair value	21	6,931,849	7,382,381
Financial liabilities at amortised cost	22	2,647,052	2,099,393
Other liabilities	23	211,119	269,394
Total liabilities		69,292,515	64,158,684
EQUITY			
Equity instruments	24	1,847,094	1,847,094
Other reserves		(2,690)	281
Retained earnings		384,903	334,580
Total equity		2,229,307	2,181,955
Total liabilities and equity		71,521,822	66,340,639

Company Number: 1698498

The financial statements on pages 42 to 86 and the unaudited business and risk management policies on pages 27 to 38, were approved by the Board of Directors and authorised for issue on 10 March 2023 and signed on its behalf by:

Signed on behalf of the Board



Tony Syson
Chief Financial Officer
10 March 2023

Company statement of changes in equity

	Equity instruments £'000	Securities held at FVTOCI £'000	Cash flow hedging reserve £'000	Cumulative translation adjustment £'000	Retained earnings £'000	Total equity £'000
2021						
As at 1 January 2021	1,747,094	2,635	235	-	438,098	2,188,062
Profit after tax	-	-	-	-	(78,455)	(78,455)
Issue of equity instruments	100,000	-	-	-	-	100,000
AT1 coupon	-	-	-	-	(11,010)	(11,010)
Securities held at FVTOCI	-	(2,531)	-	-	-	(2,531)
Cash flow hedges	-	-	(58)	-	-	(58)
Revaluation on equity method investment	-	-	-	(11,185)	-	(11,185)
Transfer of NIH instruments*	-	-	-	11,185	-	11,185
Actuarial gain	-	-	-	-	(14,053)	(14,053)
As at 31 December 2021	1,847,094	104	177	-	334,580	2,181,955
2022						
As at 1 January 2022	1,847,094	104	177	-	334,580	2,181,955
Profit after tax	-	-	-	-	62,953	62,953
Issue of equity instruments	-	-	-	-	-	-
AT1 coupon	-	-	-	-	(12,882)	(12,882)
Securities held at FVTOCI	-	(2,850)	-	-	-	(2,850)
Cash flow hedges	-	-	(121)	-	-	(121)
Revaluation on equity method investment	-	-	-	9,560	-	9,560
Transfer of NIH instruments*	-	-	-	(9,560)	-	(9,560)
Actuarial gain	-	-	-	-	252	252
As at 31 December 2022	1,847,094	(2,746)	56	-	384,903	2,229,307

* Net Investment Hedge

Financial Statements (continued)

Company cash flow statement

For the year ended 31 December	Note	2022 £'000	*2021 £'000
Reconciliation of profit before tax to net cash flows from operating activities			
Profit / (loss) before tax		93,813	(105,326)
Adjustment for non-cash items:			
Depreciation and impairment of property, plant and equipment		2,513	2,668
Amortisation and impairment of intangible assets		29,211	26,937
Depreciation of right of use asset		5,127	4,448
Net loss on disposal of property, plant and equipment and intangible assets		463	292
(Profit) on investment in subsidiary		(2,879)	(9,092)
Other (gains) / losses		(297,182)	(654,840)
Changes in operating assets and liabilities:			
Net decrease in trading portfolio financial assets and liabilities		396,108	6,532,248
Net decrease in derivative financial instruments		1,759,646	2,164,354
Net decrease in reverse repurchase agreements		140,960	95,454
Net (decrease) in repurchase agreements		(2,858,942)	(3,459,807)
Net decrease / (increase) in cash collateral for securities and derivatives		9,781	(5,159,225)
Net decrease / (increase) in other assets		97,752	(100,127)
Net (decrease) in other liabilities		(92,523)	(40,611)
Corporation tax received		12,271	-
Net cash used in operating activities		(703,881)	(702,627)
(Purchase) of property, plant and equipment		(1,821)	(3,448)
(Purchase) of intangible assets		(58,661)	(40,677)
(Purchase) of right of use asset		-	(1,258)
(Purchase) of securities at FVTOCI		(1,562,708)	(1,672,184)
Proceeds from sale or redemption of securities at FVTOCI		1,215,216	2,163,794
Net cash from investing activities		(407,974)	446,227
Proceeds from issue of equity instruments		-	100,000
Proceeds of financial liabilities at amortised cost		458,724	544,835
Proceeds from financial liabilities designated at fair value		2,057,509	8,263,928
Repayments of financial liabilities designated at fair value		(2,198,500)	(6,550,413)
Distributions paid to holders of AT1 capital		(12,882)	(11,010)
Lease payments		(6,332)	(5,149)
Net cash from financing activities	10	298,519	2,342,191
Net increase in cash and cash equivalents		(813,336)	2,085,791
Opening cash and cash equivalents		4,751,110	2,628,422
Net cash increase		(813,336)	2,085,791
Foreign exchange		24,055	36,897
Closing cash and cash equivalents	10	3,961,829	4,751,110
Cash and balances at central banks		3,963,059	4,751,111
Deposits by banks		(1,230)	(1)
Total cash and cash equivalents	10	3,961,829	4,751,110

* 2021 has been restated to reflect a reclassification. Previously the foreign exchange movement on cash and cash equivalents of £36,897k was included in "Other (gains)/losses". This should have been presented as a reconciling item between opening and closing cash and cash equivalents.

Notes on Financial Statements

1 Accounting policies

Basis of preparation of company accounts

The financial information includes the financial statements of the Company for the year ended 31 December 2022. The financial information has been prepared in accordance with United Kingdom adopted international accounting standards and International Financial Reporting Standards (IFRSs) as issued by the International Accounting Standards Board (IASB).

The financial statements have been prepared on a going concern basis due to expected future profitability and a strong capital and liquidity position. The Company's business activities, together with the factors likely to affect its future development, performance and position are set out in the Strategic Report on pages 2 to 12. The financial position of the Company, its liquidity position and borrowing facilities are described through the financial statements beginning on page 42. In addition, the Business and Risk Management Policies on pages 27 to 38 include the Company's objectives, policies and processes for managing its capital; its financial risk management objectives; and various forms of risk.

The Company has considerable financial resources in place. Additionally, the Company has contracts with a broad range of customers and financial institutions across different geographic areas. As a consequence, the Directors believe that the Company is well placed to manage its business risks successfully, despite the current uncertain global economic outlook. The Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis in preparing the annual financial statements; for details of additional factors considered by the board in reaching this conclusion refer to the strategic report on pages 2 to 12.

The Company has elected to make use of the parent company exemption within IFRS 10, exempting it from the requirement to prepare consolidated financial statements. The Company's parent, MUSHD, has been consulted and does not object to this approach. The consolidated financial statements of MUSHD include the results of the Company and its subsidiary. As such, the investment in subsidiary is included within these separate financial statements using the equity method of accounting as defined in IAS 28.

Use of estimates and judgements

The preparation of financial information requires the use of estimates and judgements about future conditions. The use of available information and the application of assumptions are inherent in the formation of estimates; actual results in the future may differ from estimates upon which financial information is prepared.

Critical accounting policies where management estimates are applied are:

- the valuation of Level 3 financial instruments, where there is no active market for a financial instrument and valuation techniques are used that depend on unobservable parameters (refer to Note 27),

- discretionary compensation accruals following the change of the performance review cycle as well as related vesting and payment dates (refer to Note 5),
- metrics which support the actuarial valuation of the defined benefit pension scheme (refer to Note 8).

See below for further comments on fair value measurement of financial assets and liabilities.

The critical accounting policies where management judgement is applied is timing of recognition of day 1 PL (refer to Note 27).

The recognition of a deferred tax asset relies on an assessment of the probability and sufficiency of future taxable profits, future reversals of existing taxable temporary differences and ongoing tax planning strategies. The most significant judgements relate to expected future profitability.

Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contract, and are initially measured at fair value. Regular way purchases and sales of financial instruments are recognised using settlement date accounting.

Financial assets

Financial assets are classified as financial assets at amortised cost, financial assets at fair value through Other Comprehensive Income ('FVTOCI') or financial assets mandatory at fair value through profit and loss ('FVTPL'). The classification of financial assets is determined by a 2 step process: analysis of the business model under which the asset is held; and, where required, analysis of the contractual terms of the financial asset.

Financial assets held at amortised cost

Financial assets may be measured at amortised cost where they are:

- Held in a business model under which the Company intends to hold the asset in order to collect payments of principal and interest, and
- The contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Where assets are held at amortised cost, the carrying value is calculated using the effective interest rate method, less any impairment.

Financial assets at amortised cost include: cash and balances at central banks; cash collateral paid to derivative counterparties and brokers; and other assets.

Financial assets held at FVTOCI

Financial assets are measured at fair value through other comprehensive income ('FVTOCI') where they are:

- Held in a business model under which the Company may either sell the asset or hold it in order to collect contractual cash flows, and

Notes on Financial Statements (continued)

Financial assets held at FVTOCI (continued)

- The contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Interest income is recognised in the income statement using the effective interest method. Foreign exchange gains or losses on assets held at FVTOCI are recognised in net trading income. Fair value changes attributable to hedged risks on instruments designated in fair value hedge accounting relationships are recognised in net trading income. Other fair value changes are recognised directly in shareholder's equity within the Securities held at FVTOCI reserve until the investment is sold or impaired, at which time the balance in equity is recycled to the income statement within net investment income.

This category is used for certain high credit quality debt securities purchased by the Company to satisfy regulatory liquidity obligations, and as such, are available to be sold at short notice to meet the cash demands of the business.

Financial assets held mandatory at FVTPL

Financial assets are mandatory measured at fair value through profit or loss where they do not meet the criteria to be carried under a different classification.

Such financial assets are recognised initially at fair value, with transaction costs taken to the income statement, and are subsequently remeasured at fair value. All subsequent gains and losses from changes in the fair value of these assets and liabilities together with related interest income, interest expense and dividends, are recognised in the income statement within trading income as they arise.

The majority of the Company's financial assets are held within this category, including trading portfolio financial assets, derivatives, reverse repurchase agreements, cash collateral on securities borrowed and other financing at fair value.

Option to designate a financial asset at FVTPL

The Company may irrevocably designate a financial asset as held at FVTPL upon initial recognition where doing so eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise from carrying financial assets or financial liabilities on different bases.

Option to carry certain equity investments at FVTOCI

The Company may make an irrevocable designation for certain investments in equity securities, that would otherwise be measured at FVTPL, to present changes in fair value through other comprehensive income. Where the Company chooses this election, dividends on those securities will be recorded through the PL as the Company becomes contractually entitled to receive them. Any other gains or losses on these securities, included those related to currency translation, are recorded in other comprehensive income and may not subsequently be reclassified to PL, but may be transferred between elements of shareholder's equity.

Identification and measurement of impairment

The recognition and measurement of impairment under IFRS 9 is based on an internal expected credit loss ('ECL') model. The Company recognises expected credit losses for financial assets carried at amortised cost and FVTOCI. Expected credit losses are estimated on a forward-looking basis as a function of the probability of default, loss given default, and the Company's exposure at default; and represent the difference between all contractual cash flows that are due under the contract and all the cash flows that the Company expects to receive, discounted at the original effective interest rate of the instrument.

The ECL model applied classifies these financial assets in the following stages:

- Stage 1: Performing assets – 12-month ECL
ECL Financial instruments that have not experienced significant increase in credit risk since initial recognition. A provision is determined based on probability of default event occurring within the next 12 months ('12-month ECL'). The Company calculates 12 month expected losses for the majority of assets held due to the high credit quality of instruments within the amortised cost and FVTOCI categories.
- Stage 2: Under-performing assets – Lifetime ECL
Financial instruments where a significant increase in credit risk has been identified but are not in default. Provision is determined based on probability of default event over the expected life of the financial instrument ('Lifetime ECL'). A financial asset moves from Stage 1 to Stage 2 when there is a significant increase in credit risk (SICR) since initial recognition, which is assessed by analysis of published credit ratings and other factors where appropriate. The Company assumes that there has been no significant increase in credit risk where the asset is determined to be of low credit risk at the reporting date. An asset has low credit risk where it has been assigned an external rating within the investment grade range.
- Stage 3: Non-performing assets – Lifetime ECL
Financial instruments are classified as Stage 3 where a default has been identified. The definition of default is aligned with the EBA definition within the context of risk management. Stage 3 provisions are determined based on a Lifetime ECL using a Discounted Cash Flow (DCF) method. The company does not currently calculate lifetime ECL for any assets.

The Company calculates 12 month expected losses for the majority of assets held due to the high credit quality of instruments within the amortised cost and FVTOCI categories. 12 month expected credit losses represent that portion of lifetime expected credit losses which result from default events on the asset that are possible within 12 months of the reporting date. The ECL for the current and prior year is not material.

Financial liabilities

Financial liabilities are held at amortised cost except where they meet the conditions listed below to be carried at FVTPL. Where liabilities are held at amortised cost, the carrying value is calculated using the effective interest rate method.

Trading liabilities

Repurchase agreements, derivatives, short positions in debt (bonds, pass through notes and asset backed securities) and equity securities, or positions which are part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent actual pattern of short-term profit taking, are classified as held for trading. Such financial liabilities are recognised initially at fair value, with transaction costs taken to the income statement, and are subsequently remeasured at fair value. All subsequent gains and losses from changes in the fair value of these liabilities together with related interest income, interest expense and dividends, are recognised in the income statement within trading income as they arise.

Financial liabilities designated at FVTPL

Financial liabilities, other than those held for trading, are classified in this category if they meet one or more of the criteria set out below, and are so designated by management upon initial recognition. The Company may designate financial liabilities at fair value when doing so results in more relevant information due to the following:

- It eliminates or significantly reduces valuation or recognition inconsistencies that would otherwise arise from measuring financial assets or financial liabilities, or recognising gains and losses on them, on different bases. Under this criterion, the main class of financial instruments designated by the Company includes medium term note issues and money market loans and deposits. The return on certain instruments has been matched with derivatives. An accounting mismatch would arise if the debt securities and money market transactions were accounted for at amortised cost, because the related derivatives are measured at fair value with movements in the fair value taken through the income statement. By designating these assets and liabilities at fair value, the movement in their fair value will also be recorded in the income statement.
- Groups of financial assets, financial liabilities or combinations thereof are managed and their performance evaluated, on a fair value basis in accordance with a documented risk management or investment strategy, and information about groups of financial instruments is reported to management on that basis.
- Certain financial instruments contain one or more embedded derivatives that significantly modify the cash flows resulting from those financial instruments.

Where financial liabilities have been designated at FVTPL, movements in their value due to changes in the Company's own credit risk are required to be recorded through other comprehensive income. As the Company does not have significant debt issuances to external investors, it measures changes in the value of issued debt due to movements in own credit by assessing movements in the credit spread charged by investors when they purchase newly issued debt from the treasury function of the immediate parent. The Company sources funds through this treasury function, and carries a credit rating consistent with its immediate parent. Due to the stability of funding costs achieved by the immediate parent, these changes in value were not material during the period. The

Company trades structured notes, reported within financial liabilities designated at fair value, which include embedded derivatives and has elected to designate these at FVTPL.

All other subsequent gains and losses from changes in the fair value of these liabilities, together with related interest expense are recognised within trading, in the income statement.

Issued debt – financial liability vs equity classification

Issued financial instruments or their components are classified as equity when there is no contractual obligation to transfer cash, other financial assets or issue a variable number of the Company's own equity instruments to the holder of the instrument. The proceeds of the issue are recorded directly in equity, and held at historical cost. Incremental costs directly attributable to the issue of equity instruments are shown in equity as a deduction from the proceeds, net of tax. Dividends and other returns to equity holders are recognised as a deduction from distributable reserves within equity when paid or declared by the Company.

Issued financial instruments or their components are classified as liabilities if the underlying contract results in a present obligation for the Company to either deliver cash, another financial asset, or a variable number of the Company's own equity shares to the holder of the instrument. Financial liabilities are measured at amortised cost, except for trading liabilities and liabilities designated at fair value, which are held at FVTPL.

Where issued financial instruments contain both liability and equity components, these are accounted for separately. The fair value of the debt is estimated first and the remainder of the proceeds are included within equity. No such compound instruments existed at year-end or throughout the year.

Embedded derivatives

Derivatives may be embedded in other contractual arrangements. Embedded derivatives are treated as separate derivatives when their economic characteristics and risks are not clearly and closely related to those of the host; the terms of the embedded derivatives would meet the definition of a stand-alone derivative if they were contained in a separate contract; and the combined contract is a financial liability not held for trading or designated at fair value. These embedded derivatives are measured at fair value with changes in fair value recognised in the income statement.

The Company has embedded derivatives within its issued structured notes portfolio. Those notes are carried at FVTPL under the fair value option.

Repurchase and resale agreements

Securities which have been sold subject to an agreement to repurchase remain on the balance sheet and a liability based on the net present value of the associated future cash out flows is recorded within liabilities. Securities acquired in purchase and resale transactions are not recognised on the balance sheet and an asset based on the net present value of the associated future cash receipts is recorded within assets.

Notes on Financial Statements (continued)

Repurchase and resale agreements (continued)

Sale and repurchase and reverse repurchase agreements are managed together as a portfolio on a fair value basis and are accounted for at FVTPL. As such, the balances recorded in assets and liabilities are subsequently remeasured at fair value. Gains and losses from changes in the fair value of the associated cash flows are recognised in the income statement as they arise. Assets and liabilities are offset and the net amount reported on the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis.

Derivatives

Where contracts meet the definition of a derivative within IFRS 9, they are recognised initially, and are subsequently remeasured, at fair value. All changes in fair value, except for certain gains and losses related to cash flow hedges and net investment hedges, are recognised in the income statement within trading income as they arise. Fair values are obtained from quoted market prices in active markets, or using valuation techniques where an active market does not exist. Valuation techniques include discounted cash flow models, recent market transactions and option pricing models as appropriate. All derivatives are classified as assets when their fair value is positive or as liabilities when their fair value is negative. Derivatives are recognised by applying trade date accounting.

Financial assets and liabilities are offset and the net amount reported on the balance sheet if, and only if, the entity currently has a legally enforceable right of offset and there is an intention to settle on a net basis, or to realise an asset and settle the liability simultaneously. In many cases, even though master netting agreements are in place, the related assets and liabilities are presented gross on the balance sheet as these requirements are not met.

The value of derivative contracts has been adjusted to include the impact of counterparty credit risk ('CVA') and the cost and benefit of funding ('FVA'). The impact of changes in the Company's own credit risk ('DVA') is materially included within the application of FVA. The Company is the beneficiary of an intercompany guarantee from MUFG Bank which provides the Company with protection against default over a portfolio of corporate derivatives. This guarantee does not meet the definition in IFRS 9 of a financial guarantee, and as such is accounted for as a credit derivative.

Collateral

Cash collateral pledged by the Company, which is included within cash collateral paid to derivative counterparties and brokers balances, is classified within financial assets at amortised cost. Cash collateral pledged by counterparties, which is included within the cash collateral received from derivative counterparties and brokers balance, is classified as a financial liability measured at amortised cost. These balances are initially measured at fair value and subsequently measured at amortised cost.

Where securities are posted to counterparties as collateral against liabilities of the Company the security will be retained on the Company's balance sheet and will not impact the recorded liability. Collateral received in the form of securities is not recorded on the balance sheet.

Derecognition of financial assets and liabilities

Financial assets are derecognised when the rights to receive cash flows from the assets have expired; or when the Company has transferred both its contractual right to receive the cash flows of the financial assets, and substantially all the risks and rewards of ownership; or where control is not retained. Financial liabilities are derecognised when they are extinguished, that is when the obligation is discharged, cancelled or expired.

Hedge accounting

At the inception of a hedging relationship, the Company documents the relationship between the hedging instruments and the hedged items, its risk management objective, its strategy for undertaking the hedge, and how it will assess hedge effectiveness.

The Company also requires a documented assessment, both at hedge inception and on an ongoing basis, of whether or not the hedging relationships continue to meet hedge effectiveness requirements. Following the adoption of IFRS 9 hedge accounting, the Company assesses the following hedge effectiveness requirements using a combination of qualitative and, where applicable, quantitative methods:

- An economic relationship exists between the hedged item and the hedging instrument;
- Credit risk does not dominate the changes in value of either the hedged item or the hedging instrument; and
- The hedge ratio is consistent with the Company's risk management policy.

Hedges are designated by the Company as one of: hedges of the change in fair value of recognised assets or liabilities ('fair value hedges'); hedges of the variability of cash flows attributable to a recognised asset or liability or a forecast transaction ('cash flow hedges'); or hedges of a net investment in a foreign operation.

Hedges directly affected by the interest rate benchmark reform

The Company adopted the IASB's Phase 1 Amendments on 1 January 2020 and Phase 2 Amendments on 1 January 2021.

As a result of the Phase 1 Amendments:

- In assessing whether a hedge relationship is expected to be highly effective on a forward-looking basis, the Company has assumed that the USD LIBOR, GBP LIBOR or EONIA interest rates on which the cash flows of the interest rate swaps that hedge fixed rate securities and fixed rate debt are based are not altered by IBOR reform.
- The Company continues hedge accounting where the interest rate component may not be separately identifiable, until the uncertainty arising from IBOR reform with respect to the timing and the amount of the underlying cash flows that the Company is exposed to ends.
- Required disclosures are included in Note 13.

As a result of the Phase 2 Amendments:

- The Company amends designation of a hedging relationship to reflect changes that are required by the reform without discontinuing the hedge relationship.
- If the Company reasonably expects that an alternative benchmark rate will be separately identifiable within a period of 24 months, the Company may designate the rate as a non-contractually specified risk component even if it is not separately identifiable at the designation date. The 24-month period applies on a rate-by-rate basis.

Fair value hedges

Changes in the fair value of derivatives that are designated, and qualify, as fair value hedging instruments are recorded in the income statement, along with changes in the fair value of the hedged assets, liabilities or groups thereof that are attributable to the hedged risk. If a hedging relationship no longer meets the criteria for hedge accounting, taking into account any reliefs from usual criteria for changes to hedging relationships required by IBOR reform, the cumulative adjustment to the carrying amount of the hedged item is amortised to the income statement based on a recalculated effective interest rate over the residual period to maturity, unless the hedged item has been derecognised, in which case, it is released to the income statement immediately.

Cash flow hedges

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in shareholder's equity within the cash flow hedging reserve. Any gain or loss in fair value relating to an ineffective portion is recognised immediately in the income statement. Amounts accumulated in equity are recycled to the income statement in the periods in which the hedged item will affect profit or loss. When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time remains in equity until the hedged transaction is recognised in the income statement. When a hedged forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in equity is immediately transferred to the income statement.

Net investment hedges

The effective portion of changes in the fair value of derivatives that are designated and qualify as net investment hedges is recognised in shareholder's equity within the net investment hedge reserve. Any gain or loss in fair value relating to an ineffective portion is recognised immediately in the income statement. Amounts accumulated in equity are recycled to the income statement only when the subsidiary is de-recognised. When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time remains in equity until the subsidiary is de-recognised.

Fair value measurement of financial assets and liabilities

Fair value is the amount for which an asset could be sold, or a liability transferred, between knowledgeable, willing parties in an arm's length transaction on the measurement date.

When available, the Company measures the fair value of an instrument using quoted prices in an active market for that instrument. A market is regarded as active if quoted prices are readily and regularly available and represent actual and regularly occurring market transactions on an arm's length basis.

If the market for a financial instrument is not active, the Company establishes fair value using valuation techniques. Valuation techniques include using recent arm's length transactions between knowledgeable, willing parties (if available), reference to the current fair value of other instruments that are substantially the same, discounted cash flow analysis and option pricing models. The chosen valuation technique makes maximum use of market inputs, relies as little as possible on estimates specific to the Company, incorporates all factors that market participants would consider in setting a price, and is consistent with accepted economic methodologies for pricing financial instruments. Inputs to valuation techniques reasonably represent market expectations and measures of the risk-return factors inherent in the financial instrument. The Company calibrates valuation techniques and tests them for validity using prices from observable current market transactions in the same instrument or based on other available observable market data.

When unobservable market data has a significant impact on the valuation of financial instruments and the model valuations indicate initial profits or losses on the transaction, the entire initial gain or loss is not recognised immediately in the income statement. The initial gain or loss is measured as the difference in fair value indicated by the valuation model price and the transaction price. These gains or losses are deferred and recognised over the life of the transaction on a systematic basis, or when the inputs become observable, or the transaction matures or is closed out, or when the Company enters into an eligible offsetting or economic hedging transaction which provides a market data point to demonstrate observability of the unobservable input(s). Refer to Note 27 for further detail on the fair value of financial instruments.

Transactions in which the Company acts as an agent

Where the Company acts as an intermediary on behalf of another entity and does not have exposure to the significant risks and rewards associated with the activities performed, it is determined to be acting in an agency capacity. When examining relationships, MUS(EMEA) reviews which entity has primary responsibility for providing services to customers, has inventory risk, has latitude to establish prices, or bears credit risk of the transaction. In the absence of evidence or analysis to the contrary, MUS(EMEA) will follow the legal form of transactions and arrangements will be reported as principal relationships.

When the Company acts as an agent on behalf of another entity, neither the amounts collected from clients on behalf of the principal entity nor the amounts paid away to the principal entity are recorded as revenue. Rather, MUS(EMEA) records the net commissions received from the principal as revenue and such revenue is accrued as the service is provided. Similarly, unsettled amounts relating to agency trading will not be shown on the balance sheet.

Notes on Financial Statements (continued)

Fees and commissions

Fees and commissions income include fees received when the Company acts as an underwriter or agent and from the provision of advisory services. Fees and commissions income typically arise on contracts where there is a single performance obligation. Revenues are recognised when the performance obligations are satisfied in accordance with the contract. This may be at a particular point in time or over a period of time.

Fees and commissions expenses include transaction and service fees. Amounts are recognised as the related services are received.

Client money segregation

The Company holds money on behalf of some clients in accordance with the Client Money Rules of the Financial Conduct Authority. Such monies and the corresponding amounts due to clients are not held on the balance sheet as the clients retain beneficial ownership.

Net interest income

The interest balances presented within the income statement represent the returns and costs to the firm of holding regulatory buffer assets and long term investment positions. These positions are held and managed within the Treasury function. Interest income represents coupon income and amortisation of any premium or discount arising upon purchase of securities held at FVTOCI and certain reverse repurchase agreements held at Amortised Cost. Interest expense represents the cost of funding these positions and includes the cost of repurchase agreements held as liabilities at amortised cost, interest payable on subordinated debt, interest payable on senior unsecured debt which is carried at amortised cost and interest costs on other sources of funds that support these investments.

Any coupon receivable or payable on items which are part of the trading activities of the Company are included directly within Trading Income.

Other income

Other income includes revenues for providing administrative support services to other Group companies, which are recognised when the performance obligations are satisfied.

Foreign currencies

The financial statements are presented in pounds sterling which is the presentation and functional currency of the Company.

Monetary assets and liabilities denominated in foreign currencies and open forward foreign exchange contracts are translated into the functional currency using the exchange rate prevailing at the balance sheet date. Non-monetary assets and liabilities measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary items measured in terms of historical cost in a foreign currency are translated at the exchange rate at the date of the transaction.

Gains or losses on translation are generally included in the income statement. Gains or losses on translation are included in OCI for the following items:

- a financial liability designated as a hedge of the net investment in a foreign operation to the extent that the hedge is effective; and
- qualifying cash flow hedges to the extent that the hedges are effective.

The assets and liabilities of the Company recognised in foreign currencies are translated to the Company's functional currency at the exchange rates of the reporting date. The income and expenses of the Company are translated to the Company's functional currency at the exchange rates at the dates of the transactions.

Property, plant and equipment and intangible assets

Property, plant and equipment and intangible assets are measured at cost less accumulated depreciation and any accumulated impairment losses.

Expenditure to bring purchased software into operational use and internally developed software are recognised as intangible assets when the Company considers that the software will be used in a manner that will generate future economic benefits and can reliably measure the costs of development.

All fixed assets are reviewed for impairment on an annual basis. Assets are impaired where it is considered that the future economic benefit of the asset is lower than its carrying amount. Such impairment losses are included directly in the income statement.

Depreciation is provided to write off the cost less estimated residual value of tangible fixed assets and intangible software assets by equal instalments over their estimated useful lives as follows:

Office furniture and fittings	5 years
Office machinery and equipment	3–5 years
Intangible software	4–7 years

Leases

The Company classifies a contract as containing a lease if the contract conveys the right to control the use of an identified asset for the period of time in exchange for consideration.

As a lessee, the Company recognises a lease liability and a corresponding right-of-use asset for all arrangements containing a lease, with the exception of short term leases (with the term of 12 months or less) and leases of assets of low value.

Lease liability is initially measured at the present value of the remaining lease payments at the commencement date, discounted applying lessee' incremental borrowing rate when there is no interest rate implicit in the lease, and presented within Other Liabilities (refer to Note 17). The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The associated right-of-use asset is initially recognised at the amount equal to the lease liability, adjusted by any accrued or prepaid lease payments, an initial estimate of restoration costs and any initial direct costs incurred by the Company as a lessee and

presented as a separate line in the statement of financial position. Right-of-use asset is depreciated from the commencement date to the earlier of the useful life of the underlying asset or the end of the lease term. The Company applies the requirements of IAS 36 to determine whether the right-of-use asset has been impaired and to account for any identified impairment losses.

Investments in subsidiaries

The Company has elected to make use of the parent company exemption within IFRS 10, exempting it from the requirement to prepare consolidated financial statements. The Company's parent, MUSHD, has been consulted and does not object to this approach. The consolidated financial statements of MUSHD include the results of the Company and its subsidiary. As such, the investment in the subsidiary is included within these separate financial statements using the equity method of accounting as defined in IAS 28.

Under the equity method of accounting, the initial investment in the subsidiary is recorded at cost in the functional currency of the Company. The value of the investment will not be re-measured after the initial recording date, except for the following:

- The Company's share of the net profit / loss of the subsidiary at each reporting date – recording any net income / (expense) as a gain / (loss) in the PL and an increase / (decrease) in the value of the equity investment
- Any dividends or distributions received from the subsidiary will reduce the value of the investment on the balance sheet
- Movements in the value of the equity method investment due to changes in foreign currency exchange rates across periods will be recorded in Other Comprehensive Income.

Taxation

Taxation comprises current and deferred tax. Current tax and deferred tax are recognised in the income statement except to the extent that they relate to items recognised directly in equity.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of all temporary differences and tax losses that have originated but not reversed by the balance sheet date. Temporary differences are divergences between the Company's results for tax purposes and its results as stated in the financial statements that arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. Temporary differences and tax losses are taken into account if they have originated prior to the balance sheet date and are expected to reverse in one or more future periods.

Deferred tax is calculated at the tax rates that are expected to be applied to temporary differences or tax losses when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities against current tax assets, and they relate to taxes levied by the same

tax authority on the same taxable entity, or on different taxable entities which intend to settle current tax liabilities and assets on a net basis.

A deferred tax asset is recognised for unused tax losses and other deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax balances are not discounted.

Employee benefits

Staff are remunerated through both salary and annual performance based discretionary compensation awards. Performance based awards are calculated annually, and reflect the performance of both the individual and the Company during that annual period. Portions of performance based awards are paid by the Company on deferred terms. From 2011 onwards, a portion of these deferred awards for certain employees subject to the PRA's Remuneration Code is linked to the performance of the share price of MUFG. These awards are termed Notional Stock Units ('NSU's').

Where payments are made on a deferred basis and the cash value is fixed at the award date, the Company recognises the costs of the deferred awards during the period that the award is made, even though cash payments will not be made until future periods. The Company considers that this treatment most effectively represents the costs of employee compensation for the period.

Where payments are made on a deferred basis and the cash value is linked to the MUFG share price, the Company amortises the expected cost of the award across the entire deferral period, and records as an expense only that portion which is deemed to have accrued during the current period. The Company records post grant date changes in the value of the total award due to changes in the MUFG share price directly through expenses.

Pensions

The Company maintains both a defined contribution pension scheme and a defined benefit pension scheme (the defined benefit scheme is closed to new entrants and to future accruals).

For the defined contribution scheme, pension costs which represent the contributions payable to the scheme in respect of the accounting period are charged to the income statement.

For the defined benefit scheme, pension scheme assets are measured using market value or, in the case of the annuity asset, with reference to the scheme liabilities. Pension scheme liabilities are measured using a projected unit method and discounted at the current rate of return on high quality corporate bonds of equivalent term and currency to the liability. Any increase in the present value of the liabilities of the Company's defined benefit pension scheme expected to arise from employee service in the period is charged to Profit on ordinary activities before taxation. The expected return on the scheme's assets and the increase during the period in the present value of the scheme's liabilities arising from the passage of time are included in administrative expenses.

Notes on Financial Statements (continued)

Pensions (continued)

Actuarial gains and losses are recognised in the statement of total comprehensive income. Deficits in the scheme are recognised in the Company's balance sheet. Surpluses are only recognised to the extent that they are recoverable through reduced contributions in the future or through refunds from the scheme.

The Company recognises the effect of material changes to the terms of its defined benefit pension scheme which reduce future benefits as curtailments; gains and losses are recognised in the income statement when the curtailments occur.

The Company revalues its defined benefit scheme at 30 June and 31 December each year, in consultation with the scheme's actuary. The assumptions underlying the calculations are used to determine the expected income statement charge for the year going forward.

3 Interest income

Interest on non-trading assets

	2022 £'000	2021 £'000
Interest on non-trading assets	86,408	18,554
	86,408	18,554

Interest income includes coupons earned on Securities at FVTOCI and cash deposits, as well as interest on overnight deposits placed with the Bank of England of £50.9m (2021: £2.4m).

4 Interest expense

Interest on non-trading liabilities

Interest on MUSHD USD loan

Interest on senior unsecured loan

Interest on subordinated liabilities

	2022 £'000	2021 £'000
Interest on non-trading liabilities	(638)	(2)
Interest on MUSHD USD loan	20,207	17,657
Interest on senior unsecured loan	17,834	6,587
Interest on subordinated liabilities	2,346	2,121
	39,749	26,363

Interest on loans and liabilities refers to the intercompany debt issued to the Company's immediate parent, MUSHD (refer to Note 22).

Future Accounting Developments

There are no significant future accounting developments that are expected to have a material impact on the Company's financial reporting.

First time adoption of accounting standards

There are no issued but not yet effective accounting standards or amendments to existing standards that are likely to have a material impact on the Company's financial reporting.

2 Trading results

The operating results of the Company include trading gains of £317.1 million (2021: £132.7 million). The losses incurred in the prior year were driven by a specific US client event which also impacted a number of our peer institutions (refer to the Business and financial review on page 2).

5 Administrative expenses

	2022 £'000	2021 £'000
Wages and salaries	129,817	118,013
Retirement benefits	6,217	5,941
Social security costs	18,166	15,814
Personnel expenses	154,200	139,768
Auditor's remuneration (Note 6)	1,249	1,166
Other administrative expense	141,055	126,276
General and administrative expenses	142,304	127,442
Total administrative expenses	296,504	267,210

The average number of employees of the Company was 672 (2021: 664), split 174:501 (2021: 166:498) between front office and support staff, respectively.

Included within 'Wages and salaries' is a discretionary compensation accrual representing management's best estimate of the charge.

Research and development spend is referenced in the Directors Report on page 13.

6 Auditor's remuneration

The analysis of the auditor's remuneration is as follows:

	2022 £'000	2021 £'000
Fees payable to the Company's auditor for audit and other services		
Statutory audit fees	996	939
Audit related assurance services	192	169
Other non-audit services relating to corporate finance	42	39
Other non-audit services	-	-
	1,230	1,147
Fees payable to the Company's auditor in respect of associated pension schemes	19	19
Total auditor's remuneration	1,249	1,166
Statutory audit fees of the Company's subsidiary	213	134

Fees for audit of the Company's subsidiary are not incurred, nor expensed by the Company.

Notes on Financial Statements (continued)

7 Share based payment plans

Notional Stock Units

The Company awarded NSUs to a number of employees during the year. The NSUs are deferred over a period of 3, 5 or 7 years, depending on award date and the individuals role, and track the performance of MUFG shares (see accounting policies).

	2022		2021	
	No. Units '000	Value	No. Units '000	Value
No. of NSUs outstanding as at 1 January	5,485		5,027	
Granted during the year:				
No. of NSUs granted	2,558		2,523	
Value in £'000 equivalent at grant date		13,085		10,238
Less:				
No. of NSUs vested during the year	(2,324)		(2,065)	
No. of NSUs forfeited / cancelled (unvested)	(783)			
No. of NSUs as at 31 December	4,936		5,485	
Fair value of outstanding NSUs at 31 December £'000		27,304		11,020
Average share price at vesting / payment (JPY)		735		622

8 Retirement benefits

The Company provides a defined contribution pension scheme, the Group Personal Pension Plan ('GPPP'), for employees of the Company. The assets of the scheme are held separately from those of the Company in an independently administered fund. The cost for the period recognised in the income statement was £6.8m (2021: £6.7m).

The Company also provides a funded, final salary, defined benefit pension scheme which was closed to new entrants and future accrual in 2011. The assets of the scheme are held separately from those of the Company in a segregated fund administered by trustees. The scheme is deemed to be a registered pension scheme under the terms of Schedule 36 of the Finance Act 2004 with scheme funding target objectives set by this act. Pension valuations are undertaken by an independent qualified actuary with reporting guidelines set by the Technical Actuarial Standard with calculations consistent with the International Accounting Standard ('IAS19').

An update to the latest actuarial valuation was performed as at 31 December 2022 and the principal actuarial assumptions at the balance sheet date were as follows:

	2022 %	2021 %
Discount rate	5.00	2.00
RPI inflation assumption	3.35	3.50
CPI inflation assumption	2.75	2.80
LPI pension increase assumption	3.25	3.35

The discount rate assumption is based upon published corporate bond indices. The inflation assumptions reference Bank of England published yield curve data.

The underlying mortality assumption is based upon the standard table known as S3PXA_L on a year of birth usage with CMI_2021 future improvement factors with a long term annual rate of future improvement of 1.25% p.a. (2021: S3PXA_L on a year of birth usage with CMI_2020 future improvement factors with a long term annual rate of future improvement of 1.25% p.a.). This results in the following life expectancies:

- Male age 65 has a life expectancy of 23 years (previously also 23 years)
- Female age 65 has a life expectancy of 25 years (previously also 25 years)

The amounts recognised in the balance sheet as at the year end are as follows:

	2022 £'000	2021 £'000
Present value of funded obligations	(108,905)	(190,027)
Fair value of plan assets	128,861	210,654
Recognisable surplus in the scheme	19,956	20,627
Related deferred tax (liability)	(5,588)	(6,574)
Net pension asset	14,368	14,053

The net of interest costs and return on plan assets recognised in the income statement within administrative expenses total £412k credit (2021: £490k credit). The projected income for the calendar year 2023 is £1,061k credit within administrative expenses.

All scheme costs are met directly by the Company and are therefore excluded from these disclosures.

Notes on Financial Statements (continued)

8 Retirement benefits (continued)

Changes to the present value of the scheme liabilities for the year end are as follows:

	2022 £'000	2021 £'000
Present value of unfunded obligation at opening	190,027	216,917
Interest cost	3,715	2,775
Past service cost	-	-
Actuarial remeasurement	(76,242)	(22,713)
Benefits paid	(8,595)	(6,952)
Curtailments / settlements	-	-
Present value of obligation at closing	108,905	190,027

Changes in the fair value of the scheme assets for the year end are as follows:

	2022 £'000	2021 £'000
Fair value of plan assets at opening	210,654	254,649
Expected return on plan assets	4,127	3,265
Actuarial remeasurement	(77,325)	(40,308)
Benefits paid by fund	(8,595)	(6,952)
Contributions paid by the Company	-	-
Fair value of scheme assets at closing	128,861	210,654

The expected contribution to be paid by the Company for the forthcoming year (year ending 31 December 2022) is Nil.

The market value of total scheme assets for the year end are as follows:

	2022 £'000	2021 £'000
Insurance Policy	109,822	188,838
Cash and other	19,039	21,816
Total	128,861	210,654

The assets of the scheme are held separately from those of the Company in funds under the control of the Trustees of the scheme.

The insurance policy was purchased from a single counterparty.

The amounts recognised in Other Comprehensive Income for the year end are as follows:

	2022 £'000	2021 £'000
Actual return less expected return on scheme assets	(77,325)	(40,308)
Experienced gains and losses arising on scheme liabilities	(6,503)	(520)
Changes in assumptions underlying the present value of scheme liabilities	82,745	23,233
Actuarial (loss) / gain recognised in OCI	(1,083)	(17,595)

Movement in recognisable surplus during the year are as follows:

	2022 £'000	2021 £'000
Surplus at start of year	20,627	37,732
Income recognised in income statement	412	490
Recognised actuarial gain	(1,083)	(17,595)
Surplus at end of year	19,956	20,627

Analysis of present value of scheme liabilities:

	2022 %	2021 %
Deferred members	55	66
Current pensioners	45	34
Total	100	100

The below table shows the impact on the present value placed on the scheme's liabilities of the stated changes to the actuarial assumptions (refer page 57). These sensitivities have been determined by a full recalculation of the present value using the different assumptions and are therefore fully accurate (2021: same approach).

	2022 %	2021 %
Discount rate +/- 0.5%	-8 / +8	-10 / +11
RPI and CPI +/- 0.5%	+1 / -1	+2 / -2
Life expectancy +/- 1 year	+3 / -3	+5 / -5
Pension increase (in payment and deferment) +/- 0.5%	+1 / -1	+2 / -2

The weighted average duration of the scheme liabilities is approximately 17.0 years (2021: 22 years).

Notes on Financial Statements (continued)

9 Applicable taxes

	2022 £'000	2021 £'000
UK corporation tax		
Current year	(8,672)	33,064
Adjustments in respect of prior years	-	(801)
	(8,672)	32,263
Foreign tax		
Current year	(14,929)	(10,310)
Total current tax	(23,601)	21,953
Deferred tax		
Origination and reversal of timing differences	(6,541)	4,150
Effect of increase in rate used to recognise deferred tax assets	(1,512)	2,211
Adjustments in respect of prior years	795	(1,443)
Total deferred tax	(7,258)	4,918
Total tax expense	(30,859)	26,871

Corporation tax is calculated at 27% (2021: 27%) of the estimated taxable profit for the year, which includes the 8% surcharge applicable to banks and banking groups. With effect 1st April 2023 the UK corporation tax rate increases from 19% to 25% while the surcharge reduces from 8% to 3%. The deferred tax recognised in the current year has taken these changes into account.

The charge for the year can be reconciled to the profit in the income statement as follows:

	2022 £'000	2021 £'000
Profit on ordinary activities before taxation	93,812	(105,326)
Tax at the UK corporation tax rate of 27% (2021: 27%)	(25,330)	28,438
Tax effect of expenses that are not deductible in determining taxable profits	(13)	(169)
Foreign tax suffered	(10,898)	(7,526)
Deferred tax prior year adjustment	795	(1,443)
Effect of reduction in rate used to recognise deferred tax assets	(1,512)	2,211
Relief of current year tax loss not at current year statutory rate	-	474
Revaluation of deferred tax assets	12	259
Current tax prior year adjustment	-	(801)
Share of group bank surcharge allowance	1,832	-
Tax impact of profit / (loss) in subsidiary	777	2,455
AT1 coupon	3,478	2,973
Tax expense for the year	(30,859)	26,871

In addition to the amount charged to the income statement, the following amounts related to tax have been recognised in Equity:

	2022 £'000	2021 £'000
Deferred tax		
Items that will not be reclassified subsequently to profit and loss		
Remeasurement of net defined benefit liability	1,335	3,542
Items that may be reclassified subsequently to profit or loss		
Securities held at FVTOCI (gains) / losses in period	1,090	936
Cash flow hedges (gains) / losses in period	44	21
Total income tax recognised in other comprehensive income	2,469	4,499

Deferred tax assets

The following are the deferred tax assets and liabilities recognised by the Company and movements thereon during the current reporting period.

	Charge to profit or loss £'000	Charge to OCI £'000	Balance as at 31 December 2022 £'000
Accelerated tax depreciation	(1,744)	-	1,444
Research & development expenditure	(1,075)	-	(7,753)
Deferred compensation	(1,294)	-	17,687
Spreading of IFRS transitional adjustment	(541)	-	1,184
Cash flow hedge reserve	-	44	(22)
Securities at FVTOCI	-	1,090	976
Retirement benefit obligations	(115)	1,335	(5,586)
Tax losses	(2,488)	-	-
Total	(7,257)	2,469	7,930

Deferred tax assets are valued at the applicable tax rate based on the period in which the underlying temporary difference is expected to unwind. The UK corporation tax rate will be increased from 19% to 25% with effect from 1 April 2023, and this has been taken into consideration in valuing the Company's net deferred tax asset. Additionally, the reduction in the bank surcharge from 8% to 3%, effective from 1 April 2023, has also been recognised. The deferred tax assets above have been recognised based on supporting profit forecasts demonstrating sufficient future profits against which the assets can be utilised.

Notes on Financial Statements (continued)

10 Notes to the cash flow statement

Cash and cash equivalents comprise cash and short-term bank deposits with an original maturity of three months or less, net of outstanding bank overdrafts. The carrying amount of these assets is approximately equal to their face value. Cash and cash equivalents as shown in the statement of cash flows can be reconciled to the related items in the balance sheet position as shown below.

	2022 £'000	2021 £'000
Cash and balances at central banks	3,963,059	4,751,111
Deposits by banks repayable on demand	(1,230)	(1)
Total cash and cash equivalents	3,961,829	4,751,110

The table below details changes to the Company's liabilities arising from financing activities, including both cash and non-cash changes.

	Balance as at 1 January 2022 £'000	Financing cash and interest flows £'000	Changes in fair values £'000	Effect of changes in foreign exchange rates £'000	Other non-cash movements £'000	Balance as at 31 December 2022 £'000
Own issued notes	1,948,207	191,502	(315,824)	47,102	-	1,870,987
Commercial paper	509,648	(501,642)	(138)	8,724	-	16,592
Other financial liabilities	1,424,194	(284,397)	(1,002)	(4,955)	-	1,133,840
MUSHD loan facility	3,500,332	453,546	441	(43,889)	-	3,910,430
MUSHD USD loan	748,534	-	-	92,654	(72,045)	769,143
Long-term intercompany money market deposits	513,245	458,724	-	4,551	10	976,530
Senior unsecured loan	555,231	-	-	69,490	4,789	629,510
Subordinated liabilities	282,383	-	-	(5,066)	(5,448)	271,869
Lease liabilities	34,083	(6,332)	-	-	2,935	30,686
Total liabilities from financing activities	9,515,857	311,401	(316,523)	168,611	(69,759)	9,609,587

11 Securities at fair value through other comprehensive income

The following table gives the carrying value of securities at fair value through other comprehensive income by major classifications.

	2022 £'000	2021 £'000
Government bonds	527,650	275,858
Other public sector securities	870,622	702,657
Corporate bonds	-	36,059
Total debt securities	1,398,272	1,014,574
Equity instruments	426	444
Total securities at FVTOCI	1,398,698	1,015,018

Expected credit losses have been calculated for securities within this category and reported as an adjustment to both profit or loss and OCI. Expected credit losses as at 31 December 2022 were £250k (2021: £164k).

12 Trading portfolio financial assets

	2022 £'000	2021 £'000
Government bonds	719,882	1,919,239
Corporation bonds	831,307	1,064,835
Other public sector securities	116,426	73,491
Total debt securities	1,667,615	3,057,565
Equity instruments	4,559,032	4,924,684
Total trading portfolio financial assets	6,226,647	7,982,249

Of which listed:

Debt securities	1,275,764	2,506,281
Equity instruments	744,089	1,332,756

Of which unlisted:

Debt securities	391,851	551,284
Equity instruments	3,814,943	3,591,928
	6,226,647	7,982,249

Notes on Financial Statements (continued)

13 Derivative financial instruments

	2022		
	Notional amount £'000	Fair value assets £'000	Fair value liabilities £'000
Derivatives held for trading			
Foreign exchange contracts	287,061,287	8,341,454	7,982,939
Interest rate contracts	4,726,110,228	11,255,514	13,347,562
Credit derivative contracts	51,705,223	454,256	338,175
Equity contracts	8,597,056	174,292	309,520
Commodity contracts	902,982	61,923	61,358
Other	4,086,688	85,077	-
Total trading contracts	5,078,463,464	20,372,516	22,039,554
Derivatives designated as fair value hedges			
Interest rate swaps contracts	1,675,964	834	6,430
Derivatives designated as cash flow hedges			
Currency swaps contracts	1,832	-	117
Derivatives designated as net investment hedges			
Currency swaps contracts	174,027	-	3,375
Total hedging contracts	1,851,823	834	9,922
Total derivative financial instruments	5,080,315,287	20,373,350	22,049,476
	2021		
	Notional amount £'000	Fair value assets £'000	Fair value liabilities £'000
Derivatives held for trading			
Foreign exchange contracts	259,568,558	4,265,709	4,502,039
Interest rate contracts	4,003,030,428	8,685,971	8,377,944
Credit derivative contracts	45,655,500	572,646	453,540
Equity contracts	12,440,916	151,258	346,070
Commodity contracts	802,429	141,611	141,906
Other	3,465,772	84,867	-
Total trading contracts	4,324,963,603	13,902,062	13,821,499
Derivatives designated as fair value hedges			
Interest rate swaps contracts	945,550	832	322
Derivatives designated as cash flow hedges			
Currency swaps contracts	1,832	12	-
Derivatives designated as net investment hedges			
Currency swaps contracts	170,259	2,314	-
Total hedging contracts	1,117,641	3,158	322
Total derivative financial instruments	4,326,081,244	13,905,220	13,821,821

The Derivative trades reported within "Other" represent a series of litigation swaps entered in to with bilateral counterparties. The valuation methodology for these trades includes an estimation of the remaining term of a specific litigation process, an estimation of the resolution amount and related funding costs. The market risk exposures related to the outcome of the litigation are considered adequately mitigated and the related funding is managed under standard terms employed by the Treasury desk. Material changes in any of these inputs would result in significantly higher or lower derivative fair values. The effect of changing these inputs to reasonably possible alternative assumptions is included within estimates provided on page 78.

OTC credit derivatives include a credit derivative asset, which relates to a financial guarantee provided by a group company, MUFG Bank, for the uncollateralised derivatives exposures within a portfolio of corporate counterparties. At year end the present value of this derivative totalled £125m (2021: £97m), this amount is offset by a CVA adjustment in respect of the exposure to the underlying corporate counterparties. This largely pertains to interest rate and foreign exchange contracts. CVA is measured on a portfolio basis by counterparty, and later allocated at a transaction level for financial reporting; allocations are based on absolute derivative notional values.

Cash flow hedge consists of FX derivatives hedging currency exposures on bonds denominated in foreign currencies on the Treasury Liquid Asset Portfolio which are classified as Securities at FVTOCI. The notional size of the derivative is exactly matched to the underlying bond.

The above includes derivative trades with a total notional value of £1,837bn will transition from USD libor in June 2023. The firm is currently undertaking derivative compression exercises in order to reduce the population of effected trades subject to fallback.

	2022 £'000	2021 £'000
Gains and losses arising from fair value hedges – interest rate risk:		
Securities at FVTOCI		
On hedging instruments	68,246	12,496
On the hedged items attributable to the hedged risk	(67,659)	(12,333)
Net (losses) / gains	587	163
Financial liabilities at amortised cost		
On hedging instruments	(79,436)	3,171
On the hedged items attributable to the hedged risk	77,832	(3,252)
Net (losses) / gains	(1,604)	(81)
Gains and losses arising from net investment hedges:		
On hedging instruments	(9,560)	11,185
On the hedged items attributable to the hedged risk	9,560	(11,185)
Net gains / (losses)	-	-

The gains and losses on ineffective portions of hedges are recognised immediately in Trading Income. The impact during 2022 was not significant (2021 : not significant).

Fair value hedges of interest rate risk comprise swaps that are used to protect against changes in the fair value of bonds and loans due to movements in market interest rates. The fair value of the bonds at year end are £563m (2021: £215m). Fair value hedges related to the MUSHD USD amortised loan and subordinated liabilities consist of currency swaps. The carrying value of the loan and liabilities at year end is £1,041m (2021: £1,031m). Potential sources of ineffectiveness in the Company's fair value hedges include bid-offer spreads, CVA provisioning, discounting and intraday market movements between instigation of the trade and end of day pricing.

Net investment hedges consist of foreign currency exchange contracts to hedge the exposure to foreign currency which arises from translation of the equity method investment. Potential sources of ineffectiveness include a decline in the local currency carrying amount of the net investment to below the value of the designated hedge item. The notional size of the derivative is exactly matched to the euro investment in subsidiary.

Notes on Financial Statements (continued)

13 Derivative financial instruments (continued)

IBOR reform for hedge relationships

Below are details of hedging instruments and related hedged items that are subject to transition to alternative benchmark interest rates, by hedge type.

Hedge type	Hedged item	Instrument type	Underlying interest rate benchmark	Anticipated interest rate benchmark end date	GBP Notional	Notional of instruments maturing after anticipated end date
	Fixed rate debt securities of the same maturity and nominal of the relevant swap	Pay USD fixed, receive 3 month USD LIBOR interest rate swap	USD LIBOR	30 Jun 2023	93,944,263	93,944,263
Fair value hedge	US dollar fixed rate issued debt of the same maturity and nominal of the swaps	Pay 3 month USD LIBOR, received USD fixed interest rate swap	USD LIBOR	30 Jun 2023	831,365,155	831,365,155
					925,309,418	925,309,418

14 Other financing at fair value

As at period ended	2022 £'000	2021 £'000
Equity finance assets	32,119	29,680
Other secured financing	840,493	900,807
Loans	179,960	175,728
	1,052,572	1,106,215

'Equity finance assets' relate to financing transactions secured by equity pledges.

'Other secured financing' relates to structured financing arrangements facing special purpose vehicles where financing is secured by underlying debt portfolios.

'Loans' relate to the partial drawdown on facilities granted to clients, refer to note 30 for undrawn facilities.

All these are carried mandatory at fair value through P&L.

15 Intangible assets

	Software £'000
Cost	
As at 1 January 2021	185,145
Additions	40,385
As at 31 December 2021	225,530
Additions	58,197
As at 31 December 2022	283,727
Amortisation	
As at 1 January 2021	107,377
Charge for the Year	26,938
As at 31 December 2021	134,315
Charge for the Year	29,211
As at 31 December 2022	163,526
Carrying amount:	
As at 31 December 2021	91,215
As at 31 December 2022	120,201

Notes on Financial Statements (continued)

16 Property, plant and equipment

	Leasehold improvements £'000	Office furniture & fittings £'000	Office machinery & equipment £'000	Total £'000
Cost				
As at 1 January 2021	13,969	148	12,694	26,811
Additions	209	-	3,238	3,447
Disposals	-	-	-	-
As at 31 December 2021	14,178	148	15,932	30,258
Additions	-	-	1,821	1,821
Disposals	-	-	-	-
As at 31 December 2022	14,178	148	17,753	32,079
Depreciation				
As at 1 January 2021	7,638	121	8,740	16,499
Charge for the year	857	16	1,794	2,667
As at 31 December 2021	8,495	137	10,534	19,166
Charge for the year	828	12	1,673	2,513
As at 31 December 2022	9,323	149	12,207	21,679
Carrying amount				
As at 31 December 2021	5,683	11	5,398	11,092
As at 31 December 2022	4,855	(1)	5,546	10,400

17 Leases

The Company's leases include office space and a data centre in addition to previously recognised finance leases for certain fixtures, equipment and software. Lease terms vary between periods of 5 to 20 years.

Lease contracts include lease and non-lease components. For the office lease, the Company has chosen to apply the practical expedient and account for lease and non-lease components as a single contract. For the data centre lease, the Company has elected to separate the components based on their respective stand-alone prices.

Right-of-use assets ('ROU assets') are measured at cost, which comprises the amount of the initial measurement of lease liability with no other payments, initial direct costs or restoration costs applicable.

Lease liability is measured on the net present value basis and includes fixed payments only as all leases are on a fixed repayment basis. No arrangements have been entered into for contingent rental payments, residual value guarantees, purchase options or penalties for terminating the lease.

Payments relating to short term leases, which are signed for the period of 12 months or less, are recognised on the straight line basis. The Company does not have any leases classified as low value.

Right-of-use assets

	Property £'000	Office machinery & equipment £'000	Total £'000
2021			
Balance as at 1 January 2021	26,099	3,541	29,640
Additions to right-of-use assets	-	1,258	1,258
Depreciation charge for the year	(2,955)	(1,493)	(4,448)
Balance as at 31 December 2021	23,144	3,306	26,450
2022			
Balance as at 1 January 2022	23,144	3,306	26,450
Additions to right-of-use assets	-	2,513	2,513
Depreciation charge for the year	(2,955)	(2,172)	(5,127)
Balance as at 31 December 2022	20,189	3,647	23,836

	2022 £'000	2021 £'000
Other amounts recognised in the income statement		
Interest on lease liability	443	487
Expense relating to short-term leases	756	700

Amounts recognised in the cash flow statement

Total cash outflow for leases	6,332	5,149
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Refer to Note 31 for maturity analysis of lease liabilities.

18 Investment in subsidiary

	2022 £'000	2021 £'000
As at 1 January	189,632	192,609
Purchase of equity	-	-
Share of net profit / (loss)	2,879	9,092
Impact of foreign currency revaluation	10,792	(12,069)
As at 31 December	203,303	189,632

The above balances relate to the wholly owned subsidiary: MUS(EU). Further corporate structure references are included within the Strategic report on pages 2 to 12 and in Note 34.

Notes on Financial Statements (continued)

19 Other assets

	2022 £'000	2021 £'000
Prepayments and accrued income	25,900	20,488
Current taxation	36,640	34,462
Pension asset (Note 8)	19,957	20,627
Trade and other receivables	136,806	185,407
	219,303	260,984

'Trade and other receivables' is driven by intercompany balances and default fund deposits.

20 Trading portfolio financial liabilities

	2022 £'000	2021 £'000
Government bonds	2,350,791	2,693,938
Corporation bonds	190,702	298,874
Other public sector securities	10,316	12,511
Total debt securities	2,551,809	3,005,323
Equity instruments	4,418,548	5,324,527
Total trading portfolio financial liabilities	6,970,357	8,329,850
Of which listed:		
Debt securities	2,548,582	3,004,776
Equity instruments	4,418,548	5,324,527
Of which unlisted:		
Debt securities	3,227	547
	6,970,357	8,329,850

21 Financial liabilities designated at fair value

	2022 £'000	2021 £'000
Own issued notes	1,870,987	1,948,207
Commercial paper	16,592	509,648
Other financial liabilities	1,133,840	1,424,194
MUSHD loan facility	3,910,430	3,500,332
	6,931,849	7,382,381

'Own issued notes' includes issuances with structured payment profiles. The Company issues these notes to raise term funding and satisfy investor demand, and carries them at fair value through profit and loss. The structured return profiles include securities which pay coupon only where certain conditions relating to equity performance, foreign currency movements, or other factors are met. Issuances are typically denominated in JPY and USD.

'Commercial paper' represents short term issuances where the funding typically carries a 3 month term. Issuances are typically denominated in GBP and USD.

'Other financial liabilities' represents funded swap transactions denominated in JPY and USD.

'MUSHD loan facility' represents senior unsecured intercompany borrowings lent under an uncommitted loan facility which allows the Company to borrow JPY funds from MUSHD.

The Company has assessed the change in value of these liabilities due to changes in own credit with reference to published credit assessments and a proxy cost of funds curve. In light of the observed stability of the proxy spread for own credit, the Company has assessed this change in value to be immaterial.

22 Financial liabilities at amortised cost

As at period ended	2022 £'000	2021 £'000
MUSHD USD loan	769,143	748,534
Senior unsecured loan	629,510	555,231
Subordinated liabilities	271,869	282,383
Long-term intercompany money market deposits	976,530	513,245
	2,647,052	2,099,393

'MUSHD USD loan' relates to two long-term, amortised cost loans from MUSHD with maturity dates in 2025 and 2030 across the two instruments. These loans are designated in a fair value hedge relationship.

'Senior unsecured loan' relates to contingent, subordinated senior securities issued by MUSHD. The loans include an embedded minimum requirement for own funds and eligible liabilities ('MREL') amendment option which may be exercised by the Company to convert them to MREL compliant instruments. The conversion to MREL compliant debt does not affect the interest rate paid, though the debt may be written off if required by the UK resolution authority.

'Subordinated liabilities' are loans agreed between the Company and MUSHD and are due to mature in 2031. These liabilities are designated in a fair value hedge relationship.

'Long-term intercompany money market deposits' relates to six long-term, amortised cost deposits from MUFG Bank with maturity dates in 2025, 2026 and 2027. These deposits are denominated in JPY.

Notes on Financial Statements (continued)

23 Other liabilities

	2022 £'000	2021 £'000
Payables to structured entities	133	26,290
Tax and social security	17,028	4,026
Lease liabilities	30,686	34,083
Trade and other payables	163,272	204,995
	211,119	269,394

'Trade and other payables' is driven by compensation related accruals, intercompany balances and brokerage fees.

24 Equity instruments

	2022 £'000	2021 £'000
Ordinary shares of £1 each		
Share capital as at 1 January	1,383,241	1,283,241
Issued during the year	-	100,000
Allotted, called up and fully paid as at 31 December	1,383,241	1,383,241
Additional Tier 1 capital		
Total Additional Tier 1 capital as at 31 December	463,853	463,853
Total equity instruments	1,847,094	1,847,094

At 31 December 2022, the Company has in issue £1,383m (2021: £1,383m) £1 ordinary shares which carry no right to fixed income. The company has authorised share capital of £2,000m (2021: £2,000m) with a nominal value of £1 per share.

Additional Tier 1 capital instruments are issued to MUSHD. These instruments include a contingent conversion feature which has the effect of converting the instruments to ordinary share capital of the Company if a trigger event, being a breach of minimum Common Equity Tier 1 capital ratio, occurs at any time. The instruments are perpetual and are subordinated to senior creditors and subordinated loan creditors of the Company. The instruments bear a floating rate of interest. All interest payments are cancellable in certain circumstances, where certain distribution tests are breached, and are non-cumulative.

Further information regarding capital management is included within Business and Risk Management Policies on pages 27 to 38.

25 Distributions on equity instruments

In 2022, the Directors approved total coupon payments on Additional Tier 1 capital instruments of £12.9m (2021: £11.0m). Refer to Note 24 for terms of issuance.

On 12 January 2023, the Directors approved a coupon payment on the AT1 capital instruments of £11.4m. The amount has not been accrued in the results for the period ended 31 December 2022 as it was not due at that date. These payments will provide tax relief at the relevant prevailing tax rate in the next financial year.

No ordinary dividends were approved or paid during the year (2021: Nil).

26 Report on Directors' remuneration and interests

	2022 £'000	2021 £'000
Short term employment benefits	3,723	3,361
Other long term benefits	452	1,158
Notional share based payments	657	695
Remuneration of key management personnel	4,832	5,214
Realised MTM / interest on NSUs & other long term benefits	3	90
Total remuneration of key management personnel	4,835	5,304

The number of Directors who were members of the Group defined contribution personal pension plan during the period was 1 (2021: 1), the contributions totalled £4k.

NSUs are cash settled awards linked to the share price of the ultimate holding company, MUFG. Deferred NSU compensation expense is pro-rated across the entire deferral period. Deferred cash compensation expense is recognised during the period the award is made.

Non-executive Directors provided by other Group companies receive no fees or other remuneration for their services to the Company. The key management are the same personnel as the Directors of the Company.

The emoluments of the highest paid Director were as follows:

	2022 £'000	2021 £'000
Short term employment benefits	1,054	2,044
Other long term benefits	452	758
Notional share based payments	657	455
Remuneration award	2,163	3,257
Realised MTM / interest on NSUs & other long term benefits	15	81
Total remuneration	2,178	3,338

Notes on Financial Statements (continued)

27 Fair value of financial instruments

The majority of the Company's assets and liabilities are carried on the balance sheet at fair value, in which case fair value is equal to the carrying value. The following table presents a comparison by category of book amounts and fair value of the Company's financial assets and liabilities for those items which are not carried at fair value on the balance sheet.

	2022		2021	
	Carrying value £'000	Fair value £'000	Carrying value £'000	Fair value £'000
Assets				
<i>at amortised cost</i>				
Cash and balances at central banks	3,963,059	3,963,059	4,751,111	4,751,111
Cash collateral paid to derivative counterparties and brokers	4,578,340	4,578,340	3,870,554	3,870,554
Other assets	219,303	219,303	260,984	260,984
Liabilities				
<i>at amortised cost</i>				
Deposits by banks	1,230	1,230	1	1
Cash collateral received from derivative counterparties and brokers	6,933,388	6,933,388	5,822,862	5,822,862
Financial liabilities at amortised cost	2,647,052	2,653,505	2,099,393	2,101,783
Other liabilities	211,119	211,119	269,394	269,394

Fair value of Financial liabilities at amortised cost has been calculated using a discounted cash flow model with a spread over the relevant benchmark to represent the idiosyncratic credit and funding cost.

FX loss of £200m (2021: gain of £396m) was recognised on financial assets and liabilities not carried at fair value, driven by revaluation of cash collateral received from derivative counterparties. The currency exposure is economically hedged with instruments held at fair value, with FX gains and losses and associated fair value gains and losses being recognised net in the income statement as trading income.

Valuation of financial assets and liabilities

Valuation techniques incorporate assumptions about factors that other market participants would use in their valuations, including interest rate yield curves, exchange rates, volatilities and prepayment and default rates. The Company measures fair value using the following fair value hierarchy that reflects the significance of the inputs used in making measurements:

- Level 1: Quoted market price (unadjusted) in an active market for an identical instrument.
- Level 2: Valuation techniques based on observable inputs, either directly (i.e. as prices) or indirectly (i.e. derived from prices). This category includes instruments valued using quoted market prices in active markets for similar instruments; quoted prices for identical or similar instruments in markets that are considered less than active; or other valuation techniques where all significant inputs are directly or indirectly observable from market data.
- Level 3: Valuation techniques using significant unobservable inputs. This category includes all instruments where the valuation technique includes inputs not based on observable data and the unobservable inputs have a significant effect on the instrument's valuation. This category includes instruments that are valued based on quoted prices for similar instruments where significant unobservable adjustments or assumptions are required to reflect differences between the instruments.

Issued structured notes and certain other hybrid instrument liabilities are designated at fair value. The spread applied to these instruments is derived from the spreads at which the Company issues structured notes. The change in fair value due to credit risk on these instruments is not significant (2021: not significant).

The fair value of certain financial instruments is measured using valuation techniques that are determined in full or partly on assumptions that are not supported by observable market prices. The effect of changing these assumptions to a range of reasonably possible alternative assumptions would provide a range from £52.8m (2021: £82.3m) lower to £39.7m (2021: 119.4m) higher than the fair value recognised in the financial statements for these assets and liabilities, with the current year range driven by the litigation swaps referred to in Note 13.

The movements in balances of level 3 items are detailed on page 76. There were no movements between levels 1 and 2 during the year.

The Company has prepared a Value-at-Risk analysis which reflects interdependencies between market risk factors, refer to page 31.

2022

	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
Assets				
<i>Financial assets at FVTPL</i>				
Trading portfolio financial assets	1,504,654	4,721,993	-	6,226,647
Reverse repurchase agreements – fair value	-	27,642,508	-	27,642,508
Cash collateral on securities borrowed	-	5,701,675	-	5,701,675
Derivative financial instruments	207,157	19,489,362	676,831	20,373,350
Other financing held at fair value	-	1,052,572	-	1,052,572
<i>Financial assets at FVTOCI</i>				
Securities at FVTOCI	676,966	721,306	426	1,398,698
	2,388,777	59,329,416	677,257	62,395,450

Liabilities

<i>Financial liabilities at FVTPL</i>				
Trading portfolio financial liabilities	6,775,876	194,481	-	6,970,357
Repurchase agreements – fair value	-	23,482,339	-	23,482,339
Cash collateral on securities lent	-	65,705	-	65,705
Derivative financial instruments	399,731	21,452,356	197,389	22,049,476
<i>Financial liabilities designated at FVTPL</i>				
Financial liabilities designated at fair value	-	6,290,841	641,008	6,931,849
	7,175,607	51,485,722	838,397	59,499,726

2021

	Level 1 £'000	Level 2 £'000	Level 3 £'000	Total £'000
Assets				
<i>Financial assets at FVTPL</i>				
Trading portfolio financial assets	3,287,425	4,694,824	-	7,982,249
Reverse repurchase agreements – fair value	-	27,783,468	-	27,783,468
Cash collateral on securities borrowed	-	5,334,712	-	5,334,712
Derivative financial instruments	172,152	13,410,251	322,817	13,905,220
Other financing held at fair value	-	1,106,215	-	1,106,215
<i>Financial assets at FVTOCI</i>				
Securities at FVTOCI	477,314	537,260	444	1,015,018
	3,936,891	52,866,730	323,261	57,126,882

Liabilities

<i>Financial liabilities at FVTPL</i>				
Trading portfolio financial liabilities	8,018,587	311,263	-	8,329,850
Repurchase agreements – fair value	-	26,341,281	-	26,341,281
Cash collateral on securities lent	-	91,701	-	91,701
Derivative financial instruments	276,355	13,192,756	352,710	13,821,821
<i>Financial liabilities designated at FVTPL</i>				
Financial liabilities designated at fair value	-	7,076,657	305,724	7,382,381
	8,294,942	47,013,658	658,434	55,967,034

Notes on Financial Statements (continued)

27 Fair value of financial instruments (continued)

The table below shows a reconciliation from the beginning balances to the end balances for the fair value of instruments in level 3 of the fair value hierarchy. This does not include movements in level 1 or level 2 derivatives that are also used to hedge the level 3 assets and liabilities.

	Derivative assets £'000	Securities at FVTOCI £'000	Derivative liabilities £'000	Financial liabilities designated at fair value £'000
2021				
As at 31 December 2020	420,762	132	(277,998)	(175,661)
Total gains / (losses) in profit or loss	407,334	-	(370,707)	66,094
Total gains in reserves	-	(8)	-	-
Purchases	-	320	-	-
Issues	-	-	-	(243,651)
Settlements	(505,279)	-	295,995	35,825
Transfers into level 3	-	-	-	(39,734)
Transfers from level 3	-	-	-	51,403
Closing balance 31 December	322,817	444	(352,710)	(305,724)
Net unrealised gains / (losses) in PL	27,159	-	(142,715)	71,164
2022				
As at 31 December 2021	322,817	444	(352,710)	(305,724)
Total gains / (losses) in profit or loss	1,400,558	-	(97,704)	206,681
Total gains in reserves	-	61	-	-
Purchases	-	(79)	-	-
Issues	-	-	-	(234,607)
Settlements	(1,029,752)	-	252,893	171,912
Transfers into level 3	-	-	-	(484,089)
Transfers from level 3	(16,792)	-	132	4,819
Closing balance 31 December	676,831	426	(197,389)	(641,008)
Net unrealised gains / (losses) in PL	420,507	-	(52,647)	248,401

Derivatives 'transfers from level 3' represents Bermuda type trades. During the period there was an increase in trading volume leading to increased observability of inputs and related market data.

Financial liabilities designated at fair value represent selected structured notes which contain exotic embedded derivatives. Changes in the size of this exotic component relative to the overall instrument has resulted in movements between levels 2 and 3 in the hierarchy. Issuances during the period mainly relate to notes with embedded derivatives referencing major equity indices.

Financial instruments valued using models with unobservable inputs

The amount that has yet to be recognised in the Company income statement relating to the difference between the fair value at initial recognition (the transaction price) and the amount that would have arisen had valuation techniques used for subsequent measurement been applied at initial recognition, less subsequent releases, is as follows:

	2022 £'000	2021 £'000
Unamortised balance at 1 January	84,719	15,281
Deferral on new transactions	6,199	133,346
Amortised to the profit and loss account during the financial year	(82,529)	(63,908)
Unamortised balance at 31 December	8,389	84,719

In the prior year, the Company restructured the litigation swaps referred to in Note 13. The Day 1 profit on these transactions was reserved and will be amortised to the profit and loss account on a straight line basis over the remaining life of the trade or immediately released in the event of an early termination of the trade. This treatment is in line with related accounting policies and is driven by the lack of observable market data for the correlation between stocks. During the year, the Company restructured the litigation swaps referred to in Note 13. The Day 1 profit on these transactions was reserved and will be amortised to the profit and loss account on a straight line basis over the remaining life of the trade or immediately released in the event of an early termination of the trade. This treatment is in line with related accounting policies and is driven by the lack of observable market data for the correlation between stocks.

Financial assets designated at fair value

The Company did not have any financial assets designated at fair value at 31 December 2022 (2021: nil).

Notes on Financial Statements (continued)

27 Fair value of financial instruments (continued)

Significant unobservable inputs

The disclosures below describe the valuation techniques and significant unobservable inputs for assets and liabilities classified as Level 3 along with the range of values used for those significant unobservable inputs. Level 3 financial liabilities designated at fair value totalling £641m (2021: £306m) contain embedded derivatives with inputs represented by the interest rate, foreign exchange and equity derivatives described in the table below.

2022	Total assets £'000	Total liabilities £'000	Valuation technique(s)	Significant unobservable inputs	Range		Units
					Min	Max	
Derivatives							
Interest rate derivatives	434,645	(96,290)	Option model	IR – IR Correlation	30.00	98.00	%
				FX – IR Correlation	35.00	60.00	%
				Option volatility	5.21	106.68	%
				Discounted cash flow	Deal contingent probability	100.00	100.00
Foreign exchange derivatives	58,805	(15,668)	Option model	IR – IR Correlation	30.00	70.00	%
				FX – IR Correlation	20.00	60.00	%
				Correlation – underlying assets	50.00	70.56	%
				Option volatility	10.55	22.98	%
Equity derivatives	36,381	(24,073)	Option model Basket correlations	Equity – FX Correlation	-15.00	30.00	%
				Correlation – underlying assets	42.00	95.00	%
				Equity – FX Correlation	-58.36	54.96	%
Commodities	61,923	(61,358)	Option model	Commodity – IR Correlation	25.00	75.00	%
				Commodity – gas swap rate	4.36	50.29	%
Other	85,077	-	Discounted cash flow	Term of Litigation swap	1	12	months
	676,831	(197,389)					
2021							
Derivatives							
Interest rate derivatives	46,371	(176,217)	Option model	IR – IR Correlation	30.00	98.00	%
				FX – IR Correlation	35.00	60.00	%
				Option volatility	0.00	100.00	%
Foreign exchange derivatives	37,768	(17,568)	Option model	IR – IR Correlation	10.00	70.00	%
				FX – IR Correlation	0.00	60.00	%
				Correlation – underlying assets	50.00	70.56	%
				Option volatility	8.96	21.68	%
Equity derivatives	12,200	(17,019)	Option model Basket correlations	Equity – FX Correlation	-15.00	30.00	%
				Correlation – underlying assets	24.50	95.00	%
				Equity – FX Correlation	-58.36	54.96	%
Commodities	141,611	(141,906)	Option model	Commodity – IR Correlation	25.00	75.00	%
				Commodity – gas swap rate	3.27	9.40	%
Other	84,867	-	Discounted cash flow	Term of Litigation swap	21	21	months
	322,817	(352,710)					

The following provides a summary description of significant unobservable inputs included in the table on the preceding page:

- Correlation is a measure of the relationship between the movements of two variables (i.e. how much the change in one variable may be linked to the change in the other variable). Correlation is often an input into valuation of derivative contracts with more than one underlying risk. A significant increase in correlation in isolation can result in a movement in fair value that is favourable or unfavourable depending on the specific terms of the instrument.
- A barrier shift is the mechanism by which reference levels are amended within a trade representation to be more appropriate. These are commonly used within trades which contain barrier reference levels or digital optionality to allow better risk management and to align trade valuations to fair value. The actual payoff would be based on the contractual terms of reference rather than the shifted version.
- Prepayment probability is the probability of voluntary, unscheduled repayments by a borrower. Unscheduled prepayment affects the average life of transactions by altering the timing of principal repayment and the amount of interest earned. A significant increase in a prepayment probability can result in a movement in fair value that is favourable or unfavourable depending on the specific terms of the financial contract.
- Option volatility is a measure of the degree of variation in price movements for a given derivative underlying, and therefore represents an estimate of how much a particular underlying instrument, parameter or index could change on average over time. In general, a significant increase in volatility in isolation will result in an increase in fair value for the holder of a simple option.
- Term of litigation swap relates to a series of swaps linked to an asset which is affected by a legal case, where the payments under the swap terminate at the earlier of exercise of call options in the favour of the counterparty, some of which are immediately exercisable, where applicable, or soon after the litigation ends. The term of the swap is therefore difficult to quantify and needs to be estimated from available information, legal commentary and judgement to determine if and when the call options may be exercised. A decrease in the expectation of the term of the swap would generally result in an unfavourable movement in the fair value.

28 Post-balance sheet events

The Directors' approved an AT1 coupon payment of £11.4m on 12 January 2023, refer to Note 25 for details.

29 Collateral

Assets are pledged as collateral to secure liabilities under repurchase agreements, securities lending agreements, borrowing transactions, to note holders as part of structuring transactions and agreements for derivative transactions. The following table summarises the nature and carrying amount of the assets pledged as security against these liabilities:

	2022 £'000	2021 £'000
Trading securities	1,129,679	2,078,808
Investment securities	1,064,477	704,580
Total assets pledged as collateral	2,194,156	2,783,388

Notes on Financial Statements (continued)

29 Collateral (continued)

Under certain transactions, including reverse repurchase agreements and stock borrowing transactions, the Company is allowed to resell or repledge the collateral held. The fair value of collateral accepted with the right to repledge to others was as follows:

	2022		2021	
	Fair value £'000	Sold or repledged £'000	Fair value £'000	Sold or repledged £'000
Accepted collateral	55,831,517	50,128,816	55,709,434	51,619,039

These balances represent substantially all of the collateral received by the Company in relation to assets. The Company has the obligation to return the collateral on the maturity date of the secured transaction. The process by which assets are pledged as collateral and accepted as collateral is generally conducted under standard documentation used by financial market participants.

Transferred Assets

The Company enters into transactions in the normal course of business by which it transfers recognised financial assets to third parties or to special purpose entities, but the transfer does not qualify for de-recognition as stated in the accounting policies. The Company will continue to recognise financial assets transferred when it retains control of the security, retains rights to receive cash flows from the assets, and substantially all the risks and rewards of ownership. The carrying amount of debt securities that have been transferred to special purpose entities but do not meet the criteria for de-recognition in as at 31 December 2022 was nil (2021: nil).

Collateral Management of Repurchase Agreements

Securities purchased under agreements to resell ('reverse repurchase agreements') and securities sold under agreements to repurchase ('repurchase agreements') are mainly collateralised by highly rated credit bonds (predominantly government and corporate bonds). The repurchase agreements are treated as collateralised financing transactions and are carried at the contract amounts at which the securities will subsequently be reacquired or resold as specified in the respective agreements. It is the Company's policy to generally take possession of securities purchased under agreements to resell at the time such agreements are made. The Company's agreements with counterparties contain provisions allowing for additional collateral to be obtained, or excess collateral returned, based on market valuations of such collateral. The Company re-values the collateral underlying its repurchase and reverse repurchase agreements on a daily basis. In the event the market value of such securities falls below the related agreement to resell at contract amount plus accrued interest, the Company will generally request additional collateral.

Unconsolidated structured entities in which the Company has an interest

The Company is involved with various special purpose entities in the normal course of business. These have been established as structured entities such that voting or similar rights are not the deciding factor in determining control of the entity.

The structured entities are typically asset repackaging transactions established to source funding, purchase credit protection or provide returns to investors that are not otherwise readily available in the market. The principal risk to the structure is the credit risk of the securities acting as collateral to the investors who retain the risk and rewards.

The following tables represent the total assets, maximum exposure to loss and assets and liabilities which relate to the Company's interest in non-consolidated special purpose vehicles ('SPVs'). Maximum exposure is determined by the carrying amount of any on-balance sheet assets net of any recourse liabilities, where applicable.

As at 31 December 2022	SPVs for structured financing £'000	Repackaged instruments £'000	Other £'000	Total £'000
Trading portfolio financial assets	3,983	277,957	-	281,940
Derivative financial instruments	278,037	37,077	140,487	455,601
Reverse repurchase agreements	211,818	198,446	127,276	537,540
Derivative cash collateral pledged	2,502	-	-	2,502
Other financing held at fair value	4	770,411	209,718	980,133
Total Assets	496,344	1,283,891	477,481	2,257,716
Derivative financial liabilities	546,245	11,520	38,704	596,469
Financial liabilities designated at fair value	-	867,202	-	867,202
Repurchase agreements	16,388	-	-	16,388
Derivative cash collateral received	-	-	195,407	195,407
Total Liabilities	562,633	878,722	234,111	1,675,466
Maximum Exposure	453,589	1,282,846	154,797	1,891,232

As at 31 December 2021	SPVs for structured financing £'000	Repackaged instruments £'000	Other £'000	Total £'000
Derivative financial instruments	1,386,334	81,794	230,546	1,698,674
Reverse repurchase agreements	75,271	166,299	112,324	353,894
Derivative cash collateral pledged	-	-	-	-
Other financing held at fair value	17	728,249	120,846	849,112
Total Assets	1,461,622	976,342	463,716	2,901,680
Derivative financial liabilities	32,107	3,527	4,069	39,703
Financial liabilities designated at fair value	-	1,064,978	-	1,064,978
Repurchase agreements	14,200	555	-	14,755
Derivative cash collateral received	15,968	-	161,492	177,460
Total Liabilities	62,275	1,069,060	165,561	1,296,896
Maximum Exposure	1,447,421	975,787	498,575	2,921,783

Notes on Financial Statements (continued)

30 Guarantees, commitments and contingent liabilities

At the year end, the Company was committed to provide facilities in favour of external counterparties. The facilities are provided in major currencies and total £266.3m (2021: £247.8m) equivalent; where facilities are partially drawn down the undrawn portion is reported as a commitment and the drawn portion reflected as a loan on the Balance Sheet within Other financing at fair value amounting to £180.0m as at 31 December 2022 (2021: £175.7m), refer to Note 14. Once drawn, balances are measured at FVTPL.

We continue to co-operate with the Cologne Public Prosecutor and the German Federal Tax Office who are investigating numerous institutions and individuals in connection with alleged transactions and practices (known as cum/ex transactions) which may be found to be illegal under German law. MUS(EMEA) is not engaged in active litigation with the German authorities and there remain uncertainties which mean it is difficult to predict resolution of the matter including any potential impact or its timing or materiality on MUS(EMEA). As a result of this uncertainty, as of today it is not probable that there will be an outflow of economic benefit which can be measured reliably.

A former employee has filed a claim before the Employment Tribunal (England and Wales) on 13 January 2023 against MUS(EMEA). The grounds of the claim relate to direct discrimination (race and/or religion), unfair dismissal, victimisation and dismissal as a result of making protected disclosures. The Claimant seeks compensation for all losses incurred and aggravated damages. MUS(EMEA) is robustly defending the claim and does not anticipate a loss nor does the company currently anticipate settlement of the claim.

31 Contractual maturity analysis

The breakdown of financial liabilities by contractual maturity is shown in the table below. These are based on the contractual terms, except for derivatives which are deemed to be on demand. The balances do not agree directly to the balances in the balance sheet as the table incorporates contractual cash flows on an undiscounted basis. The repurchase agreement balances are presented on a gross basis, not taking account of any balances which have been offset in the balance sheet. Derivative contracts are reflected as on demand at their fair value. The subordinated liabilities bear interest at variable rates which are not known until specified fixing dates have occurred.

	2022					
	On demand £'000	Due within 3 months £'000	Due between 3 and 12 months £'000	Due between 1 and 5 years £'000	Over 5 years £'000	Total £'000
Deposits by banks	1,230	-	-	-	-	1,230
Trading portfolio financial liabilities	6,970,357	-	-	-	-	6,970,357
Repurchase agreements	1,830,402	26,054,525	1,349,148	1,104,796	-	30,338,871
Cash collateral on securities lent	-	97,674	-	443,743	-	541,417
Cash collateral received from derivatives counterparties and brokers	6,933,388	-	-	-	-	6,933,388
Derivatives	22,049,476	-	-	-	-	22,049,476
Financial liabilities designated at fair value	-	780,834	435,774	5,909,067	251,447	7,377,122
Financial liabilities at amortised cost	-	18,526	656,332	1,699,946	481,667	2,856,471
Other liabilities (excl. lease liability)	130,423	-	15,010	32,127	1,204	178,764
Lease liability	-	1,646	4,628	18,497	7,584	32,355
	37,915,276	26,953,205	2,460,892	9,208,176	741,902	77,279,451

	2021					
	On demand £'000	Due within 3 months £'000	Due between 3 and 12 months £'000	Due between 1 and 5 years £'000	Over 5 years £'000	Total £'000
Deposits by banks	1	-	-	-	-	1
Trading portfolio financial liabilities	8,329,850	-	-	-	-	8,329,850
Repurchase agreements	825,560	31,119,923	523,418	-	869,851	33,338,752
Cash collateral on securities lent	15,185	550,505	-	-	-	565,690
Cash collateral received from derivatives counterparties and brokers	5,822,862	-	-	-	-	5,822,862
Derivatives	13,821,821	-	-	-	-	13,821,821
Financial liabilities designated at fair value	-	1,188,985	456,084	5,870,657	294,924	7,810,650
Financial liabilities at amortised cost	-	10,507	15,832	1,707,931	471,883	2,206,153
Other liabilities (excl. lease liability)	195,482	-	12,000	24,501	1,498	233,481
Lease liability	-	1,263	3,672	19,059	11,918	35,913
	29,010,761	32,871,183	1,011,006	7,622,148	1,650,074	72,165,173

Notes on Financial Statements (continued)

31 Contractual maturity analysis (continued)

The Company holds liquid assets comprising cash and cash equivalents and investment securities for which there is an active and liquid market. These assets can be readily sold to meet liquidity requirements.

Financial liabilities designated at fair value include certain note issuances with structured payment profiles. The notes are issued across a range of currencies and interest rate profiles, with the most prevalent being JPY floating rate notes. The Company issues these notes to raise term funding and satisfy investor demand, and carries them at fair value through profit and loss. Some of the notes may be redeemed prior to maturity subject to certain knock-out events, at the option of the issuer or holder of the debt. These factors are contractually specified at the point of issuance.

32 Offsetting financial assets and financial liabilities

In accordance with IAS 32 Financial Instruments: Presentation, the Company reports financial assets and financial liabilities on a net basis on the balance sheet 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 the asset and settle the liability simultaneously. The following table shows the impact of netting arrangements on:

- All financial assets and liabilities that are reported net on the balance sheet; and
- All derivative financial instruments, reverse repurchase and repurchase agreements and other similar secured lending and borrowing agreements that are subject to enforceable master netting arrangements or similar agreements, but do not qualify for balance sheet netting.

The table identifies the amounts that have been offset in the balance sheet and also those amounts that are covered by enforceable netting arrangements (offsetting arrangements and financial collateral) but do not qualify for netting under the requirements of IAS 32 described above.

The net amounts presented in the following table are not intended to represent the Company's actual exposure to credit risk, as a variety of credit mitigation strategies are employed in addition to netting and collateral arrangements.

	Amounts subject to enforceable netting arrangements								
	Effects of offsetting on balance sheet			Related amounts not offset			Exposure		
	Gross amounts £'000	Amounts offset £'000	Net amounts on balance sheet £'000	Financial instruments £'000	Cash collateral £'000	Financial collateral £'000	Net enforceable amount £'000	Not subject to enforceable netting £'000	Balance sheet total £'000
As at 30 December 2022									
Derivative financial assets	18,422,628	-	18,422,628	15,111,848	987,864	105,512	2,217,404	1,950,722	20,373,350
Reverse repurchase agreements	34,208,736	6,566,228	27,642,508	3,271,482	133	23,563,541	163,708	-	27,642,508
Cash collateral on securities borrowed	6,163,479	461,804	5,701,675	5,321	-	5,611,943	84,411	-	5,701,675
Other Secured Financing	840,493	-	840,493	-	-	840,493	-	-	840,493
Total Assets	59,635,336	7,028,032	52,607,304	18,388,651	987,997	30,121,489	3,109,167	1,950,722	54,558,026
Derivative financial liabilities	20,034,636	-	20,034,636	15,111,848	2,724,934	102,261	2,095,593	2,014,840	22,049,476
Repurchase agreements	30,048,351	6,566,228	23,482,123	3,271,482	-	19,985,311	225,330	216	23,482,339
Cash collateral on securities lent	527,510	461,805	65,705	5,321	-	60,384	-	-	65,705
Total Liabilities	50,610,497	7,028,033	43,582,464	18,388,651	2,724,934	20,147,956	2,320,923	2,015,056	45,597,520
As at 31 December 2021									
Derivative financial assets	12,372,099	-	12,372,099	9,080,465	904,983	6,756	2,379,895	1,533,121	13,905,220
Reverse repurchase agreements	33,630,536	6,996,344	26,634,192	2,369,737	22,742	24,157,014	84,700	1,149,276	27,783,468
Cash collateral on securities borrowed	5,818,787	484,075	5,334,712	30,747	-	5,249,744	54,221	-	5,334,712
Other Secured Financing	1,083,359	214,618	868,741	-	-	868,741	-	32,066	900,807
Total Assets	52,904,781	7,695,037	45,209,744	11,480,949	927,725	30,282,255	2,518,815	2,714,463	47,924,207
Derivative financial liabilities	13,011,682	-	13,011,682	9,080,465	3,041,080	127,137	763,000	810,139	13,821,821
Repurchase agreements	33,337,624	6,996,343	26,341,281	2,369,737	7,208	23,530,645	433,691	-	26,341,281
Cash collateral on securities lent	575,776	484,075	91,701	30,747	-	60,954	-	-	91,701
Total Liabilities	46,925,082	7,480,418	39,444,664	11,480,949	3,048,288	23,718,736	1,196,691	810,139	40,254,803

33 Related party transactions

Balances and transactions between the Company and related parties are disclosed below.

2022

	Parent Company £'000	Subsidiary £'000	MUFG £'000	Other related parties £'000	Total £'000
Income	3	4,533	145,617	3,287	153,440
Expenses	51,774	21,909	67,304	3,890	144,877
Total assets	12,097	1,529,986	15,954,342	549,261	18,045,686
Total liabilities	5,782,935	1,546,780	8,648,056	625,292	16,603,063

2021

	Parent Company £'000	Subsidiary £'000	MUFG £'000	Other related parties £'000	Total £'000
Income	11	8,164	78,877	3,575	90,627
Expenses	41,154	12,994	32,610	533	87,291
Total assets	6,997	857,128	14,430,972	405,653	15,700,750
Total liabilities	5,290,718	1,048,010	6,484,726	432,280	13,255,734

All related parties are wholly owned subsidiaries of MUFG, with the exception of Morgan Stanley Group companies, which are presented as 'Other Related Parties' due to their affiliate status with MUFG.

Transactions executed with related parties are entered into at market price on an arm's length basis considered to be materially in line with Japanese funding rates for similar institutions. No provisions have been made for doubtful debts in respect of the amounts owed by related parties.

Income includes fee allocations from the Equity and Structuring businesses which relate to the sourcing of Group orders and income for inter-regional note issuances, respectively. Expenses includes interest for subordinated loans and management fees paid to the parent company as well as fees paid for a keepwell and guarantees in place between MUS(EMEA), MUFG Bank and MUFG. The keepwell guarantee provided by MUFG Bank and MUFG covers unsecured liabilities external to the MUFG Group up to an \$8 billion limit. Total assets include the credit derivative, which is a MUFG Bank guarantee, referred to in Note 13.

There are no material related party transactions with key management, and persons connected with them, other than remuneration disclosed in Note 26.

Notes on Financial Statements (continued)

34 Group information

MUFG Securities EMEA plc is a private company incorporated in the England and Wales under the Companies Act 2006. The principal activities of the Company and the nature of the Company's operations are set out in the Strategic Report on pages 2 to 12. The address of the registered office is:

MUFG Securities EMEA plc
25 Ropemaker Street
London EC2Y 9AJ
United Kingdom

The address of the wholly owned subsidiary is:

MUFG Securities (Europe) N.V.
World Trade Center, Tower H, 11th floor
Zuidplein 98
1077 XV Amsterdam
The Netherlands

The Company's immediate parent undertaking is Mitsubishi UFJ Securities Holdings Co. Ltd., a company registered in Japan. The Company's ultimate parent company and ultimate controlling party is Mitsubishi UFJ Financial Group, incorporated in Japan.

The audited consolidated financial statements of Mitsubishi UFJ Securities Holdings Co., Ltd. are made available to the public annually and may be obtained from its registered office at:

Mitsubishi UFJ Securities Holdings Co., Ltd.
1-9-2, Oyemachi 1-chome
Chiyoda-ku
Tokyo 100-8127, Japan

35 Country by country reporting

Article 89 of CRD IV requires regulated entities to report on certain tax, financial and statistical data for each country in which they operate. The Company is a qualifying institution under the terms of CRD IV.

As the Company has elected to make use of the parent company exemption within IFRS 10, the preceding notes have been prepared on a company only basis, whereas the following disclosure is on a consolidated basis to comply with this directive.

Details of the subsidiaries and branches are as follows:

Country	Entity	Nature of activities
United Kingdom	MUFG Securities (EMEA) plc	Financial services
United Arab Emirates	MUFG Securities (EMEA) plc (Dubai Branch)	Financial services
Netherlands	MUFG Securities (Europe) N.V.	Financial services
France	MUFG Securities (Europe) N.V. (Paris Branch)	Financial services

	United Kingdom	United Arab Emirates	Netherlands	France
Average number of employees	669	3	15	31
Turnover (£'000)	421,439	2,849	11,317	22,389
Profit / (loss) before tax (£'000)	93,812	-	1,427	2,264
Corporation tax paid (£'000)	-	-	1,080	1,921

MUFG Securities EMEA plc

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