

Provident Financial plc
Basel II Pillar III transitional disclosures - December 2008



Provident Financial plc

BASEL II Pillar III transitional disclosures – December 2008

Contents

	<u>Page</u>
1. Introduction	1 – 2
2. Risk management objectives and policies	3 – 15
3. Capital adequacy	16 – 17

Provident Financial plc

BASEL II Pillar III transitional disclosures – December 2008

1. Introduction

1.1 Background

Provident Financial plc comprises two principal trading operations:

- The Consumer Credit Division (CCD) providing home credit and unsecured direct repayment loans to the non-standard UK consumer credit market; and
- Vanquis Bank which provides credit cards to the non-standard UK consumer credit market.

As a result of operating a Visa branded credit card, Vanquis Bank holds a banking licence and is therefore regulated by the Financial Services Authority (FSA). In its supervisory role, the FSA sets requirements relating to capital adequacy, liquidity management and large exposures. Vanquis Bank does not currently take deposits.

CCD operates under a number of consumer credit licences granted by the Office of Fair Trading but is not regulated by the FSA. However, the Provident Financial group, incorporating both CCD and Vanquis Bank, is the subject of consolidated supervision by the FSA by virtue of Provident Financial plc being the parent company of Vanquis Bank. The FSA set requirements for the consolidated group in respect of capital adequacy and large exposures but not in respect of liquidity.

1.2 BASEL II

The BASEL II regulatory framework is a revision to the existing BASEL I regulatory framework. The aim of BASEL II is to make regulatory capital requirements more risk sensitive and representative of risk management controls and procedures in place within firms.

The BASEL II framework has been implemented in the European Union via the Capital Requirements Directive (CRD). The group and Vanquis Bank adopted the CRD with effect from 1 January 2008. The CRD comprises three Pillars:

- Pillar I is the calculation of minimum regulatory capital requirements firms are required to keep for credit, market and operational risk.
- Pillar II requires an Internal Capital Adequacy Assessment Process (ICAAP) by firms to assess whether additional regulatory capital over and above Pillar I should be held based on the risks faced by a firm and the risk management processes in place. This is followed by a supervisory review process prior to the FSA setting firms their Individual Capital Guidance (ICG).
- Pillar III complements Pillars I and II and aims to encourage market discipline by developing a set of disclosure requirements which allows market participants to assess key pieces of information on a firm's capital, risk exposures and risk management processes.

Provident Financial plc

BASEL II Pillar III transitional disclosures – December 2008

1. Introduction (continued)

1.3 Basis of Pillar III transitional disclosures

In the first year of adopting the CRD, firms are required to produce transitional Pillar III disclosures incorporating qualitative disclosures only. In subsequent years, both qualitative and quantitative disclosures are required. As the group has adopted the CRD in 2008, these Pillar III disclosures represent the transitional qualitative disclosures.

The Pillar III disclosures in this report have been prepared for the Provident Financial group, incorporating Vanquis Bank.

These disclosures meet the Pillar III qualitative disclosure requirements and comprise:

- A statement regarding the risk management objectives of the group;
- An overview of the group's internal control and risk management framework;
- An explanation of the key categories of risks faced by the group and how the risks are managed; and
- A description of the calculation of capital adequacy for the group under BASEL II and how regulatory capital is monitored within the group.

The Pillar III transitional disclosures were approved by the Board of Directors (the Board) for publication on 11 December 2008.

1.4 Pillar III disclosure policy

Frequency of disclosures

The full Pillar III disclosures, incorporating both qualitative and quantitative information, will be made on an annual basis from 2009. All disclosures will be made using the group's year end date of 31 December and will be published by 30 April. More frequent disclosures will be made if there is a material change in the nature of the group's risk profile during a year.

The 2009 disclosures will be available by 30 April 2009 following production of the group's 2008 Annual report and Financial Statements.

Media and location of Pillar III disclosures

The Pillar III disclosures will be published on the group's corporate website (www.providentfinancial.com).

Board approval

The group's Pillar III disclosure policies were approved by the Board on 19 June 2008.

Provident Financial plc

BASEL II Pillar III transitional disclosures – December 2008

2. Risk management objectives and policies

2.1 Risk management objectives

The risk management objective of the Board is to maintain an effective internal control and risk management framework to prudently manage the risks that arise from the group's operations and maintain a sufficient level of regulatory capital in excess of the minimum regulatory capital requirement set by the FSA.

2.2 ICAAP

In accordance with the CRD, the group is required to produce an ICAAP on an annual basis or more frequently if there is a material change in the nature, trading status or risk profile of the group. The ICAAP allows the Board to assess whether the group's risk management objective is being met.

The key output of the ICAAP is a document which:

- considers the adequacy of the group's internal control and risk management framework; and
- assesses the risks faced by the group and, in light of the internal control and risk management framework in place, ascertains the level of regulatory capital that should be held to cover those risks.

The group's first ICAAP was approved by the Board and submitted to the FSA for review in September 2007 in order for the FSA to set the group's Individual Capital Guidance (ICG) under the CRD.

Since adoption of the CRD on 1 January 2008, the group has been monitoring its regulatory capital against an interim ICG set by the FSA prior to the FSA setting the final ICG.

The ICAAP has now been embedded into the group's risk management framework. In achieving this, the group's risk registers have been updated to ensure each of the group's risks is allocated into the FSA risk categories. In addition, estimates are made of the level of regulatory capital, if any, that should be held against each risk and then, after aggregating these amounts, this total is compared to the group's regulatory capital requirement as set by the FSA and the group's actual level of regulatory capital. On an annual basis, or more frequently if required, the group's ICAAP document is updated and approved by the Board.

Sections 2.3 and 2.4 of this report set out:

- the key features of the group's internal control and risk management framework that are assessed as part of the ICAAP; and
- the key risks faced by the group which are considered within the ICAAP to assess the overall level of regulatory capital required to be held by the group after taking account of the adequacy of the group's internal control and risk management framework.

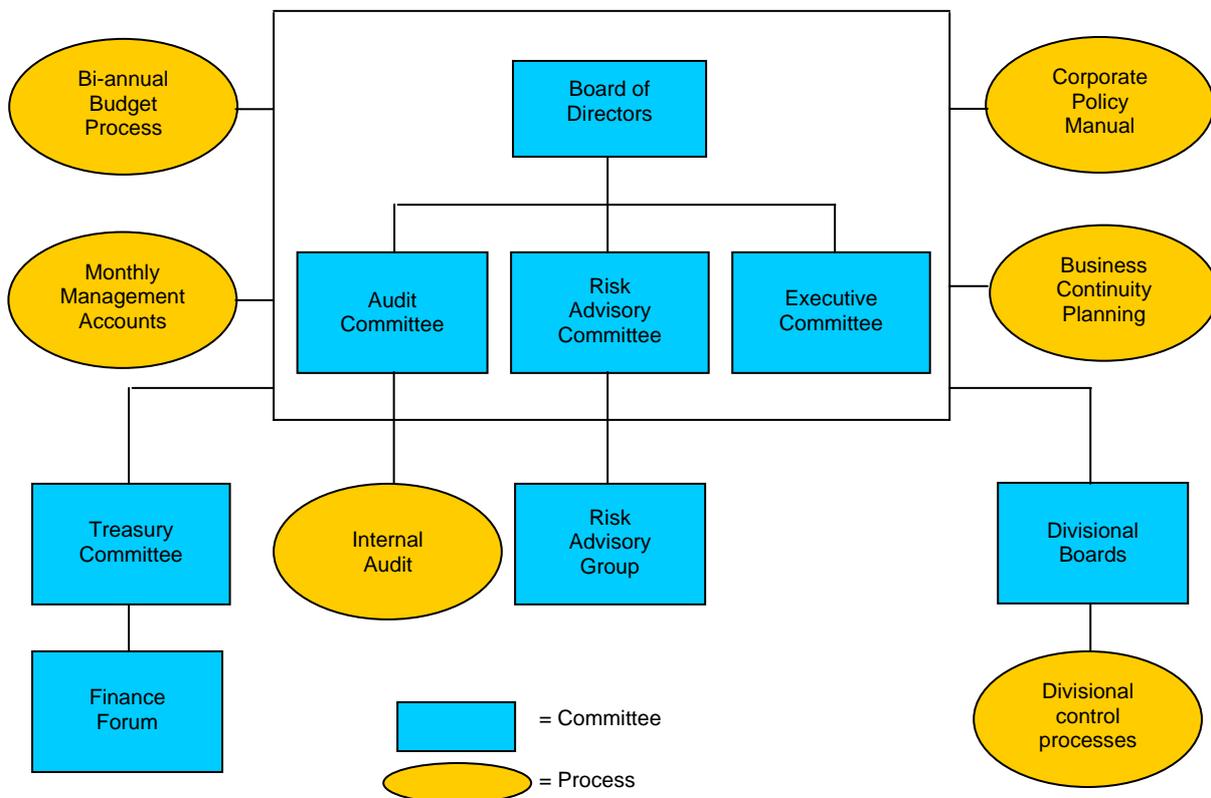
Provident Financial plc

BASEL II Pillar III transitional disclosures – December 2008

2. Risk management objectives and policies (continued)

2.3 Internal control and risk management framework

The overall group internal control and risk management framework is the responsibility of the Board. Certain responsibilities in respect of internal control and risk management are delegated to various sub-committees who report directly to the Board. The Board and its committees are supported by various policies, procedures and reporting mechanisms as set out in the following chart:



The group's risk appetite is defined by the policies, controls and approval limits determined within the internal control and risk management framework. This ensures that the group has an effective system of internal control and risk management to manage the group prudently within its regulatory capital requirements and to mitigate the potential for material financial loss to the business. Taking each of the above control mechanisms in turn:

Board of Directors

The Board is responsible for the group's overall system of internal control and for reviewing its effectiveness. The Board comprises three Executive Directors, three Non-Executive Directors and a Non-executive Chairman and normally meets eight times a year including an annual three day planning conference. The Board delegates authority to a number of formal sub-committees including the Audit Committee, the Risk Advisory Committee and the Executive Committee.

Provident Financial plc

BASEL II Pillar III transitional disclosures – December 2008

2. Risk management objectives and policies (continued)

Audit Committee

The Audit Committee comprises the Non-Executive Directors. The Finance Director, Head of Audit & Risk, Group Financial Controller and the external audit partner from PricewaterhouseCoopers normally attend all meetings by invitation. The Audit Committee meets three times a year and is responsible for monitoring group-wide internal financial controls, appointment and appraisal of the external auditors, agreeing the internal audit plan each year, reviewing the reports produced by internal audit and reviewing the group's whistle-blowing policy. The Audit Committee also reviews the financial statements, interim reports and preliminary announcements of the group including any significant accounting judgements made in preparing them.

Internal audit

The group's internal audit function has historically been outsourced to Ernst & Young. With effect from 1 January 2009, the group's internal audit function will be undertaken by an in-house team headed up by the Head of Audit & Risk.

An annual programme of work is established and approved by the Audit Committee which targets and reports on higher risk areas as identified by the group's key risk registers. Board and Audit Committee papers include a summary of the results and recommendations from each internal audit review and a follow-up of previously reported recommendations.

Risk Advisory Committee (RAC)

The group's risk management framework is managed by the RAC on behalf of the Board. The RAC comprises the three Non-Executive Directors and the Finance Director. It keeps the group's risk registers under review, considers the most important risks facing the group and is responsible for approving the group's ICAAP prior to submission to the Board. The RAC meets twice a year and delegates a number of responsibilities to the Risk Advisory Group (RAG).

Risk Advisory Group (RAG)

The RAG comprises the Executive Directors, the Company Secretary, the Head of Audit & Risk and the Group Financial Controller. The RAG formally meets twice a year and considers the extent and nature of the risks facing the group, the extent and categories of risk which are acceptable to bear, the likelihood of the risk materialising, the group's ability to mitigate any risk, and the costs of operating particular controls relative to the benefits obtained. It also reviews the risk registers prepared by the divisional Risk Committees twice a year, challenging and making changes where appropriate. In addition, it has primary responsibility for producing the ICAAP. It submits a schedule of key risks, divisional key risk registers and the ICAAP to the RAC for review and approval.

Executive Committee

The Executive Committee comprises the three Executive Directors and is chaired by the Chief Executive. The committee normally meets at least once a week, and more frequently as required, and deals with matters relating to the general running of the group. These matters include monitoring the weekly performance of the group's businesses, approving capital expenditure projects and long term contracts subject to certain limits, approving treasury related transactions and annually reviewing corporate policies and accounting policies.

Provident Financial plc

BASEL II Pillar III transitional disclosures – December 2008

2. Risk management objectives and policies (continued)

Treasury Committee

The Treasury Committee is chaired by the Finance Director and comprises the key heads of finance, treasury, tax and legal within the group. The Treasury Committee manages the treasury activities of the group and meets at least six times a year. The Treasury Committee is not a formal sub-committee of the Board but it regularly reports to the Board on compliance with treasury policies and other treasury matters. The Treasury Committee is also responsible for monitoring the group's capital adequacy and liquidity positions.

Finance Forum

The Finance Forum is chaired by the Finance Director and comprises the key heads of finance, treasury, tax and legal within the group. The role of the Finance Forum is to monitor and discuss accounting and internal control issues, trading performance, tax and investor relations matters. The Finance Forum meets at least six times a year in conjunction with the Treasury Committee.

Divisional Boards

The group has two divisional Boards; CCD and Vanquis Bank. Each divisional Board is responsible for the day-to-day operations of their division. The divisional Boards have implemented various controls to mitigate the risks specific to their business.

Divisional control processes

The divisions have a number of important controls to manage risk.

CCD

In addition to the control from the divisional Board and those group-wide controls set out above, the most significant divisional controls within CCD are as follows:

- *Project Governance* – A governance framework to oversee significant business projects undertaken by CCD.
- *Risk Committee* – Responsible for the management and reporting of risk within CCD and for updating the divisional risk register on at least a quarterly basis.
- *Credit Committee* – Implements credit policy and monitors credit performance.
- *Field security* – A dedicated department involved in the detection of fraud in the field operations of CCD.
- *Compliance function* – Responsible for assessing compliance with laws and regulations within CCD.
- *Hierarchy of field structure* – Well-established hierarchical structure to manage and control the field workforce of CCD.

Vanquis Bank

As a regulated entity with a banking license, Vanquis Bank replicates a number of the internal control and risk management processes typically only held at a group level in many organisations. In addition to the group-wide controls set out above, the most significant controls within Vanquis Bank are as follows:

Provident Financial plc

BASEL II Pillar III transitional disclosures – December 2008

2. Risk management objectives and policies (continued)

- *Project Governance* – An Executive sign-off committee to oversee project justification and execution.
- *Audit Committee* – Separate from the group Audit Committee, the Vanquis Bank Audit Committee is chaired by an independent Non-Executive Director.
- *Risk Committee* – Responsible for the management and reporting of risk within Vanquis Bank and for updating the divisional risk register on at least a quarterly basis.
- *Credit Committee* – Implements credit policy and monitors credit performance within Vanquis Bank.
- *Risk identification and controls self assessment framework* – Ongoing self assessment of control effectiveness against identified risks facing each business area within Vanquis Bank.
- *TCF Committee* – Responsible for embedding Treating Customers Fairly within Vanquis Bank.
- *Compliance function* – Responsible for assessing compliance with laws and regulations within Vanquis Bank.
- *In-house reviews* – A specific Vanquis Bank internal audit function which supplements the work of group internal audit.
- *Early warning bulletin* – A pre-determined process to escalate potential business issues throughout Vanquis Bank.

Bi-annual budget process

Each division produces a formal budget in November each year covering the current year out-turn, the budget for the following year and the forecast for the four subsequent years. The budgets are fully aligned to the group's strategy. Each division presents its budget to the Executive Directors before the budgets are consolidated and submitted to the Board for approval at the December Board meeting. A formal budget update is performed in May of the following year which is again approved by the Board.

Monthly management accounts

Monthly management accounts are prepared comparing actual trading results by division to budget and the prior year. Capital adequacy, funding and economic trends are also reported monthly. A rolling forecast of the full year out-turn is produced as part of the management accounts pack. Management accounts are distributed to the Executive Directors and senior members of the management team on a monthly basis and are distributed to the Board for each Board meeting.

Corporate Policy Manual

The group has a Corporate Policy Manual setting out authority levels within the group. The Corporate Policy Manual is distributed to each divisional Board and each divisional Board is required to confirm compliance with these policies annually and outline any areas of non-compliance during the year.

Business Continuity Planning

Each division is responsible for preparing, maintaining and testing its own business continuity plans and ensuring that their plans are fit for purpose within the framework and strategy agreed by the RAG.

Provident Financial plc

BASEL II Pillar III transitional disclosures – December 2008

2. Risk management objectives and policies (continued)

2.4 Key risks faced by the group

In the course of its business, the group is exposed to a wide range of risks. For the purposes of producing the ICAAP, the group's risks are categorised into the FSA's GENPRU 1.2.30 risk classes as follows:

Pillar I risks:

- credit risk;
- operational risk; and
- market risk.

Pillar II risks:

- tax risk;
- liquidity risk;
- interest rate risk;
- foreign exchange risk;
- business risk;
- reputational risk;
- regulatory risk;
- concentration risk; and
- pension risk.

The definition of these risks and the associated controls and procedures in place to mitigate the risks are as follows:

2.4.1 Credit risk

Credit risk is the risk that the group will suffer loss in the event of a default by a customer or bank counterparty. A default occurs when the customer or bank fails to honour repayments as they fall due.

CCD

CCD has two lending portfolios: Home Credit and Real Personal Finance (RPF).

Credit risk management for CCD is the responsibility of the CCD Credit Committee. The CCD Credit Committee comprises the CCD Board and the Head of Credit Management and is responsible for approving product criteria and pricing. All changes to lending policy must be approved by the CCD Credit Committee, which meets at least bi-monthly.

Credit Risk is managed using a combination of lending policy criteria, credit scoring (including behavioural scoring), policy rules, individual lending approval limits, central underwriting, and a home visit to make a decision on applications for credit.

Provident Financial plc

BASEL II Pillar III transitional disclosures – December 2008

2. Risk management objectives and policies (continued)

The Home Credit business is uniquely placed to manage impairment through challenging economic conditions. The loans offered by Home Credit are short-term, typically a contractual period of around a year, with an average value of less than £500. The loans are underwritten in the home by an agent with emphasis placed on any previous lending experience with the customer and the Home Credit agent's assessment of the credit risk based on a completed application form and the home visit. Once a loan has been made, the agent visits the customer weekly to collect the weekly payment. The agent is well placed to identify signs of strain on a customer's income and can moderate lending accordingly. Equally, the regular contact and professional relationship that the agent has with the customer allows them to manage customers' repayments effectively even when the household budget is tight. This can be in the form of taking part payments, allowing missed payments or restructuring the debt in order to maximise cash collections.

Importantly, agents are remunerated for what they collect and not what they lend so their primary focus is on ensuring loans are affordable at the point of issue and then on collecting cash. Affordability is reassessed by the agent each time an existing customer is re-served, or not as the case may be. This normally takes place within twelve months of the previous loan because of the short-term nature of the product.

Like Home Credit, the underwriting of loans within RPF is performed in the home by a Personal Finance Manager. The emphasis is placed on employment and residential history, credit bureau reports, bank statements, salary slips, disposable income calculations, and the home visit. Average loans sizes are typically £1,800 repayable monthly via direct debit over a two year period.

Behavioural scoring is used in Home Credit to support further lending decisions. An assessment of the credit risk of the customer is determined, based on the performance of the customer over the past 30 weeks. This risk assessment is used to set a lending limit for each customer (which could be zero). The Home Credit agent will combine their knowledge of the customer with the information from the behavioural scoring system.

Arrears management within both Home Credit and RPF is a combination of central letters, central telephony, and field activity undertaken by field management. This will often involve a home visit to discuss the customer's reasons for non-payment and to agree a resolution.

Comprehensive weekly and monthly monitoring is undertaken by two departments: Credit Management and Portfolio Analysis & Forecasting. Monitoring occurs at both the product portfolio level and at field management level. Any significant departures from expected performance, together with the reason for departure, are reported to the CCD Credit Committee for it to take the appropriate action.

Vanquis Bank

Oversight of Vanquis Bank credit risk is managed by the Vanquis Bank Credit Committee. The Vanquis Bank Credit Committee comprises the Managing Director, Commercial Director and the Directors of Finance, Credit and Operations and meets at least quarterly. The Committee manages all credit risks of Vanquis Bank, specifically to ensure that the approach to lending is within sound risk and financial parameters and that key metrics are reviewed to ensure compliance to policy.

Provident Financial plc

BASEL II Pillar III transitional disclosures – December 2008

2. Risk management objectives and policies (continued)

A customer's risk profile and credit line is evaluated at the point of application and at various times during the agreement. Credit lines can go up as well as down according to the point in time risk assessment. Initial credit limits are low, typically £250.

Vanquis Bank has developed a set of scorecards and policy rules to assess an individual's default risk and their ability to manage a specific credit line. The scorecards have been developed using actual payment performance history of customers, and are a reflection of the applicant's likely default risk.

For applications from new customers, the scorecards incorporate data from the applicant, such as income and employment, and data from external credit bureaus. The credit bureau reports a history of the applicant's payment performance with other lenders' credit products. This data is combined to provide an overall assessment of risk.

For existing customers, the scorecards also incorporate data on actual payment performance and product utilisation with Vanquis Bank and take data from an external credit bureau each month to refresh customers' payment performance position with other lenders. As a result, the customer's latest performance across all their UK lending is incorporated into credit line management decisions each month.

Arrears management is a combination of central letters, inbound and outbound telephony and outsourced Debt Collection Agency activities. Vanquis Bank attempts to make contact with the customer to discuss the reasons for non-payment and specific strategies are employed to support the customer in recovering to a good standing.

Comprehensive daily and monthly monitoring of portfolio KPIs is undertaken. Any significant departures from expected performance, together with the reason for departure, are reported to the divisional Board and the Vanquis Bank Credit Committee to take the appropriate action.

Bank counterparties

Counterparty credit risk arises as a result of cash deposits placed with banks and the use of derivative financial instruments with banks and other financial institutions which are used to hedge interest rate risk (see also 2.4.6) and foreign exchange risk (see also 2.4.7).

Counterparty credit risk is managed by the group's Treasury Committee and is governed by a Board approved counterparty policy which ensures that the group's cash deposits and derivative financial instruments are only made with high quality counterparties with the level of permitted exposure to a counterparty firmly linked to the strength of its credit rating. In addition, there is a maximum exposure limit for all institutions, regardless of credit rating. This is linked to the group's regulatory capital base and is in line with the group's regulatory reporting requirements on large exposures to the FSA.

Provident Financial plc

BASEL II Pillar III transitional disclosures – December 2008

2. Risk management objectives and policies (continued)

2.4.2 Operational risk

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

The group manages operational risk as part of the risk management process which is overseen by the RAC. Each division has the responsibility for putting in place appropriate controls to mitigate operational and other risks. Both CCD and Vanquis Bank operate their own risk functions whose responsibility it is to monitor operational risks at a divisional level, monitor the controls in place to mitigate those risks and determine the likelihood, value and impact of the risks. Regular reporting of all risks, including operational risk, is presented to the divisional boards at least quarterly and to the RAG on a twice yearly basis by means of updated risk registers.

The principal operational risks and the key controls in place to mitigate those risks are as follows:

- **IT systems** - Like any other financial services organisation, the group's divisions rely on the effective and efficient use of IT systems. IT is managed on a divisional basis by experienced management teams with the use of third party contractors and consultants where necessary.

The group has disaster recovery procedures and policies in place which are designed to allow the group to continue trading in the event of such a disaster. These policies and procedures are tested on a regular basis.

Significant changes to IT systems are managed by dedicated project teams in each division. This ensures that specialist resource is utilised to plan, test and deliver new systems enabling other resources to continue with business as usual activities.

- **Health and safety** - The health and safety of employees and agents is a key concern for the group. As a result, the group invests a considerable amount of time ensuring both staff and agents are safety conscious.
- **Fraud** - The group can be the subject of fraud by customers, employees and agents. Both CCD and Vanquis Bank operate specific departments to identify, investigate and report on fraudulent activity. Fraud reports are presented to the divisional boards and the group Audit Committee.
- **Recruiting and retaining highly skilled management and staff** – The group is dependant on the Executive Directors and the senior management team to deliver the group's strategy. The group maintains effective recruitment, retention and succession planning strategies and monitors remuneration and incentive structures to ensure that they are appropriate and competitive. The group also ensures that there are training and development opportunities and effective staff communication throughout the business.

In addition to the above mitigating controls, the group also maintains a range of insurance policies to cover eventualities such as business interruption, loss of IT systems and crime.

Provident Financial plc

BASEL II Pillar III transitional disclosures – December 2008

2. Risk management objectives and policies (continued)

2.4.3 Market risk

Market risk under Pillar I is the risk of loss due to adverse market movements caused by active trading positions taken in interest rates, foreign exchange markets, bonds and equities.

The group is not authorised to undertake position taking or trading books of this type and therefore does not do so. Accordingly, the group is not subject to market risk under Pillar I.

The market risk associated with interest rate risk on the group's borrowings and foreign exchange risk within the group's operations is assessed within Pillar II and is discussed further in sections 2.4.6 and 2.4.7 respectively.

2.4.4 Tax risk

Tax risk is the risk of loss arising from changes in tax legislation or practice.

The group's overall tax risks are managed by an experienced in-house tax team who are responsible for managing the group's tax affairs. In addition, advice from external professional advisors is sought for all material transactions and, where possible, tax treatments are agreed in advance with any relevant authorities.

2.4.5 Liquidity risk

Liquidity risk is the risk that the group will have insufficient liquid resources available to fulfil its operational plans and/or meet its financial obligations as they fall due.

Liquidity risk is managed daily by the group's centralised treasury department through monitoring of expected cash flows in accordance with a Board approved group funding and liquidity policy. This process is monitored regularly by the Treasury Committee.

The group's funding and liquidity policy is designed to ensure that the group is able to continue to fund the growth of the business through its existing borrowing facilities. The group therefore maintains committed borrowing facilities in excess of expected borrowing requirements to ensure a significant and continuing headroom above forecast requirements at all times for at least the following 12 months. In determining the forecast borrowing requirement, attention is paid to the currently undrawn credit lines granted by Vanquis Bank.

The group is less exposed than mainstream lenders to liquidity risk as the loans issued by the Home Credit business, the group's largest business, are of a short-term duration (typically of around one year) whereas the group's borrowing facilities typically extend over a number of years.

Provident Financial plc

BASEL II Pillar III transitional disclosures – December 2008

2. Risk management objectives and policies (continued)

2.4.6 Interest rate risk

Interest rate risk is the risk that a change in external interest rates leads to an increase in the group's cost of borrowing.

The group's interest cost is a relatively small part of the group's cost base, representing only 7.5% of total costs in the year ended 31 December 2007.

The group's exposure to movements in interest rates is monitored by the Treasury Committee and is governed by a Board approved interest rate hedging policy, which forms part of the group's treasury policies.

The group seeks to limit the net exposure to changes in sterling interest rates. This is achieved through a combination of issuing fixed rate debt and by the use of derivative financial instruments such as interest rate swaps.

2.4.7 Foreign exchange risk

Foreign exchange risk is the risk that a change in foreign currency exchange rates leads to a reduction in profits or equity.

The group's exposure to movements in foreign exchange rates is monitored by the Treasury Committee and is governed by a Board approved currency risk management policy which forms part of the group's treasury policies.

The group's exposures to foreign exchange risk arise solely from (i) the issuance of US dollar loan notes, which are fully hedged into Sterling through the use of cross-currency swaps, and (ii) the Home Credit operations in the Republic of Ireland, which are hedged by matching euro denominated net assets with euro denominated borrowings as closely as possible.

2.4.8 Business risk

Business risk is the risk of loss arising from the failure of the group's strategy or management actions over the planning horizon.

The group has developed a clear strategy to grow the business by focusing on being the leading lender to the c.10 million people in the UK who make up the non-standard market. To deliver the strategy the group aims to grow its existing businesses in a controlled manner by developing new distribution channels; developing or acquiring new products and services to meet the changing needs of customers; and enhancing business processes to ensure that the group remains efficient and competitive.

The business risk associated with failure to deliver the group strategy is mitigated by a number of actions:

- The Board has an annual off-site planning conference to discuss strategy, performance and business opportunities.
- There is a dedicated Director of Corporate Strategy whose role is to develop corporate strategy, identify strategic opportunities and monitor the strategy and performance of direct, indirect and potential competitors and partners.

Provident Financial plc

BASEL II Pillar III transitional disclosures – December 2008

2. Risk management objectives and policies (continued)

- New products or processes are supported by a detailed business plan and are thoroughly tested and assessed prior to formal roll-out.
- Robust customer surveys performed by third parties are used regularly to assess customer demographics, attitudes and needs.
- There is wide ranging monitoring of competitor product offers, pricing levels and strategic and operational actions.
- There is a robust programme management function and process that oversees and controls major change efforts in the business to ensure that they align with strategic priorities.
- A thorough management accounts and budgeting process is in place to monitor actual performance against targets, including strategic and operational reporting.

2.4.9 Reputational risk

Reputational risk is the risk that an event or circumstance could adversely impact on the group's reputation including adverse publicity from the activities of legislators, pressure groups and the media.

Reputational risk is managed in a number of ways. At both group and a divisional level there are dedicated teams and established procedures for dealing with media issues. In addition, a pro-active communication programme to foster a better understanding of the group's products is co-ordinated at group level and is targeted at key opinion formers.

Both divisions regularly conduct customer satisfaction surveys to ensure that customer's needs are being met and that customers are satisfied with the service they are receiving. Customer satisfaction in both CCD and Vanquis Bank is very high. Continued investment in a group co-ordinated community programme helps to foster good relations with customers and the areas in which they live.

2.4.10 Regulatory risk

Regulatory risk is the risk of loss arising from a breach of existing regulation or regulatory changes in the markets within which the group operates.

The group's operations are subject to various forms of regulation in the UK and Republic of Ireland. These regulations are subject to continual modification which could adversely affect the group's operations if they are not effectively anticipated and responded to. Changes to legislation could include the introduction of interest rate caps, changes to regulations on doorstep lending, more stringent consumer credit legislation or changes in the employment status of CCD's self-employed agents.

In order to effectively manage the risk associated with changing regulation, the group has a central in-house legal team which ensures that the group's operations are compliant with current legislation and effectively manages the implementation of future changes to legislation. Expert third party legal advice is taken where necessary. In addition, the board and senior level management maintain a constructive level of dialogue with the regulators to ensure that the group's business is fully understood.

The group's in-house tax team together with the CCD human resources function work closely with external advisors to ensure that the self-employed status of agents is maintained.

Provident Financial plc

BASEL II Pillar III transitional disclosures – December 2008

2. Risk management objectives and policies (continued)

2.4.11 Concentration risk

Concentration risk is the risk arising from the lack of diversification in the group's business either geographical, demographic or by product.

The group's operations are concentrated wholly in the UK and Republic of Ireland in the non-standard consumer credit market which may indicate concentration risk. However, the group's customer base is well diversified throughout the UK and the Republic of Ireland and is not concentrated in a particular region. In addition, the group offers a number of different products within CCD in addition to the Vanquis Bank credit card to ensure that there is not an over reliance on a particular product. The introduction of RPF into the unsecured direct repayment loans market further diversifies the group's product range.

2.4.12 Pension risk

Pension risk is the risk that there may be insufficient assets to meet the liabilities of the group's defined benefit pension scheme.

The group operates a defined benefit pension scheme based on final salary. There is a risk that the liabilities within the scheme materially exceed the assets in the scheme due to changes in corporate bond yields, inflation, equity and bond returns and mortality rates.

In order to mitigate the pension risk, the defined benefit pension scheme was substantially closed to new members joining the group after 1 January 2003. All new employees joining the group after 1 January 2003 are invited to join a stakeholder pension plan into which the group typically contributes 8% of members' pensionable earnings, provided the employee contributes a minimum of 6%. The group has no investment or mortality risk in respect of the stakeholder pension plan. In addition, during 2006, new pension arrangements were incorporated into the group's defined benefit scheme which gave active members the choice of (i) paying higher contributions into the scheme and retaining final salary benefits or (ii) paying reduced contributions and joining the 'cash balance' section of the scheme. The aim of the new arrangements is to reduce the group's exposure to improving mortality rates. The scheme's investment strategy is to maintain a balance of assets between equities and bonds in order to reduce the risk of volatility in investment returns.

As at 30 June 2008 the group had a pension asset, calculated in accordance with IAS 19 'Employee Benefits', of £57.9m on its balance sheet. Given the existence of this net pension asset, the risk of significant deficits arising in the schemes is lower than it has been in previous years. The group, in conjunction with its advisors, continues to monitor investment strategy carefully.

Provident Financial plc

BASEL II Pillar III transitional disclosures – December 2008

3. Capital adequacy

3.1 Controls

As set out on page 3, the group's is currently assessing its regulatory capital against an interim ICG set by the FSA.

The group prudently manages its regulatory capital to ensure that it is always maintained at a sufficient level in excess of the ICG set by the FSA. The key controls in achieving this objective are:

- Monitoring the level of regulatory capital against the ICG on a monthly basis as part of the group management accounts;
- Producing a rolling forecast, as part of the management accounts, projecting regulatory capital against the ICG for the remainder of the financial year;
- As part of the budget and budget update process, forecasting regulatory capital for the following five years and comparing this to the group's ICG;
- Assessing the impact that strategic projects could have upon regulatory capital;
- Submitting regulatory capital reports to the FSA on a half-yearly basis;
- Assessing the appropriateness of the ICG as part of the group's ICAAP process, including stress and scenario testing, and reporting to the FSA if it is no longer considered to be appropriate.

3.2 Composition of regulatory capital

The group's regulatory capital currently comprises tier 1 and lower tier 2 capital.

Tier 1 regulatory capital represents the group's equity reserves, adjusted to exclude intangible assets, the group's pension asset (net of deferred tax) and fair value movements in respect of derivatives (net of deferred tax). As at 30 June 2008, the group's tier 1 regulatory capital can be reconciled to the group's equity shareholders' funds as follows:

	£m
Shareholders' funds as at 30 June 2008	280.3
Less intangible assets	(16.9)
Less pension asset	(57.9)
Add deferred tax on pension asset	16.2
Less fair value movements in respect of derivatives	(11.6)
Add deferred tax on derivative fair value movements	3.3
Tier 1 regulatory capital as at 30 June 2008	<u>213.4</u>

The group's lower tier 2 capital represents the £100m subordinated loan notes which are repayable in 2015 and redeemable by the company from 2010. These are hybrid instruments which have attributes of both debt and equity which, subject to certain criteria, allow the loan notes to qualify as eligible lower tier 2 capital. The criteria include the need for the loan notes to be long-term in nature, subordinated to all other borrowings and liabilities upon winding up of the company and not contain financial ratio covenants which may trigger early redemption by the note holders.

Provident Financial plc

BASEL II Pillar III transitional disclosures – December 2008

3. Capital adequacy (continued)

There are two further restrictions on the recognition of the subordinated loan notes as eligible lower tier 2 regulatory capital:

1. Lower tier 2 regulatory capital cannot exceed 50% of tier 1 capital. As an example, if tier 1 capital was £180m, only £90m of the £100m of the loan notes could be recognised as regulatory capital. Accordingly, when tier 1 capital is £200m or more, the full £100m of subordinated loan notes can be recognised as lower tier 2 regulatory capital (subject to 2 below).
2. Instruments such as the subordinated loan notes, which have more than 5 years until maturity are fully eligible (subject to 1 above) as lower tier 2 capital. However, when the loan notes have less than 5 years until maturity, the amount eligible for recognition as lower tier 2 capital reduces by 20% per annum for each year below 5 years. For example, when the loan notes have 3 years until maturity only £60m (60%) of the loan notes will be eligible as lower tier 2 capital.

As at 30 June 2008, the subordinated loan notes were not in excess of 50% of tier 1 capital and had 7 years until maturity. Accordingly, the full amount of the loan notes was eligible as lower tier 2 capital. The group's regulatory capital as at 30 June 2008 therefore comprised:

	£m
Tier 1 capital	213.4
Lower tier 2 capital – subordinated loan notes	<u>100.0</u>
Total regulatory capital as at 30 June 2008	<u><u>313.4</u></u>

3.3 Capital adequacy ratio

The ICG set by the FSA is expressed as a percentage of the minimum regulatory capital required under Pillar I of the CRD. In calculating the Pillar I minimum capital requirement, the group has adopted the standardised approach to credit risk and the alternative standardised approach to operational risk.

As at 30 June 2008, the group held 457% of the Pillar I minimum capital requirement. This was comfortably in excess of the interim ICG set by the FSA.