

Aviva Equity Release UK Limited

Registered in England and Wales No. 3286484

Annual Report and Financial Statements 2019



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Directors and officer

Directors

A R Darlington

S J Hayes

G R Neilson

L C Rix

S E Robinson

Officer – Company Secretary

Aviva Company Secretarial Services Limited

St Helen's

Undershaft

London

EC3P 3DQ

Independent Auditors

PricewaterhouseCoopers LLP

7 More London Riverside

London

SE1 2RT

Registered office

Aviva

Wellington Row

York

Yo90 1WR

Company number

Registered in England and Wales no. 3286484

Other information

Aviva Equity Release UK Limited ("the Company") is covered by the Financial Ombudsman Service and is authorised and regulated by the Financial Conduct Authority.

The Company is a member of the Aviva plc group of companies ("the Group")

Strategic report

The directors present their strategic report for the Company for the year ended 31 December 2019.

Review of the Company's business

Principal activities

The principal activity of the Company is the provision of lifetime mortgages. The products aim to fulfil the demand for additional personal finance in an environment of lower pensions provision and increased equity values tied up in property. The Directors consider that this strategy will continue unchanged into the foreseeable future.

The Company has continued to generate sales of lifetime mortgages through independent financial advisers and partnerships with other financial institutions. The Equity Release market had a challenging year, with prolonged Brexit uncertainty leading to potential customers delaying financial decisions, so the market remained stable at £3.9bn (2018: £3.9bn) following years of double digit growth. Despite this, Aviva grew its sales, advancing £774.6 million of loans in 2019 (2018: £734.1 million), with the majority of new mortgages completed during 2019 being sold to a fellow group undertaking.

Significant events

On 19th March 2019, the Board approved the roll forward of the £50m loan to Aviva Life & Pensions UK Limited at an interest rate of 45 bps above LIBOR. On 20 March 2020, the Company approved a proposal to roll this loan to 27 March 2021 at a rate of 130 bps

Financial position and performance

The financial position of the Company at 31 December 2019 is shown in the statement of financial position on page 18, with the results shown in the income statement on page 16 and the statement of cash flows on page 19.

Profit for the year is £43.6 million (2018: £22.3 million).

Shareholder equity has increased by £43.6 million (2018: increased by £22.3 million), reflecting the profit for the year.

Section s.172 Statement

We report here on how the Directors have discharged their duties under Section 172 of the Companies Act 2006.

The Board is responsible for monitoring and upholding the culture, values, standards, ethics, and reputation of the Company, and the Aviva Group, to ensure that the Board's obligations to shareholders and stakeholders are met. The Board monitors adherence to the Aviva Group business standards and compliance with local corporate governance requirements and is committed to acting if the business should fail to act in the manner the Board expects of them. The Company, as a wholly owned subsidiary of Aviva plc Group, is managed as part of its UK Life business.

For each matter which comes before the Board, stakeholders who may be affected are identified and their interests are carefully considered as part of the Board's decision-making process.

The Board is also focused on the wider social context within which the business operates, including those issues related to climate change which are of fundamental importance to the planet's well-being.

Culture

As the provider of vital financial services to millions of customers, Aviva seeks to earn customers' trust by acting with integrity and responsibility at all times. The Company looks to build relationships with all stakeholders based on openness and continuing dialogue.

Aviva's culture is shaped by clearly defined values to help ensure it does the right thing. Aviva values diversity and inclusivity in its workforce and beyond. The commitment Aviva makes to each customer extends to all stakeholders; that we are 'with you today, for a better tomorrow.' Throughout Aviva, we are proud that our people live by our core value of Caring More for our customers, for each other and for the communities we serve.

Key strategic decisions in 2019

In June 2019, Aviva announced that its life and general insurance businesses in the UK would be managed separately to enable stronger accountability and greater management focus. In November 2019, Aviva announced the outcome of a comprehensive strategic review of the business and Aviva's strategy which is to simplify Aviva into a leading international savings, retirement and insurance business.

Stakeholder Engagement

(i) Engagement with employees:

Aviva employees are formally employed by Aviva Employment Services Limited, which enables them to flexibly work within the Life business and undertake duties in or for a number of other Aviva Group companies. UK Life staff policies align to Aviva Group policies, and the engagement, and cascade of benefits, is operated centrally from Aviva Group. As per Aviva Group, the Company is committed to recruiting, training and retaining the best talent it can find. Aviva is proud to have been able to implement pioneering employee policies in some areas of employee benefits, including providing six months paid parental leave for all employees.

Aviva Group engagement mechanisms include employee forums, internal communication channels, and informal meetings with Directors and employee engagement surveys. The Aviva Group employee forum, the 'Evolution Council', (a diverse group of high calibre leaders from across the business which meets to discuss Aviva Group agenda items for upcoming Board meetings, and whose actions look to address issues identified, such as simplifying customer journeys), aims to provide an alternative lens looking at putting people & customers at the heart of everything we do.

Strategic report (continued)

UK Life Directors appear regularly on 'Uncut,' our global employee broadcast channel, where each episode includes time for employees to ask live and unscripted questions on any subject. The UK Life CEO will engage with employees directly through video blogs and emails to update them on strategy progress. Aviva carries out a comprehensive global employee engagement survey each year, and the results are considered in the context of Aviva's culture, values and behaviours and actions as created as appropriate.

The Board receives regular updates on Colleague engagement, including leadership and learning scores, diversity and recruitment. The Board consider carefully the importance of recruitment in the business to minimise the impact to employees during periods of change.

Aviva employees share in the business' success as shareholders through membership of global Aviva share plans.

(ii) Customers

The Board receives regular reporting on customer outcomes and strategic initiatives throughout the year

The Board closely monitors customer metrics and engages with the leadership team to understand the issues if performance does not meet our customers' expectations.

The Board works to ensure that they deliver fair value to customers.

(iii) Suppliers

All supplier related activity is managed in line with the Group Procurement & Outsourcing Business Standard. This ensures that supply risk is managed appropriately including in relation to customer outcomes, data security, corporate responsibility, financial, operational, contractual, and brand damage caused by inadequate oversight or supplier failure.

An important part of Aviva culture is the promotion of high legal, ethical, environmental and employee related standards within the business and also among Aviva suppliers. Before working with any new suppliers the Company provides them with the Aviva Supplier Code of Behaviour, and the Company's interaction with them is guided by Aviva's Business Code of Ethics.

The Board reviews the actions Aviva have taken to prevent modern slavery and associated practices in any part of Aviva's supply chain and approves a Modern Slavery Act statement each year.

In the UK, Aviva is a signatory of the Prompt Payment Code which sets standards for high payment practices. Aviva is a Living Wage employer in the UK, and Aviva's supplier contracts include a commitment to paying eligible employees not less than the Living Wage in respect of work provided to Aviva at our premises in the UK.

The Directors are involved in the management of the most critical or important suppliers

(iv) Communities

The investment beliefs for UK Life funds are regularly reviewed to support responsible investment strategy and decision making, taking into account Environmental, Social and Government aspects in consideration of our investment communities.

UK Life pro-actively supports Wellbeing@Aviva, a health and wellbeing proposition for UK employees, providing products, improved policies and better support to enhance our employees mental, physical, community & financial wellbeing. With a focus on prevention and early intervention of illness, Wellbeing@Aviva utilises a dynamic group of 'Health Hero's' across our sites to promote physical, mental and community wellbeing. This has led to Aviva employees creating of a number of internal communities to enable colleagues connect over activities they are passionate about.

Aviva Group have established six global employee resource groups, called the Aviva Communities, to help drive more diversity & inclusivity throughout the organisation to ensure everyone can have a fair voice at Aviva.

Aviva Group actively encourage and support colleagues to volunteer in their communities, providing 21 hours of paid volunteering time to make a positive impact and help build stronger communities.

(v) Shareholders

The Company's ultimate shareholder is Aviva plc and the Company's immediate shareholder is Aviva Life & Pensions UK Limited. Any matters requiring escalation are escalated by the Board through the Chairman to its parent.

(vi) Regulators

During early 2019, a review of the UK operating model concluded that the most effective structure was to split the UK Insurance business to a UK Life and Pensions business, and a General Insurance business. The Financial Conduct Authority (the FCA) was engaged throughout the decision-making process and as the organisation design was implemented.

The Board and Management have regular communications with the FCA regarding a number of ongoing improvements.

Future outlook

Strategies for the Group as a whole are determined by the Board of Aviva plc and these are shown in the Group 2019 Annual Report and Accounts. The Company will work with the Group to support the implementation of these strategies.

The market remains challenging with aggressive competition and uncertain economic times. Competitiveness in the market will continue to be strong, with new providers anticipated to join the market during the year, and as some distribution firms continue to look to provide all stages of the value chain in-house, potentially reducing market choice for customers.

Strategic report (continued)**Principal risks and uncertainties**

A description of the principal risks and uncertainties facing the Company and the Company's risk management policies are set out in note 23 to the financial statements.

Risk factors beyond the Company's control that could cause actual results to differ materially from those estimated include, but are not limited to:

- Market risk is the risk of loss or adverse change in the financial situation (including the value of assets, liabilities and income) resulting, directly or indirectly, from fluctuations in the level or the volatility of market variables, such as interest rates and property prices.
- Credit risk is the risk of adverse financial impact resulting from fluctuations in credit quality of third parties including default, rating transition and credit spread movements.
- Liquidity risk is the risk that liabilities cannot be met in a timely and cost-effective manner as they fall due.
- Operational risk is the risk of loss arising from inadequate or failed internal processes, personnel or systems, or from external events.
- The Company operates in a complex legislative environment and may be impacted by changes in legislation.

The company uses a number of metrics to identify, measure, manage, monitor and report risks and a fuller explanation of these risks other than operational risk may be found in note 23 to the financial statements.

On 11 March 2020, the World Health Organization declared the outbreak of a strain of novel coronavirus disease, COVID-19, a global pandemic. Governments in affected areas have imposed a number of measures designed to contain the outbreak, including business closures, travel restrictions, stay at home orders and cancellations of gatherings and events. The spread of COVID-19 has resulted in an economic downturn in the UK, as well as causing increased volatility and declines in financial markets. If the pandemic is prolonged, or further diseases emerge that give rise to similar effects, the adverse impact on the UK economy could be deepened and result in further declines in financial markets.

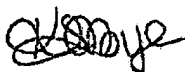
Since the onset of the pandemic the Company has remained operational, with key activities such as cash payments and transaction processing being maintained, IT systems remaining operational, and employees including frontline customer facing staff being supported to ensure that that we were there to support our customers when they need us most. As the situation is rapidly evolving it is not practicable to quantify the potential financial impact of the outbreak on property prices, mortality rates or the Company at this stage. The company continues to maintain strong solvency levels and expects to continue to meet its capital requirements.

Key performance indicators

The directors consider that the Company's key performance indicators (KPIs) that communicate the financial performance are as follows:

Measure	2019	2018
	£m	£m
Income	146.5	122.1
Profit for the year	43.6	22.3
New mortgage lending	774.6	734.1

By order of the Board on 24 April 2020



For and on behalf of Aviva Company Secretarial Services Limited
Company Secretary

Directors' report

The directors submit their annual report and the audited financial statements for the Company for the year ended 31 December 2019.

Directors

The names of the current directors of the Company are shown on page 3.

Details of Board appointments and resignations during the year and since the year end are shown below:

S R Marsden	Resigned 6 January 2020
G R Neilson	Appointed 7 January 2020
A R Darlington	Appointed 7 February 2020
M J Muir	Resigned 24 March 2020

Company Secretary

The name of the company secretary of the Company is shown on page 3.

Dividends

No interim dividend was paid in 2019 (2018: £nil). The Directors do not recommend the payment of a final dividend for the year (2018: £nil).

Going concern

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, which includes a section describing the principal risks and uncertainties on page 6. In addition, the financial statements include notes on: the Company's borrowings (note 17); its contingent liabilities and other risk factors (note 19); its capital structure (note 22); management of its risks including market, credit and liquidity risk (note 23); and derivative financial instruments and hedging (note 24).

The Company and its ultimate holding company, Aviva plc, have considerable financial resources together with a diversified business model, with a spread of businesses and geographical reach. The directors believe that the Company is well placed to manage its business risks successfully.

After making enquiries, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for a period of at least twelve months from the date of approval of the financial statements. For this reason, they continue to adopt, and to consider appropriate, the going concern basis in preparing the financial statements.

Future outlook

Likely future developments in the business of the Company are discussed in the strategic report on page 5.

Stakeholder Engagement

Our statements summarising our employee engagement, and our engagement with suppliers, customers and our other stakeholders are included in our Strategic report on pages 4 and 5.

Financial instruments

The Company uses financial instruments to manage certain types of risks, including to those relating to credit, cash flow, liquidity, interest rates and property prices. Details of the objectives and management of these instruments are contained in note 23 on risk management.

Employees

All staff are employed by a fellow subsidiary undertaking of Aviva plc, Aviva Employment Services Limited, who make a management charge for the provision of services including provision of staff to the Company. It is not possible to ascertain separately the element of the management charge that relates to staff costs. Disclosures relating to employee remuneration and the average number of persons employed are made in the financial statements of Aviva Employment Services Limited.

Disclosure of information to the auditors

In accordance with section 418 of the Companies Act 2006, the directors in office at the date of approval of this report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's External Auditor, PricewaterhouseCoopers LLP, is unaware and each director has taken all steps that ought to have been taken as a director in order to make themselves aware of any relevant audit information and to establish that PricewaterhouseCoopers LLP is aware of that information.

Independent auditors

It is the intention of the directors to reappoint the auditors, PricewaterhouseCoopers LLP, under the deemed appointment rules of section 487 of the Companies Act 2006.

Qualifying indemnity provisions

In 2004, Aviva plc, the Company's ultimate parent, granted an indemnity to the directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 1985, which continue to apply in relation to any provision made before 1 October 2007. This indemnity is a "qualifying third party indemnity" for the purposes of section 309A to section 309C of the Companies Act 1985. These qualifying third party indemnity provisions remain in force as at the date of approving the directors' report by virtue of paragraph 15, Schedule 3 of The Companies Act 2006 (Commencement No. 3, Consequential Amendments, Transitional Provisions and Savings) Order 2007.

Directors' report (continued)

The directors also have the benefit of the indemnity provision contained in the Company's articles of association, subject to the conditions set out in the Companies Act 2006. This is a "qualifying third party indemnity" provision as defined by section 234 of the Companies Act 2006.

Statement of directors' responsibilities

The directors are responsible for preparing the strategic report, 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 prepared the financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union. 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, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make reasonable and prudent judgements and accounting estimates;
- state whether applicable IFRSs as adopted by the European Union and IFRSs issued by IASB have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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.

By order of the Board on 24 April 2020



For and on behalf of Aviva Company Secretarial Services Limited
Company Secretary

Independent auditors' report

Independent auditors' report to the members of Aviva Equity Release UK Limited

Report on the audit of the financial statements

Opinion

In our opinion, Aviva Equity Release UK Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2019 and of its profit and cash flows for the year then ended;
- have been properly prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements 2019 (the "Annual Report"), which comprise: the statement of financial position as at 31 December 2019; the income statement, the statement of changes in equity, the statement of cash flows for the year then ended; the accounting policies; and the notes to the financial statements.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, 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 audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. 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 based on these responsibilities.

With respect to the Strategic Report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Strategic Report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the year ended 31 December 2019 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of Directors' responsibilities, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal

Directors' report (continued)

control as they 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.

Auditors' 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 auditors' 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/auditors-responsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

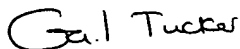
Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.



Gail Tucker (Senior Statutory Auditor)

for and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

London

24 April 2020

Accounting policies

The Company, a limited company incorporated and domiciled in the United Kingdom (UK), is a provider of lifetime mortgage products.

The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied to all years presented, unless otherwise stated.

(A) Basis of preparation

The financial statements of the Company have been prepared and approved by the directors in accordance with International Financial Reporting Standards (IFRSs) as endorsed by the European Union (EU), and those parts of the Companies Act 2006 applicable to those reporting under IFRS. The financial statements have been prepared under the historical cost convention, except for mortgage loans and those financial instruments and financial liabilities (including derivative instruments) at fair value through profit and loss.

The financial statements have been prepared on the going concern basis as explained in the Directors' report on page 7.

The financial statements are stated in sterling, which is the Company's functional and presentation currency. Unless otherwise noted, the amounts shown in these financial statements are in millions of pounds sterling ("£m").

New standards, amendments to published standards and interpretations that have been adopted by the Company

The following new standards, amendments to existing standards and International Financial Reporting Interpretations Committee ("IFRIC") interpretations have been issued and endorsed by the EU, are effective from 1 January 2019 or earlier, and do not have a significant impact on the Company's financial statements:

- (i) **IFRS 16, Leases**
In January 2016, the IASB published IFRS 16 Leases, which has replaced IAS 17 Leases. IFRS 16 introduces a definition of a lease with a single lessee accounting model eliminating the classification of either operating or finance leases. Lessees will be required to account for all leases in a similar manner to the current finance lease accounting, recognising lease assets and liabilities on the statement of financial position. Lessor accounting remains similar to current practice.
- (ii) **IFRIC 23, Uncertainty over Income Tax Treatments**
In June 2017, the International Accounting Standards Board ("IASB") published IFRIC 23, Uncertainty over Income Tax Treatments. The standard is effective for annual reporting beginning on or after 1 January 2019.
- (iii) **Amendments to IAS 19, Plan Amendment, Curtailment or Settlement**
In February 2018, the IASB published Plan Amendment, Curtailment or Settlement (Amendments to IAS 19). The amendments are effective for annual reporting beginning on or after 1 January 2019.
- (iv) **Amendments to IAS 28, Long-term Interests in Associates and Joint Ventures**
In October 2017, the IASB published Long-term Interests in Associates and Joint Ventures (Amendments to IAS 28). The amendments are effective for annual reporting beginning on or after 1 January 2019.
- (v) **Annual Improvements to IFRS Standards 2015-2017 Cycle**
These improvements consist of amendments to four IFRSs including IFRS 3, Business Combinations, IFRS 11, Joint Arrangements, IAS 12, Income taxes and IAS 23, Borrowing Costs. The amendments are effective for annual reporting beginning on or after 1 January 2019.

Standards, interpretations and amendments to published standards that are not yet effective and have not been adopted early by the Group

The following new standards and amendments to existing standards have been issued, are not yet effective for the Group and are not expected to have a significant impact on the Company's financial statements:

- (i) **IFRS 17, Insurance Contracts**
In May 2017 the IASB published IFRS 17 Insurance Contracts, a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. Once effective, IFRS 17 will replace IFRS 4 which was issued in 2005 and applies to all types of insurance contracts as well as to certain guarantees and financial instruments with discretionary participation features. IFRS 17 provides a comprehensive and consistent approach to insurance contracts. The core of IFRS 17 is the general model, supplemented by a specific adaption for contracts with direct participation features (the variable fee approach) and a simplified approach (the premium allocation approach) mainly for short duration contracts. This has no impact on UKER as the proposed amendments to IFRS 17 allow the Company to measure the equity release mortgages as financial instruments under IFRS 9.

It is expected that the standard will apply to annual reporting periods beginning on or after 1 January 2023. The final standard is due to be published mid-2020 and remains subject to endorsement by the EU and the UK. We note the UK's endorsement procedure, following departure from the EU, remains under development through the transition period to the end of December 2020.
- (ii) **Amendments to References to the Conceptual Framework in IFRS Standards**
Published by the IASB in March 2018. The amendments are effective for annual reporting beginning on or after 1 January 2020 and were endorsed by the EU on 29 November 2019.
- (iii) **Amendment to IFRS 3 Business Combinations**
Published by the IASB in October 2018. The amendments are effective for annual reporting beginning on or after 1 January 2020 and have not yet been endorsed by the EU.
- (iv) **Amendment to IAS 1 and IAS 8: Definition of material**
Published by the IASB in October 2018. The amendments are effective for annual reporting beginning on or after 1 January 2020 and were endorsed by the EU on 29 November 2019.

Accounting policies (continued)**(v) Interest Rate Benchmark Reform: Amendments to IFRS 9, IAS 39 and IFRS 7**

Published by the IASB in October 2019. The amendments are effective for annual reporting beginning on or after 1 January 2020 and were endorsed by the EU on 15 January 2020.

(B) Critical accounting policies and use of estimates

The preparation of the Company's financial statements in accordance with IFRS requires management to make judgements, estimates and assumptions in applying the accounting policies that affect the reported amounts of assets, liabilities, income and expenses.

The major area of judgement is derecognition of financial assets and liabilities (set out in policy G).

The major area of estimation is fair valuation of loan assets, derivatives, borrowings, fees earned on the sale of lifetime mortgages and amounts owed to credit institutions (set out in policies E, J, I, O Q and notes 2, 7, 24, 17 and 18)

All estimates are based on management's knowledge of current facts and circumstances, assumptions based on that knowledge and their predictions of future events and actions. Actual results may differ from those estimates, possibly significantly. The list below sets out those items with valuations that we consider particularly susceptible to changes in estimates and assumptions, and the relevant accounting policy.

- (i) Financial investments (set out in policy H and note 12)
- (ii) Derivative financial instruments (set out in policy I, note 9 and note 24)
- (iii) Loans (set out in policy J and note 10)
- (iv) Borrowings (set out in policy O and note 17)
- (v) Payables and other financial liabilities (set out in policy Q and note 18)

The sensitivity of fair value of these items to the most significant unobservable inputs is disclosed in note 9.

(C) Subsidiaries

Subsidiaries are those entities over which the Company has control. The Company controls an investee if, and only if, the Company has all of the following

- power over the investee;
- exposure, or rights, to variable returns from its involvement with the investee; and
- the ability to use its power over the investee to affect its returns.

The Company considers all relevant facts and circumstances in assessing whether it has power over an investee including the purpose and design of an investee, relevant activities, substantive and protective rights, and voting rights and potential voting rights. The Company re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control.

Investments in subsidiaries are recognised at cost less impairment. The carrying value of the Group's investments in subsidiaries is £nil.

(D) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. This presumes that the transaction takes place in the principal (or most advantageous) market under current market conditions. Fair value is a market-based measure and in the absence of observable market prices in an active market, it is measured using the assumptions that market participants would use when pricing the asset or liability.

The best evidence of the fair value of a financial instrument at initial recognition is normally the transaction price i.e. the fair value of the consideration given or received. In certain circumstances, the fair value at initial recognition may differ from the transaction price. If the fair value is not evidenced by comparison with other observable current market transactions in the same instrument (i.e. without modification or repackaging), or is based on a valuation technique whose variables include only data from observable markets, then the difference between the fair value at initial recognition and the transaction price is not recognised immediately in the income statement but deferred and recognised in the income statement on an appropriate basis over the life of the instrument but no later than when the valuation is supported wholly by observable market data or the transaction is closed out or otherwise matured.

(E) Fee, commission and other income

Lifetime mortgage customers are charged fees for property valuation, the administration of applications and early repayments. Fees are also charged to the special purpose securitisation companies, Aviva Life & Pensions UK Limited (UKLAP) and to other third parties for the administration of the mortgages that have been securitised or sold. These fees are recognised as revenue as the services are provided. In most cases this revenue is recognised in the same period in which the fees are collected, unless they relate to services to be provided in future periods. If the fees are for services to be provided in future periods, then they are deferred and recognised as the service is provided.

The Company also earns an upfront fee from UKLAP in respect of the new business lending funded by UKLAP which is linked to the value of the lifetime mortgages. The fee is recognised as revenue in the period in which the policy is sold and is settled periodically.

(F) Net investment income

Investment income consists of interest receivable for the year, realised gains and losses, and unrealised gains and losses on financial assets and liabilities at fair value (as defined in policy H). Interest income is recognised as it accrues, taking into account the effective yield on the investment. Interest on lifetime mortgages is accrued and payment of interest is not received until the mortgage is redeemed.

(G) Derecognition and offset of financial assets and financial liabilities

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised where:

Accounting policies (continued)

- the rights to receive cash flows from the asset have expired;
 - the Company retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a "pass-through" arrangement; or
 - the Company has transferred its rights to receive cash flows from the asset and has either transferred substantially all the risks and rewards of the asset, or has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.
- If the Company has neither transferred nor retained substantially all the risks and rewards of ownership of the financial asset, but has retained control, it shall continue to recognise the financial asset to the extent of its continuing involvement in the financial asset.
- The transfer of risks and rewards is evaluated by comparing the Company's exposure, before and after transfer, with the variability in the amounts and timing of the net cash flows of the transferred asset and associated liability.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a currently enforceable legal right to set off the recognised amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously.

(H) Financial instruments

The Company classifies the lifetime mortgages and the associated liabilities, derivative financial instruments, subordinated loans and early redemption charges due from fellow subsidiaries at fair value through profit or loss (FVTPL), since they are managed as a portfolio on a fair value basis. Presentation at fair value provides more relevant information and ensures that any accounting mismatch is eliminated.

Financial assets within this portfolio are classified as mandatorily held at FVTPL, based on a business model assessment. Derivative financial instruments and liabilities that are associated with partially derecognised mortgages are also classified as mandatorily held at FVTPL. Other financial liabilities in this portfolio are designated at FVTPL. Changes in the fair value of these instruments are included in the income statement in the period in which they arise. To avoid an accounting mismatch all gains or losses on financial liabilities designated at FVTPL are presented in profit or loss, including the amount of the change in fair value that is attributable to changes in the credit risk of that liability.

Instruments carried at fair value are measured using a fair value hierarchy, described in note 9.

(I) Derivative financial instruments

Derivative financial instruments include interest rate swaps, interest rate options and other financial instruments that derive their value mainly from underlying interest rates. All derivatives are initially recognised in the statement of financial position at their fair value, which usually represents their cost. They are subsequently re-measured at their fair value with fair value gains and losses recognised immediately in net investment income. The fair values are obtained from quoted market prices or, if these are not available, by using valuation techniques such as discounted cash flow models or option pricing models. All derivatives are carried as assets when the fair values are positive and as liabilities when the fair values are negative. Premiums paid for derivatives are recorded as an asset on the statement of financial position at the date of purchase, representing their fair value at that date.

Derivative contracts are traded over-the-counter (OTC). OTC derivative contracts are individually negotiated between contracting parties and include options, swaps, caps and floors. Derivatives are subject to various risks including market, liquidity and credit risk, similar to those related to the underlying financial instruments. Many OTC transactions are contracted and documented under ISDA (International Swaps and Derivatives Association) master agreements or their equivalent, which is designed to provide legally enforceable set-off in the event of default, reducing the Group's exposure to credit risk.

The Company has collateral agreements in place between relevant counterparties. Accounting policy K below covers collateral pledged in respect of these derivatives.

The notional or contractual amounts associated with derivative financial instruments are not recorded as assets or liabilities on the statement of financial position as they do not represent the fair value of these transactions. These amounts are disclosed in note 24.

Interest rate swaps

Interest rate swaps are contractual agreements between two parties to exchange periodic payments in the same currency, each of which is computed on a different interest rate basis, on a specified notional amount. Most interest rate swaps involve the net exchange of payments calculated as the difference between the fixed and floating rate interest payments. Exposure to gain or loss on swap contracts will increase or decrease over their respective lives as a function of maturity dates, interest rates, and the timing of payments.

Interest rate option contracts

Interest rate options, which consist primarily of caps and floors, are interest rate protection instruments that involve the obligation of the seller to pay the buyer an interest rate differential in exchange for a premium paid by the buyer. This differential represents the difference between current rate and an agreed rate applied to a notional amount. Exposure to gain or loss on all interest rate options contracts will increase or decrease over their respective lives as interest rates fluctuate.

(J) Loans

The Company classifies the lifetime mortgages and the associated liabilities, derivative financial instruments, subordinated loans and early redemption charges due from fellow subsidiaries (the latter being included within receivables and other financial assets) at FVTPL, since they are managed as a portfolio on a fair value basis. Presentation at fair value provides more relevant information and ensures that any accounting mismatch is eliminated. The fair values are estimated using discounted cash flow models, as described in note 9.

The Company has transferred the beneficial interest in certain portfolios of lifetime mortgages to various UK building societies, retaining a proportion of the interest earned. The transfers qualify for partial de-recognition and, as such, the interest receivable on the mortgages is recognised as an asset, carried at fair value, with a corresponding liability recognising the fair value of future interest payable to the building societies.

Loans to parent are held at amortised cost, using the effective interest rate method, less expected credit losses. To the extent that a loan is considered to be uncollectible, it is written down as impaired through the income statement. Subsequent recoveries in excess of the loan's written down carrying value are credited to the income statement.

(K) Collateral

The Company pledges collateral in the form of non-cash assets in respect of certain derivative contracts and loans, in order to reduce the credit risk of these transactions. The Company pledges collateral in the form of non-cash assets in respect of certain derivative contracts and loans, in order to reduce the credit risk of these transactions. Non-cash collateral pledged is not derecognised from the statement of financial position unless the Company defaults on its obligations under the relevant agreement, and therefore continues to be recognised on the statement of financial position within the appropriate asset classification.

(L) Statement of cash flows

Cash and cash equivalents

Cash and cash equivalents consist of cash at banks and in hand, deposits held on call with banks and treasury bills that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value. Such investments are those with less than three months' maturity from the date of acquisition, or which are redeemable on demand with only an insignificant change in their fair values.

Operating cash flows

Purchases and sales of loans and financial instruments are included within operating cash flows as they represent the operating activities of the Company.

(M) Contingent liabilities

Contingent liabilities are disclosed if there is a possible future obligation as a result of a past event, or if there is a present obligation as a result of a past event but either a payment is not probable or the amount cannot be reasonably estimated.

(N) Income taxes

The current tax expense is based on the taxable profits for the year, after any adjustments in respect of prior years. Tax, including tax relief for losses if applicable, is allocated over profits before taxation and amounts charged or credited to components of other comprehensive income and equity, as appropriate.

Provision is made for deferred tax liabilities, or credit taken for deferred tax assets, using the liability method, on all material temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

The rates enacted or substantively enacted at the statement of financial position date are used to value the deferred tax assets and liabilities.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised. Where there is a history of tax losses, deferred tax assets are only recognised in excess of deferred tax liabilities if there is convincing evidence that future profits will be available.

Deferred tax is provided on any temporary differences arising from investments in subsidiaries, associates and joint ventures, except where the timing of the reversal of the temporary difference can be controlled and it is probable that the difference will not reverse in the foreseeable future.

Deferred taxes are not provided in respect of any temporary differences arising from the initial recognition of goodwill, or from the initial recognition of an asset or liability in a transaction which is not a business combination and affects neither accounting profit nor taxable profit or loss at the time of the transaction.

Current and deferred tax relating to items recognised in other comprehensive income and directly in equity are similarly recognised in other comprehensive income and directly in equity respectively. Deferred tax related to any fair value re-measurement of available for sale investments, owner-occupied properties, pensions and other post-retirement obligations and other amounts charged or credited directly to other comprehensive income is recognised in the statement of financial position as a deferred tax asset or liability.

(O) Borrowings

The Company classifies the borrowings, lifetime mortgages, derivative financial instruments, subordinated loans at FVTPL, since they are managed as a portfolio on a fair value basis. Presentation at fair value provides more relevant information and ensures that any accounting mismatch is eliminated.

The fair values are estimated using discounted cash flows models, as described in note 9.

All borrowing costs are expensed as they are incurred.

(P) Share capital

Equity instruments

An equity instrument is a contract that evidences a residual interest in the assets of an entity after deducting all its liabilities. Accordingly, a financial instrument is treated as equity if:

(i) there is no contractual obligation to deliver cash or other financial assets or to exchange financial assets or liabilities on terms that may be unfavourable; and

(ii) the instrument will not be settled by delivery of a variable number of shares or is a derivative that can be settled other than for a fixed amount of cash, shares or other financial assets.

Dividends

Accounting policies (continued)

Interim dividends on ordinary shares are recognised in equity in the period in which they are paid. Final dividends on these shares are recognised when they have been approved by shareholders.

(Q) Receivables, payables and other financial liabilities

The Company classifies amounts owed to credit institutions, derivative financial instruments, subordinated loans, early repayment charges due from fellow subsidiaries, lifetime mortgages and the associated liabilities at FVTPL, since they are managed as a portfolio on a fair value basis. Presentation at fair value provides more relevant information and ensures that any accounting mismatch is eliminated.

The fair values are estimated using discounted cash flow models, as described in note 9

All other receivables and financial liabilities are initially recognised at cost, being fair value. Subsequent to initial measurement they are measured at amortised cost which, given the short term nature of these items, is considered a reasonable approximation to fair value.

Payables include indemnities on securitised mortgages for Equity Release Funding (No.1) plc (ERF1) and Equity Release Funding (No.2) plc (ERF2) for any losses they may suffer should its customers set off any shortfall in their annuities purchased from another Aviva Group company against amounts they owe to those companies, and any shortfall due to negative equity not insured elsewhere as detailed in note 10

Other financial liabilities include the Company's exposure to contractual commitments for mortgages advance, net of the expected funding from UKLAP. It has been recognised in the statement of financial position as described in notes 18 and 20

Income statement

For the year ended 31 December 2019

	Notes	2019 £m	2018 £m Restated
Income			
Net investment income	F & 1	39.5	50.5
Fee and commission income	E & 2	99.4	66.5
Other income	E & 2	7.6	5.1
		146.5	122.1
Expenses			
Fee and commission expense	3	(31.8)	(29.3)
Other operating expenses		(24.4)	(26.0)
Finance costs		(36.4)	(39.3)
		(92.6)	(94.6)
Profit before tax		53.9	27.5
Tax charge	N & 7	(10.3)	(5.2)
Profit for the year		43.6	22.3

The accounting policies (identified alphabetically) on pages 11 to 15 and notes (identified numerically) on pages 20 to 40 are an integral part of the financial statements.

Statement of changes in equity

For the year ended 31 December 2019

				2019		
				Ordinary share capital	Retained earnings	Total equity
				£m	£m	£m
				Notes		
Balance at 1 January				66.7	218.2	284.9
Profit for the year	15			—	43.6	43.6
Balance at 31 December				66.7	261.8	328.5

				2018		
				Ordinary share capital	Retained earnings	Total equity
				£m	£m	£m
				Notes		
Balance at 1 January				66.7	216.4	283.1
Impact of adoption of IFRS 9				—	(20.5)	(20.5)
Revised balance at 1 January				66.7	195.9	262.6
Profit for the year	15			—	22.3	22.3
Balance at 31 December				66.7	218.2	284.9

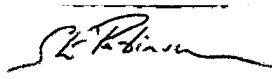
The accounting policies (identified alphabetically) on pages 11 to 15 and notes (identified numerically) on pages 20 to 40 are an integral part of the financial statements.

Statement of financial position

As at 31 December 2019

	Notes	2019 £m	2018 £m
Assets			
Loans	J & 10	669.0	658.0
Financial investments	H & I & 12	71.7	91.1
Receivables and other financial assets	Q & 13	101.9	68.0
Deferred tax assets	N & 16	12.1	11.7
Prepayments		0.4	0.4
Cash and cash equivalents	L & 21	79.1	125.3
Total assets		934.2	954.5
Equity			
Ordinary share capital	P & 14	66.7	66.7
Retained earnings	15	261.8	218.2
Total equity		328.5	284.9
Liabilities			
Tax liabilities	N & 16	4.8	4.5
Borrowings	O & 17	232.2	228.3
Payables and other financial liabilities	I & Q & 18	368.7	436.8
Total liabilities		605.7	669.6
Total equity and liabilities		934.2	954.5

The financial statements were approved by the Board of Directors on 24 April 2020 and signed on its behalf by Stuart Robinson:



Director

The accounting policies (identified alphabetically) on pages 11 to 15 and notes (identified numerically) on pages 20 to 40 are an integral part of the financial statements.

Statement of cash flows

For the year ended 31 December 2019

	Notes	2019 £m	2018 £m
Cash flows (used in)/ from operating activities			
Cash generated (used in)/from operating activities	21	(46.2)	68.8
Total net cash (used in) / generated from operating activities		(46.2)	68.8
Total net (decrease) increase in cash and cash equivalents		(46.2)	68.8
Cash and cash equivalents at 1 January		125.3	56.5
Cash and cash equivalents at 31 December	L & 21	79.1	125.3

The accounting policies (identified alphabetically) on pages 11 to 15 and notes (identified numerically) on pages 20 to 40 are an integral part of the financial statements.

Notes to the financial statements**1. Net investment income**

	2019	2018
	£m	£m
Interest and similar income:		
Financial instruments held at FVTPL	48.4	52.0
Financial instruments held at amortised cost	0.6	0.5
Unrealised (losses)/gains arising in the year:		
Financial instruments mandatorily held at FVTPL	(34.9)	33.1
Financial instruments designated at FVTPL	25.4	(35.1)
	39.5	50.5

2. Fee, commission and other income**(a) Fee and commission income**

	2019	2018
	£m	£m
		Restated
Fair value gains/(losses) on early repayment charges	1.1	(1.3)
Other fee and commission income	13.7	13.8
Fee earned on the sale of lifetime mortgages	84.6	54.0
	99.4	66.5

(b) Other income

	2019	2018
	£m	£m
		Restated
Income received from deferred consideration	7.6	5.1
	7.6	5.1

Fees earned on the sale of lifetime mortgages to UKLAP during the year ended 31 December 2018 amounting to £54 million have been restated from other income to fee and commission income as this is the main revenue generating activity of the Company.

Notes to the financial statements (continued)**3. Expenses**

	2019	2018
	£m	£m
Fee and commission expense	31.8	29.3
Other operating expenses	24.4	26.0
Finance costs		
Interest expense on:		
Amounts owed to other credit institutions	27.1	29.4
Other borrowings	9.3	9.9
	36.4	39.3
Total expenses	92.6	94.6

4. Employee information

The Company has no employees (2018: nil). All employees are employed by a fellow subsidiary undertaking of Aviva plc, Aviva Employment Services Limited. Disclosures relating to employee remuneration and the average number of persons employed are made in the financial statements of Aviva Employment Services Limited. The Company is recharged with the costs of the staff provided by Aviva Employment Services Limited.

5. Directors' remuneration

All Directors were remunerated by Aviva Employment Services Limited, a fellow subsidiary of the ultimate parent company, Aviva plc. The emoluments are recharged, as part of a head office management charge under management service agreements, to all operation divisions of the Aviva Group. No direct recharge has been made to the Company in respect of these emoluments as these Directors were not primarily remunerated for their services to the Company. Accordingly, no emoluments are disclosed in respect of these Directors.

6. Auditors' remuneration

The total remuneration payable by the Company, excluding VAT, to its auditors, PricewaterhouseCoopers LLP is as follows:

	2019	2018
	£'000	£'000
Fees payable to PwC LLP for the statutory audit of the Company's financial statements	71.2	69.5
	71.2	69.5

The Company is exempt under SI 2008/489 from the obligation to disclose fees in respect of 'Other services' as the Company is a subsidiary of Aviva plc, which prepares consolidated financial statements. Fees paid to the Company's auditors, PricewaterhouseCoopers LLP and its associates for services other than the statutory audit of the Company and other Group undertakings are disclosed in the consolidated financial statements of Aviva plc.

Audit fees are payable by Aviva Central Services UK Limited, a fellow Group company, and recharged as appropriate to the Company and fellow Group companies.

Notes to the financial statements (continued)**7. Tax charge****(a) Tax charged to the income statement**

The total tax charge comprises:

	2019	2018
	£m	£m
Current tax		
For this year	10.9	4.5
Prior period adjustments	(0.2)	—
Total current tax	10.7	4.5
Deferred tax		
Origination and reversal of temporary differences	(0.4)	0.7
Total deferred tax	(0.4)	0.7
Total tax charged to the income statement	10.3	5.2

(b) Tax reconciliation

The tax on the Company's profit before tax differs from (2018: *is the same*) the theoretical amount that would arise using the tax rate of the United Kingdom as follows:

	2019	2018
	£m	£m
Profit before tax	53.9	27.5
Tax calculated at standard UK corporation tax rate of 19% (2018: 19%)	10.3	5.2
Total tax charged to the income statement	10.3	5.2

Finance Act 2016 introduced legislation reducing the UK corporation tax rate from 1 April 2020 to 17%. This reduced rate was used in the calculation of the Company's deferred tax assets and liabilities as at 31 December 2019. In the Budget of 11 March 2020 the UK Government reversed this rate reduction, announcing that the UK corporation tax rate will remain at 19% from 1 April 2020 and this was substantively enacted on 17 March 2020.

As of 31 December 2019, this measure had not been substantively enacted and therefore no impact is reflected in the calculation of the Company's deferred tax assets and liabilities as at 31 December 2019. This measure would increase the Company's net deferred tax asset by approximately £1.4m.

8. Investments in subsidiaries

The following entities are controlled by the Company and are classed as subsidiaries. The Company does not own the share capital of any of these entities.

Company	Address	Incorporated in
Equity Release Funding (No.1) plc	c/o Wilmington Trust SP Services (London), Third Floor 1 King's Arms Yard London EC2R 7AF	England and Wales
Equity Release Funding (No.2) plc	c/o Wilmington Trust SP Services (London), Third Floor 1 King's Arms Yard London EC2R 7AF	England and Wales
Equity Release Funding (No.3) plc	c/o Wilmington Trust SP Services (London), Third Floor 1 King's Arms Yard London EC2R 7AF	England and Wales

Notes to the financial statements (continued)

Equity Release Funding (No.4) plc	c/o Wilmington Trust SP Services (London), Third Floor 1 King's Arms Yard London EC2R 7AF	England and Wales
Equity Release Funding (No.5) plc	c/o Wilmington Trust SP Services (London), Third Floor 1 King's Arms Yard London EC2R 7AF	England and Wales

The carrying value of the investment in the above entities is £nil (2018: £nil). For further information on the Company's interest in these entities see notes 11.

9. Fair value methodology**(a) Basis for determining fair value hierarchy of financial instruments**

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the 'fair value hierarchy' described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Quoted market prices in active markets - ("Level 1")

Inputs to Level 1 fair values are quoted prices (unadjusted) in active markets for identical assets and liabilities.

Modelled with significant observable market inputs - ("Level 2")

Inputs to Level 2 fair values are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. If the asset or liability has a specified (contractual) term, a Level 2 input must be observable for substantially the full term of the instrument. Level 2 inputs include the following:

- Quoted prices for similar assets and liabilities in active markets;
- Quoted prices for identical or similar assets and liabilities in markets that are not active, the prices are not current, or price quotations vary substantially either over time or among market makers, or in which little information is released publicly;
- Inputs other than quoted prices that are observable for the asset or liability (for example, interest rates and yield curves observable at commonly quoted intervals, implied volatilities, and credit spreads);
- Inputs that are derived principally from, or corroborated by, observable market data by correlation or other means (market-corroborated inputs).

Modelled with significant unobservable market inputs - ("Level 3")

Inputs to Level 3 fair values are unobservable inputs for the asset or liability. Unobservable inputs may have been used to measure fair value to the extent that observable inputs are not available, thereby allowing for situations in which there is little, if any, market activity for the asset or liability at the measurement date.

However, the fair value measurement objective remains the same, i.e. an exit price at the measurement date from the perspective of a market participant that holds the asset or owes the liability. Therefore, unobservable inputs reflect the assumptions the business unit considers that market participants would use in pricing the asset or liability. Examples are partially de-recognised and non-securitised mortgage loans.

Changes to valuation techniques:

There were no changes in the valuation techniques during the year compared to those applied in the 2018 financial statements. Loans that were reclassified from amortised cost to FVTPL on adoption of IFRS 9 in 2018 are measured using valuation techniques that are consistent with those already used for associated assets and liabilities.

Comparison of the carrying amount and fair values of financial instruments:

Fair value of the following assets and liabilities carried at amortised cost approximate to their carrying amounts:

- Receivables
- Loans
- Cash and cash equivalents
- Payables and other financial liabilities

There were no assets held at amortised cost where the fair value did not approximate to the carrying amount.

Notes to the financial statements (continued)**Fair value hierarchy**

An analysis of assets and liabilities measured at fair value categorised by fair value hierarchy is given below:

	Level 2	Level 3	2019 Total
	£m	£m	£m
Recurring fair value measurements			
Financial investments and loans			
Loans	—	619.0	619.0
Debt securities	—	60.5	60.5
Derivative financial instruments	2.0	9.2	11.2
Early repayment charges due from fellow subsidiaries	—	2.9	2.9
Total	2.0	691.6	693.6
Financial liabilities			
Borrowings	—	232.2	232.2
Amounts owed to credit institutions	—	319.5	319.5
Derivative liabilities	—	—	—
Other liabilities	—	26.2	26.2
Total	—	577.9	577.9
<hr/>			
	Level 2	Level 3	2018 Total
	£m	£m	£m
Recurring fair value measurements			
Financial investments and loans			
Loans	—	608.0	608.0
Debt securities	—	70.5	70.5
Derivative financial instruments	0.5	20.1	20.6
Early repayment charges due from fellow subsidiaries	—	1.9	1.9
Total	0.5	700.5	701.0
Financial liabilities			
Borrowings	—	228.3	228.3
Amounts owed to credit institutions	—	309.1	309.1
Derivative liabilities	34.1	—	34.1
Other liabilities	—	44.3	44.3
Total	34.1	581.7	615.8

Notes to the financial statements (continued)**(b) Further information on Level 3 financial instruments**

The table below shows movements in the Level 3 assets and liabilities measured at fair value:

	2019						
	Loans	Debt securities	Early repayments charges due from fellow subsidiaries	Borrowings	Amounts owed to credit institutions	Derivative assets	Financial liabilities
	£m	£m	£m	£m	£m	£m	£m
Balance at 31 December 2018	608.0	70.5	1.9	(228.3)	(309.1)	20.1	(44.3)
Transfers into Level 3	—	—	—	—	—	—	—
Balance at 1 January 2019	608.0	70.5	1.9	(228.3)	(309.1)	20.1	(44.3)
Increases	50.9	3.5	—	(9.3)	(27.1)	—	—
Redemptions	(38.6)	(6.1)	—	11.5	14.4	—	—
(Losses)/Gains recognised in the income statement	(1.3)	(7.4)	1.0	(6.1)	2.3	(10.9)	18.1
Balance at 31 December 2019	619.0	60.5	2.9	(232.2)	(319.5)	9.2	(26.2)

	2018						
	Loans	Debt securities	Early repayments charges due from fellow subsidiaries	Borrowings	Amounts owed to credit institutions	Derivative assets	Financial liabilities
	£m	£m	£m	£m	£m	£m	£m
Balance at 31 December 2017	526.3	74.6	3.1	(234.0)	(282.4)	14.1	(16.1)
Transfers into Level 3	32.4	—	—	—	—	—	—
Balance at 1 January 2018	558.7	74.6	3.1	(234.0)	(282.4)	14.1	(16.1)
Increases	54.1	3.7	—	(9.9)	(29.4)	—	—
Redemptions	(39.1)	(6.4)	—	14.5	17.0	—	—
Gains / (losses) recognised in the income statement	34.3	(1.4)	(1.2)	1.1	(14.3)	6.0	(28.2)
Balance at 31 December 2018	608.0	70.5	1.9	(228.3)	(309.1)	20.1	(44.3)

The Company assesses the fair value hierarchy of its financial investments annually at 31 December and transfers between fair value hierarchy levels are deemed to have occurred at the assessment date.

The assets and liabilities classified as Level 3 are valued using an internal model. The valuation of the equity release mortgages is dependent on the term of the mortgage (primarily determined by the customer's longevity) and the movement in property valuations over this term. The internal model calculates a credit risk adjusted value for the mortgages. Cash flows are adjusted for credit risk (the no negative equity guarantee) and discounted using a yield curve and portfolio-wide assumptions for liquidity premium. The model uses best estimate assumptions to derive the modelled future property growth scenarios and explicitly calculates the additional return that would be expected by investors due to uncertainties in the asset cash flows. The primary inputs to the model are:

- Property growth rates which are based on real world assumptions of the house price growth rate and which average RPI + 0.75% (2018: RPI + 0.75%). These equate to a long-term growth rate of 4.0% pa (2018: 4.3% pa). In addition, the model also makes allowances for a cost of capital charge to reflect the variability in future cash flows and a dilapidation charge to reflect potential index under performance of properties backing equity release mortgages when compared to the wider property market. After inclusion of these allowances, the net long-term growth rate equates to 0.5% pa.
- The net long-term rate which represents an average of a range of possible future scenarios. Best estimate calculations of the value of the no negative equity guarantee in respect of these loans are derived from a stochastic model and are predominantly driven by scenarios where the growth rate is lower than the average position quoted above. The no negative equity guarantee ensures that the customer or their estate are never required to pay back more than the realised value of the property, as long as it is sold for the best price reasonably obtainable. Property valuations at the reporting date are obtained by taking the most recent valuation for the property and indexing using market observable regional house price indices.
- A liquidity premium added to the risk-free discount rate to reflect the illiquidity of the equity release mortgage portfolio. The premium used in the discount rate was 160 bps at 31 December 2019 (2018: 180bps).

The table below shows the sensitivity of the fair value of Level 3 investments at 31 December to changes in unobservable inputs to a reasonable alternative.

Notes to the financial statements (continued)

	2019		Change in fair value	
	Fair	Most significant unobservable inputs	Positive	Negative
	value		impact	impact
	£m		£m	£m
Equity release mortgages	581.0	Current property market values - 10%	33.4	(37.1)
		Base property growth rate - 10%	13.0	(14.0)
Subordinated loans	38.0	Credit spreads - 50bps	3.4	(3.1)
Debt securities	60.5	Credit spreads - 50bps	2.6	(2.5)
Borrowings	(232.2)	Credit spreads - 50bps	10.5	(11.3)
Amount owed to credit institutions	(319.5)	Credit spreads - 50bps	26.8	(29.3)
Financial liabilities	(26.2)	Current property market values - 10%	23.3	(29.4)
	2018		Change in fair value	
	Fair	Most significant unobservable inputs	Positive	Negative
	value		impact	impact
	£m		£m	£m
Equity release mortgages	570.9	Current property market values - 10%	29.7	(34.2)
		— Base property growth rate - 10%	—	—
Subordinated loans	37.1	Credit spreads - 50bps	3.6	(3.3)
Debt securities	70.5	Credit spreads - 50bps	4.1	(3.8)
Borrowings	(228.3)	Credit spreads - 50bps	11.2	(12.1)
Amount owed to credit institutions	(309.1)	Credit spreads - 50bps	27.6	(30.3)
Financial liabilities	(44.3)	Current property market values - 10%	16.5	(20.5)

Any change in fair value of the equity release mortgage loans would be substantially offset by a change in fair value of the borrowings and amounts owed to credit institutions. Any change in fair value of the continued involvement in securitised mortgage loans would be matched by a change in the fair value of other liabilities, as disclosed in note 10(c).

Notes to the financial statements (continued)

10. Loans

(a) Carrying amounts

The carrying amounts of loans at 31 December 2019 and 2018 were as follows:

	2019	2018
Mandatorily held at FVTPL:	5.2	5.2
Continued involvement in securitised mortgage loans	371.0	359.3
Continued involvement in other partially derecognised mortgage loans	204.8	206.4
Non-securitised mortgage loans	38.0	37.1
Other loans	50.0	50.0
Held at amortised cost:	669.0	658.0
Loan to parent	50.0	50.0
Expected to be recovered in less than one year	85.4	86.9
Expected to be recovered in more than one year	583.6	571.1
	669.0	658.0

On 19 March 2019, the Company approved a proposal to roll the £50.0 million inter-company loan to UKLAP until 26 March 2020. On 20 March 2020, the Company approved a proposal to roll this loan to 27 March 2021 at a rate of 130 bps.

The carrying amount of the above loans that are stated at amortised cost is £50.0 million (2018: £50.0 million). The relevant fair value of these loans is £50.0 (2018: £50.0 million).

(b) Collateral

The Company holds collateral in respect of all mortgage loans, in order to reduce the risk of non-recovery. This collateral generally takes the form of liens or charges over properties. As security for the lifetime mortgage and any other money owing from the customer, the property is charged to the Company by way of a legal mortgage with full title guarantee.

(c) Securitisations and other structured transactions

The Company enters into transactions in the normal course of business by which it transfers recognised financial assets directly to third parties or to special purpose entities. These transfers may give rise to the full or partial derecognition of the financial assets concerned (as described in accounting policy (f)). The following tables analyse the carrying amount of financial instruments at 31 December to the extent of the Company's continuing involvement that qualified for partial derecognition during the year, and their associated liabilities.

(i) Carrying amounts and associated liabilities - Securitisations

	2019	2018
Carrying amount of mortgages (currently recognised)	5.2	5.2
Carrying amount of associated liability	10.0	9.8
Current fair value of original assets	2,432.4	2,436.8

The beneficial interest in five portfolios of lifetime mortgages have been transferred to five special purpose securitisation companies: Equity Release Funding (No.1) plc (ERF1), Equity Release Funding (No.2) plc (ERF2), Equity Release Funding (No.3) plc (ERF3), ERF Trustee (No.4) Limited (ERF4T) held on trust for the benefit of Equity Release Funding (No.1) plc (ERF1), Equity Release Funding (No.4) plc (ERF4), and ERF Trustee (No.5) Limited (ERF5T) held on trust for the benefit of Equity Release Funding (No.5) plc (ERF5), (together "the ERF companies"), in return for initial consideration and, at later dates, deferred consideration.

Notes to the financial statements (continued)

The deferred consideration represents receipts accrued within the ERF companies after meeting all their obligations to the note holders, loan providers and other third parties in the priority of payments. Deferred consideration of £7.6 million was received during the year (2018: £5.1 million) and recognised as income.

No gain or loss was recognised on the transfers to ERF1, ERF3 and ERF5T and gains of £5.2 million and £9.1 million were recognised on 11 June 2002 and 30 July 2004 respectively, on the transfers to ERF2 and ERF4T. The purchases of the mortgages were funded by the issue of fixed rate, floating rate and index-linked notes by the ERF companies. The proceeds of the securitisation were used to settle the funding liability to Aviva Life & Pensions UK Limited, the original mortgage funder.

The legal parent of ERF1, ERF2 and ERF3 is Equity Release Holdings Limited, whose shares are held on trust. The legal parent of ERF4T and ERF4 is Equity Release Holdings (Jersey) Limited, whose shares are also held on trust. The legal parent of ERF5T and ERF5 is Equity Release Holdings (No.5) Limited, whose shares are also held on trust.

Although the Company does not own, directly or indirectly, any of the share capital of the ERF companies or their parent companies, the Company is deemed to control the ERF companies and they have been treated as subsidiaries in the Company's financial statements.

The Company has no obligation to repurchase the benefit of any of the securitised mortgage loans, other than in certain circumstances where the Company is in breach of warranty or loans are substituted in order to effect a further advance.

The Company has indemnified ERF1 and ERF2 for any losses they may suffer should its customers set off any shortfall in their annuities purchased from another Aviva Group company against amounts they owe to those companies, and any shortfall due to negative equity not insured elsewhere. The Company's liability under these indemnities, estimated as £10.0 million (2018: £9.8 million), is included in other financial liabilities in the statement of financial position, and loans have been increased by the same amount, reflecting the Company's continued involvement in the securitised mortgage loans.

The Company purchased £12.5 million of subordinated fixed rate M notes in ERF1 in March 2001, which are repayable in 2031, included in debt securities within financial investments in the statement of financial position. In addition, it has purchased a £14.0 million floating rate subordinated loan from ERF3, and a £20.0 million floating rate subordinated loan from ERF5. These are included in other loans in the statement of financial position.

The Company receives payments from the ERF companies in respect of fees for loan administration and cash handling purposes. Income of £6.5 million (2018: £6.6 million) has been included in fee and commission income, relating to the securitised mortgage portfolios. A balance of £7.2 million (2018: £5.7 million), included within receivables, is outstanding at year end in relation to the services provided to the ERF companies.

In all of the above transactions, the Company is not obliged to support any losses that may be suffered by the note holders and does not intend to provide such support. The notes were issued on the basis that note holders are only entitled to obtain payment, of both principal and interest, to the extent that the available resources of the respective special purpose securitisation companies, including funds due from customers in respect of the securitised loans, are sufficient. Note holders have no recourse whatsoever to other companies in the Aviva Group.

(ii) Carrying amounts and associated liabilities- Other partially derecognised mortgages

	2019	2018
	£m	£m
Carrying amount of mortgages (currently recognised)	371.0	359.3
Carrying amount of associated liability	319.4	309.1
Current fair value of original assets	520.5	507.6

Mortgages that qualify for partial derecognition include blocks of business purchased by a building society or under a joint product structure with a building society. All new lending in 2019 was funded by UKLAP, however as there is no continuing involvement in these mortgages they qualified for full derecognition. It is anticipated that all new lending in 2020 will be under similar terms.

For the mortgages that qualify for partial derecognition, the Company generally retained longevity risk in new funding arrangements and transferred property risks to the purchaser of the assets. The extent of the risk that remains with the Company depends on the exact terms negotiated for each asset sale. The Company retains a proportion of interest earned.

The Company has limited its exposure to negative equity losses by transferring the majority of property risk onto third parties. The current fair value of loans where the Company retains the property risk is £204.8 million (2018: £206.4 million).

11. Interest in structured entities

A structured entity is defined as an entity that has been designed so that voting or similar rights are not the dominant factor in deciding who controls the entity, such as when any voting rights relate to administrative tasks only, or when the relevant activities are directed by means of contractual arrangements.

As permitted under IAS 27 and under Section 400 of the Companies Act 2006, the Company has elected not to present consolidated financial statements and as such all holdings in structured entities are unconsolidated.

The Company holds the following interests in unconsolidated structured entities:

- Loans with a fair value of £38.0 million (2018: £37.1 million) provided to two securitisation vehicles (see note 9)
- Continued involvement in securitised mortgage loans of £5.2 million (2018: £5.2 million), included within Loans (see note 9)

Notes to the financial statements (continued)

- Investment in debt securities of £60.5 million (2018: £70.5 million) issued by a securitisation vehicle, included within Financial Investments (see note 9 and note 10).

The above interests are held in special purpose securitisation companies which have purchased the beneficial interests in five portfolios of mortgages from the Company. Further information about the securitisations is provided in note 10.

The maximum exposure to loss to the interests presented above is the carrying amount of the investments.

In relation to risk management, disclosures on debt securities and investment vehicles are given in note 23.

The Company has not provided any other financial or other support in addition to that described above as at the reporting date. The Company has indemnified ERF1 and ERF2 for any losses they may suffer should its customers set off any shortfall in their annuities purchased from another Aviva Group company against amounts they owe to those companies, and any shortfall due to negative equity not insured elsewhere (see note 10).

12. Financial investments**Carrying amount**

	2019	2018
	£m	£m
Mandatorily held at FVTPL		
Debt securities	60.5	70.5
Derivative financial instruments	11.2	20.6
	71.7	91.1

All of the above is expected to be recovered more than one year after the statement of financial position date.

13. Receivables and other financial assets

	2019	2018
	£m	£m
Mandatorily held at FVTPL:		
Early repayment charges due from subsidiaries	2.9	1.9
Held at amortised cost:		
Amounts due from parent company	91.0	60.3
Amounts due from fellow subsidiaries	0.8	—
Amounts due from subsidiaries	7.2	5.7
Other receivables	—	0.1
Total as at 31 December	101.9	68.0
Expected to be recovered in less than one year	99.0	66.1
Expected to be recovered in more than one year	2.9	1.9
	101.9	68.0

The Company's rights to early repayment charges on the lifetime mortgages held by Equity Release Funding Trustee (No 5) Limited have been pledged as security for interest rate swaps.

14. Ordinary share capital

	2019	2018
	£m	£m
Allotted, called up and fully paid		
66,700,000 (2018: 66,700,000) ordinary shares of £1 each	66.7	66.7

Ordinary shares in issue in the Company rank pari passu. All the ordinary shares in issue carry the same right to receive all dividends and other distributions declared, made or paid by the Company.

Notes to the financial statements (continued)

15. Retained earnings

	2019	2018
	£m	£m
Balance at 1 January	218.2	195.9
Profit for the year	43.6	22.3
Balance at 31 December	261.8	218.2

The Company is required to hold sufficient capital to meet acceptable solvency levels based on rules applicable to regulated companies imposed by the Financial Conduct Authority (FCA). Its ability to transfer retained earnings to its parent company is therefore restricted to the extent these earnings form part of regulatory capital.

16. Tax assets and liabilities

(a) Current tax

Tax liabilities of £10.9 million (2018: £4.5 million) are expected to be settled in more than one year. Tax assets of £6.1 million (2018: £nil) are expected to be recovered in less than one year.

Tax asset and liabilities of the Company will be settled by way of group relief with other Aviva Group entities.

(b) Deferred tax

(i) The balance at 31 December comprises:

	2019	2018
	£m	£m
Other temporary differences	12.1	11.7
Net deferred tax asset	12.1	11.7

The temporary differences arise principally from differences in the fair values of certain financial liabilities and their tax base costs.

(ii) The net deferred tax asset arises on the following items:

	2019	2018
	£m	£m
Net deferred tax asset at 1 January	11.7	8.2
Impact of adoption of IFRS 9	—	4.2
Amounts credited/(charged) to income statement	0.4	(0.7)
Net deferred tax asset at 31 December	12.1	11.7

The timing of reversal of deferred tax assets and liabilities depends on a number of external factors and cannot be calculated with certainty. The majority of deferred tax assets and liabilities are however expected to reverse in more than one year.

The company has unrecognised temporary differences of £nil (2018: £nil) to carry forward.

17. Borrowings

	2019	2018
	£m	£m
Mandatorily held at FVTPL:		
Amounts due to parent	232.2	228.3

There were no defaults or breaches of loan agreements on loans payable during the year (2018: £nil).

The carrying amount of the above borrowings that are stated at amortised cost is £nil (2018: £nil). Maturity analysis of borrowings is given in note 23(e).

The amount of change in fair value of borrowings during the year attributable to a change in credit risk was a £(3.1) million loss (2018: £3.8 million loss). The cumulative change attributable to changes in credit risk to 31 December 2019 was a £21.8 million gain (2018: £24.9 million gain).

Notes to the financial statements (continued)**18. Payables and other financial liabilities**

	2019	2018
	£m	£m
Mandatorily held at FVTPL:		
Amounts owed to credit institutions	319.4	309.1
Derivative financial instruments	—	34.1
Designated at FVTPL		
Indemnities on securitised mortgages	10.0	9.8
Other financial liabilities	16.2	34.4
Held at amortised cost:		
Amounts due to fellow subsidiaries	—	18.2
Other financial liabilities	23.1	31.2
Total as at 31 December	368.7	436.8
Expected to be paid in less than one year	39.2	83.8
Expected to be paid in more than one year	329.5	353.0

Maturity analysis of payables and financial liabilities is given in note 23(e). The amounts owed to credit institutions have no contractual maturity date and are linked to the maturity of underlying equity release mortgages.

The above liabilities stated at fair value have been calculated in a consistent manner with the assets stated at fair value. Further details of the fair value methodology are included in note 9.

19. Contingent liabilities and other risk factors**(a) Regulatory compliance**

The FCA regulates the Company's mortgage lending and monitors the financial resources and organisation of the Company as a whole. The FCA has broad powers including the authority to grant, vary the terms of, or cancel a regulated firm's authorisation; to investigate marketing and sales practices; and to require the maintenance of adequate financial resources.

The Directors believe that the Company dedicates appropriate resources to its compliance programme, endeavours to respond to regulatory enquiries in a constructive way, and takes corrective action when warranted. However, all regulated financial services companies face the risk that their regulator could find that they have failed to comply with applicable regulations or have not undertaken corrective action as required.

The impact of any such finding could have a negative impact on the Company's reported results or on its relations with current and potential customers. Regulatory action against a member of the Aviva Group could result in adverse publicity for, or negative perceptions regarding the Group, or could have a material adverse effect on the business of the Group, its results of operations and/or financial condition and divert management's attention from the day-to-day management of the business.

(b) Other

The Company has indemnified the overdrafts of certain other Aviva Group companies. In the opinion of the Directors, no material loss will arise in respect of these indemnities.

20. Commitments**(a) Capital commitments**

Contractual commitments for mortgage advances were as follows:

	2019	2018
	£m	£m
Mortgage loans	1,181.3	1,129.4

The Company's exposure to these commitments, net of the expected funding from UKLAP, has been recognised in the statement of financial position and is included within other liabilities in note 18.

Notes to the financial statements (continued)**21. Statement of cash flows****(a) The reconciliation of profit before tax to the net cash (outflow) / inflow from operating activities is:**

The cash flows presented in this statement cover all the Company's activities and include flows from both policyholder and shareholder activities. Operating cash flows reflect the movement in both policyholder and shareholder controlled cash and cash equivalent balances.

	2019	2018
	£m	£m
Profit before tax	53.9	27.5
Adjustments for:		
Fair value losses/(gains) on:		
Investments	27.7	(25.5)
Other assets	(1.1)	1.3
Other liabilities	(18.2)	27.5
Interest (income) / expense on:		
M notes and subordinated loans	(5.0)	(5.1)
Mortgages	(44.6)	(47.6)
Payables	36.4	39.3
Changes in working capital:		
(Increase) / decrease in receivables	(32.8)	28.6
(Increase) in prepayments and accrued income	—	(0.1)
Increase in payables and other financial liabilities	(74.2)	13.7
New mortgage funding drawdown	796.4	732.5
Repayment of mortgage funding	(800.6)	(739.9)
Interest paid on mortgage funding	(21.9)	(24.0)
Net sales / (purchases) of operating assets:		
Financial investments	4.1	6.4
Loan advanced	(759.0)	(698.0)
Proceeds from sale of loan	792.7	732.2
Total cash (used in)/generated from operating activities	(46.2)	68.8

Purchases and sales of loans and financial instruments are included within operating cash flows as they represent the operating activities of the Company.

(b) Cash and cash equivalents in the statement of cash flows and in the statement of financial position at 31 December comprised:

	2019	2018
	£m	£m
Cash at bank and in hand	79.1	125.3

Notes to the financial statements (continued)**22. Capital structure**

In managing its capital, the Company seeks to:

- (i) match the profile of its assets and liabilities, taking account of the risks inherent in the business;
- (ii) maintain financial strength to support new business growth and satisfy the requirements of its policyholders and regulator;
- (iii) retain financial flexibility by maintaining strong liquidity; and
- (iv) allocate capital efficiently to support growth and repatriate excess capital where appropriate.

The Company is subject to the capital requirements applicable to mortgage and intermediary firms imposed by the FCA. The available capital reflects the excess of regulatory basis assets over liabilities before deduction of capital resources requirement.

In addition, the Company is included within Aviva's Solvency II reporting. The Solvency Capital Requirement (SCR) allows for the inherent risks within the business written and their interaction. On this basis the Company fully complied with these regulatory requirements during the year.

In addition to the minimum regulatory requirements outlined above, the Company complies with Group mandated Capital Management Risk Standards which include the setting of risk appetites which are designed to give some buffer against adverse events when compared with minimum solvency. These appetites define what action should be taken by management where the actual capital level is above or below the desired target level.

The Company manages the resources available to meet its regulatory capital requirements.

	2019	2018
	£m	£m
Total IFRS shareholders' funds and available capital resources	328.5	284.9

Further details on risk and capital management are given in note 23.

23. Risk management**(a) Risk management framework**

The Company operates a risk management framework (RMF) that forms an integral part of the management and Board processes and decision-making framework, aligned to the Group's risk management framework. The key elements of the risk management framework comprise risk appetite; risk governance, including risk policies and business standards, risk oversight committees and roles and responsibilities; and the processes the Company uses to identify, measure, manage, monitor and report ("IMMMR") risks, including the use of risk models and stress and scenario testing.

The RMF has been adopted by the boards of the legal entities within the business collectively referred to as "UK Life" (including this Company).

For the purposes of risk identification and measurement, and aligned to the Company's risk policies, risks are usually grouped by risk type: credit, market, liquidity, life insurance (including long-term health), and operational risk. Risks falling within these types may affect a number of metrics including those relating to statement of financial position strength, liquidity and profit. They may also affect the performance of the products the Company delivers to its customers and the service to its customers and distributors, which can be categorised as risks to brand and reputation or as conduct risk.

To promote a consistent and rigorous approach to risk management across the business, the Company has a set of risk policies and business standards which set out the risk strategy, appetite, framework and minimum requirements for the Company's operations. The business Chief Executive Officer makes an annual declaration that the system of governance and internal controls was effective and fit for purpose for their business throughout the year; this declaration is supported by an opinion from the Chief Risk Officer.

A regular top-down key risk identification and assessment process is carried out by the risk function. This includes the consideration of emerging risks and is supported by deeper thematic reviews. The Company also operates a risk and control self-assessment process. The risk assessment processes are used to generate risk reports which are shared with the relevant risk committees.

Risk models are an important tool in the measurement of risks and are used to support the monitoring and reporting of the risk profile and in the consideration of the risk management actions available. The Company carries out a range of stress (where one risk factor, such as equity returns, is assumed to vary) and scenario (where combinations of risk factors are assumed to vary) tests to evaluate their impact on the business and the management actions available to respond to the conditions envisaged. For those risk types managed through the holding of capital, being the Company's principal risk types except for liquidity risk, the Company measures and monitors its risk profile on the basis of the Solvency II solvency capital requirement ("SCR").

Roles and responsibilities for risk management in the Company are based around the 'three lines of defence model' where ownership for risk is taken at all levels. Line management in the business is accountable for risk management, including the implementation of the risk management framework and embedding of the risk culture. The risk function is accountable for quantitative and qualitative oversight and challenge of the IMMMR processes and for developing the risk management framework. Internal Audit provides an independent assessment of the risk management framework and internal control processes.

Board oversight of risk and risk management across the Company is maintained on a regular basis through its Risk Committee. The Board has overall responsibility for determining risk appetite, which is an expression of the risk the business is willing to take. Risk appetites are set relative to capital and liquidity.

The Company's position against risk appetite is monitored and reported to the Board on a regular basis.

Notes to the financial statements (continued)

(b) Market risk

Market risk is the risk of loss or adverse change in the financial situation (including the value of assets, liabilities and income) resulting, directly or indirectly, from fluctuations in the level or the volatility of market variables, such as interest rates, foreign exchange rates and property prices.

For each of the major components of market risk, described in more detail below, UK Life has put in place additional policies and procedures to set out how each risk should be managed and monitored, and the approach to setting an appropriate risk appetite. UK Life monitors adherence to this market risk policy and regularly review how these risks are being managed.

UK Life manages market risks within the asset/liability management (ALM) framework and within regulatory constraints. UK Life is also constrained by the requirement to meet policyholders' reasonable expectations and to minimise or avoid market risk in a number of areas.

The financial impact of market risk (such as changes in interest rates and house prices) is examined through stress tests which consider the impact on capital from variations in financial circumstances on either a remote scenario or to changes from the central operating scenario. Management actions that may be taken in mitigation of the change in circumstances are also considered.

UK Life's market risk policy sets out the minimum principles and framework for setting an ALM and investment strategy, the approaches to be taken when liabilities cannot be matched and the monitoring and reporting processes that are required. Appropriate matching techniques are applied to assets and liabilities for all classes of business in order to manage the financial risk from the mismatching of assets and liabilities when investment markets change. UK Life monitors adherence to this policy through the Asset & Liability Committee (ALCO).

(i) Property price risk

Property price risk arises from sustained underperformance in House Price Inflation (HPI) or a sharp fall in property values, with the resultant increase in the likelihood that the mortgage debt will exceed the proceeds of the property sale at the date of redemption. The Company has transferred the property risk on mortgages that are sold onto or funded by building societies when the beneficial interest is transferred

The current fair value of on balance sheet loans where the Company retains the property risk is £204.8 million (2018: £206.4 million). The Company is also exposed to property price risk at point of sale on its contractual commitments for mortgage advances (see note 20). Where property price risk remains there would need to be a significant decrease in house price values or future house price growth, in excess of that allowed for in the valuation of the loans, for significant losses to be recognised. If this were coupled with an unexpected fall in short term mortality and morbidity rates this would increase the risk of the Company experiencing losses due to negative equity.

The level of HPI is monitored and the impact of exposure to adverse HPI is regularly reviewed. To mitigate this risk the loan to value on origination are at low levels and the performance of the mortgage portfolio is monitored through dilapidation reviews.

Sensitivity tests have been performed for the impact of changes in property valuations on equity release mortgage loans and financial liabilities (see note 9).

(ii) Interest rate risk

Interest rate risk arises primarily from fluctuations in the value of lifetime mortgage assets and their related funding and derivatives. Interest rate risk is controlled through the close matching of the duration and value of mortgages and mortgage funding and the use of a variety of derivative instruments. As at 31 December 2019, the Company had entered into a number of interest rate swaps and options to mitigate the effects of potential adverse interest rate movements.

The Company has also entered into a derivative to transfer the interest rate risk through variability in the redemption profile of lifetime mortgages sold to ERF5.

The impact of exposure to sustained adverse interest rates is regularly monitored.

Sensitivity to changes in interest rates is given in section (f) below.

(iii) Derivative risk

Derivatives are used to a limited extent, within policy guidelines agreed by the Board of Directors and overseen by Group Financial Risk which monitors implementation of the policy, exposure levels and supports large or complex transactions. Derivatives are used for risk hedging purposes or to structure specific lifetime mortgage products.

Speculative activity is prohibited. Over the counter derivative contracts are entered into only with approved counterparties, in accordance with UK Life policies, thereby reducing the risk of credit loss. The Company's senior management and UK Life apply strict requirements to the administration and valuation processes it uses, and has a control framework in place.

(iv) Correlation risk

Early voluntary redemptions and HPI are sensitive to, and interdependent with, interest rates.

(c) Credit risk

Credit risk is the risk of adverse financial impact resulting from fluctuations in credit quality of third parties including default, rating transition and credit spread movements. The Company's management of credit risk under the oversight of ALCO, includes the articulation of risk appetite, exposure limit frameworks and investment and lending criteria within credit risk policies and management agreements.

Our approach to managing credit risk recognises that there is a risk of adverse financial impact resulting from fluctuations in credit quality of third parties including default, rating transition and credit spread movements. Credit risk categories include spread risk, default risk and rating migration risk:

- Spread risk arises from changes in level of volatility of third party credit spreads over risk-free interest rates, that can be caused by credit concerns (improving or worsening) on the issuer, or from market factors, such as risk appetite and liquidity within the market;

Notes to the financial statements (continued)

- Default risk is the risk that a counterparty is unable or unwilling to meet its financial obligations when they fall due, and includes delays in repayments, restructuring or repayments/interest schedule and bankruptcy;
- Rating migration risk is the risk that a change in external credit rating of counterparty adversely impacts Aviva.

The following table provides information regarding the credit risk exposure of the Company at 31 December.

	2019		2018	
	A+	Not Rated	A+	Not Rated
	£m	£m	£m	£m
Debt securities	—	60.5	—	70.5
Derivatives	—	11.2	—	20.6
Loans	50.0	619.0	50.0	608.0
Total	50.0	690.7	50.0	699.1

The carrying amount of assets included on the statement of financial position represents the maximum credit exposure of the company as at the statement of financial position date.

Concentrations of credit risk

The Company is generally not exposed to significant concentrations of credit risk due to internal credit risk management practices and limits, such as monitoring and limiting of exposures by region. Exposure is spread across a large number of loans, and individual loans represent little credit risk as the debt is ultimately repayable from the proceeds of the sale of the property on death of the mortgagee or on their transfer to long-term care.

The impact of collateral held on the net credit exposure is shown below.

	2019		
	Carry value in the statement of financial position	Collateral held	Net credit exposure
	£m	£m	£m
Debt securities	60.5	—	60.5
Derivatives	11.2	—	11.2
Loans	669.0	580.6	88.4
Total	740.7	580.6	160.1

	2018		
	Carry value in the statement of financial position	Collateral held	Net credit exposure
	£m	£m	£m
Debt securities	70.5	—	70.5
Derivatives	20.6	—	20.6
Loans	658.0	570.0	88.0
Total	749.1	570.0	179.1

Additional information in respect to collateral is provided in note 10(b).

To the extent that collateral held is greater than the amount receivable that it is securing, the table above shows only an amount equal to the latter. In the event of default, any over-collateralised security would be returned to the relevant counterparty.

Derivative credit exposures

The Company is exposed to counterparty credit risk through derivative trades, although the Company does not currently have an exposed net asset position with either of its external derivative counterparties. The Company operates strict standards around collateral management and controls including the requirement that all "over the counter" derivatives are supported by credit support annexes and ISDAs.

Notes to the financial statements (continued)

There are no derivatives that are either past due or impaired.

Calculation of expected credit losses

Expected credit losses on material trade receivables and other assets held at amortised cost are calculated with reference to the Company's historical experience of losses, along with an analysis of payment terms. The Company does not hold any financial assets which are deemed to be credit-impaired at the reporting date.

The Company makes use of the simplified approach when calculating expected credit losses on trade receivables which don't include a significant financing component, and therefore calculates expected credit losses over the lifetime of the instrument in question. As at the reporting date, no lifetime expected credit losses have been recognised in relation to trade receivables.

The Company has not purchased or originated any credit-impaired financial assets as at the reporting date.

(d) Life insurance risk

Life insurance risk includes longevity risk, to which the Company is exposed. Improvements in longevity, relating to both mortality and morbidity rates, result in the loans remaining in force for a longer period, increasing the likelihood that the mortgage loans will exceed the proceeds of the property sale at the date of redemption. The Company retains the longevity risk on all loans recognised on balance sheet, including those that have been partially derecognised.

Longevity risk is carefully assessed against the latest available internal and external industry data and emerging trends. Exposure is monitored through the modelling of asset values, the ALM framework, profit reporting under IFRS, stress and scenario analysis and the Solvency II internal model process. Longevity risk is retained by UKER.

To mitigate the risk the loan to value ratios at origination of the loans are low.

(e) Liquidity risk

ALCO seeks to determine that the Company has sufficient financial resources to meet its obligations as they fall due. The following table provides an analysis of financial liabilities based on the remaining period at the statement of financial position date to their contractual maturities:

	2019			
	Within 1 year	1-5 years	Over 5 years	No contractual maturity
	£m	£m	£m	£m
Liabilities				
Borrowings	—	—	—	232.2
Payables and other financial liabilities	39.2	—	—	329.5
	2018			
	Within 1 year	1-5 years	Over 5 years	No contractual maturity
	£m	£m	£m	£m

The borrowings and payables and other financial liabilities figures include £561.7 million (2018: £547.2 million) which has no contractual maturity, as it is only payable on receipt of mortgage redemption proceeds, which is how the company manages liquidity. It is estimated that £29.2 million of this will be payable within one year (2018: £31.3 million).

The undiscounted value of borrowings without a contractual maturity is £306.1 million (2018: £331.6 million). The undiscounted value of the payables and other financial liabilities without a contractual maturity is £562.2 million (2018: £617.6 million). Further information on borrowings is included in note 16.

Contractual commitments for mortgage advances were £1,181.3 million (2018: £1,129.4 million). Further information on contractual commitments is provided in note 20.

(f) Risk and capital management

UK Life uses a number of sensitivity test-based risk management tools to understand the volatility of earnings, the volatility of its capital requirements, and to manage its capital more efficiently. Sensitivities to economic and operating experience are regularly produced on all of the Company's financial performance measurements to inform the Company's decision making and planning processes, and as part of the framework for identifying and quantifying the risks to which the Company is exposed.

(i) Results of sensitivity analysis

Notes to the financial statements (continued)

The results of sensitivity testing are set out below. For each sensitivity test only the impact of the discount rate change is shown, with other assumptions left unchanged. This discount rate change can be a combination of changes in the swap rate and changes in credit spreads.

	2019	2018
	£m	£m
Impact on profit before tax and pre-tax equity:		
Discount rates + 1%	(6.3)	(9.9)
Discount rates - 1%	11.6	11.9

Sensitivities are outlined in note 9 on page 26.

The calculation of the fair value of equity release mortgages and related liabilities depends on the level of swap rates and allowances for property and liquidity risk.

(ii) Limitations of sensitivity analysis

The above table demonstrates the effect of a change in swap (interest) rates while other assumptions remain unchanged. In reality, such an occurrence is remote due to correlations between the assumptions and other factors. Swap rates are a key driver of profitability, however, should they change this would impact other factors such as voluntary repayments, due to their correlation with swap rates. It should also be noted that these sensitivities are non-linear, and larger or smaller impacts should not be interpolated or extrapolated from these results.

Other limitations in the above sensitivity analyses include the use of hypothetical market movements to demonstrate potential risk that only represent the Company's senior managements view of possible near-term changes that cannot be predicted with any certainty; and the assumption that all interest rates move in an identical fashion.

24. Derivative financial instruments and hedging

The Company uses derivatives to mitigate risk, as detailed below:

	2019			2018		
	Contract/ notional amount	Fair value asset	Fair value liability	Contract/ notional amount	Fair value asset	Fair value liability
	£m	£m	£m	£m	£m	£m
Interest rate contracts						
Interest swaps	139.1	9.4	—	89.4	19.5	(34.1)
Options	143.9	1.8	—	137.0	1.1	—
Total as at 31 December	283.0	11.2	—	226.4	20.6	(34.1)

The notional amounts above reflect the aggregate of individual derivative positions on a gross basis and so give an indication of the overall scale of the derivative transaction. They do not reflect the current market values of the open positions.

Interest swaps

During 2005 the Company entered into a derivative to transfer the interest rate risk through variability in the redemption profile of lifetime mortgages sold to ERF5. The notional amount outstanding at 31 December 2019 was £68.1 million (2018: £65.0 million). The swap has an expiry date of April 2037. Under the terms of the swap the Company pays 3 month LIBOR and receives 5% of the difference between the notional amount and the expected notional amount.

On 31 January 2003 and 30 January 2007 the Company entered into two interest rate swap agreements to protect the Company from interest rate risk arising from the sale of lifetime mortgages to other credit institutions. During 2019 the Company novated the interest rate swap liabilities, (facing a banking counterparty) to Aviva UK Life & Pensions Limited. In return for assuming the swap liabilities, the Company paid Aviva UK Life & Pensions Limited a cash amount equal to the fair value of the liability at transfer date. A series of at the money interest rate swaps were transacted between the Company and Aviva UK Life & Pensions Limited resulting in the Company's interest rate exposure remaining materially unchanged.

The expiry dates of the swaps were July 2032 and October 2048. Under the terms of the swap entered into on 31 January 2003, the Company received 3 month LIBOR and pays interest of 4.70%. Under the terms of the swap entered into on the 30 January 2007 the company received 3 month LIBOR and paid interest of 4.60%.

The contractual undiscounted cash flows in respect of the interest rate swap agreements have the following maturities:

Notes to the financial statements (continued)

	2019	2018
	£m	£m
Within 1 year	—	0.5
Between 1 and 5 years	—	3.2
After 5 years	—	37.1
	<u>—</u>	<u>40.8</u>

Options

The interest swap exposes the Company to movements in interest rates through changes in the redemption profiles of the lifetime mortgages in ERF5. The swap hedges the exposure from receiving any early repayment charges on the lifetime mortgages in ERF5, and is combined with an option and a cap. The notional amounts at 31 December 2019 were £68.1 million (2018: £65.0 million) and £75.8 million (2018: £72.0 million), with termination dates of April 2032 and April 2033 respectively.

Derivative assets are recognised as derivative financial instruments in note 9. Derivative liabilities are recognised as derivative financial instruments in note 19.

25. Financial assets and liabilities subject to offsetting, enforceable master netting arrangements and similar agreements**(a) Offsetting financial assets and liabilities and related net exposures**

Financial assets and liabilities are offset in the statement of financial position when the Company has a currently enforceable legal right to offset and has the intention to settle the asset and liability on a net basis, or to realise the asset and settle the liability simultaneously.

The Company mitigates credit risk in derivative contracts by entering into collateral agreements, where practical, and in International Swaps and Derivatives Association (ISDA) master netting agreements to facilitate the Company's right to offset credit risk exposure. The credit support agreement will normally dictate the threshold over which collateral needs to be pledged by the Company or its counterparty.

Derivative transactions requiring the Company or its counterparty to post collateral are typically the result of over-the-counter derivative trades, comprised mostly of interest rate swaps, currency swaps and credit swaps. These transactions are conducted under terms that are usual and customary to standard long-term borrowing, derivative, securities lending and securities borrowing activities. The early repayment charges as disclosed in note 13 are pledged as collateral.

Further information in relation to lifetime mortgage collateral is set out in note 23(c).

	2019		
	Gross amounts	Net amounts presented in the statement of financial position	Net amount
	£m	£m	£m
Financial assets			
Derivatives	<u>11.2</u>	<u>11.2</u>	<u>11.2</u>

The totals for each financial instrument in the tables above and below represent the total balance of the financial asset/liability as aggregated into a line item in the statement of financial position, after including any other amounts not subject to enforceable netting arrangement.

	2018		
	Gross amounts	Net amounts presented in the statement of financial position	Net amount
	£m	£m	£m
Financial assets			
Derivatives	<u>20.6</u>	<u>20.6</u>	<u>20.6</u>

	2018		
	Gross amounts	Net amounts presented in the statement of financial position	Net amount
	£m	£m	£m
Financial liabilities			
Derivatives	<u>34.1</u>	<u>34.1</u>	<u>34.1</u>

Notes to the financial statements (continued)**26. Related party transactions**

The members of the Board of Directors are listed on page 3 of these financial statements.

Under a management agreement, Aviva Life Services UK Limited (UKLS) supplies and makes charges for the provision of operational assets and staff to the Company. The agreement specifies the amounts payable to UKLS in respect of acquisition costs and administrative expenses. The amount of this recharge is £24.3 million (2018: £25.9 million).

(a) Income receivable from related parties

	2019	2018
	income earned in year	income earned in year
	£m	£m
Parent	85.6	54.9
Fellow subsidiaries	4.9	4.4
Subsidiaries	11.0	18.7
	101.5	78.0

All new business lending was funded by UKLAP. The transaction is at arm's length and the Company receives a fee on the sale of lifetime mortgages to UKLAP, included in the above.

Income from related parties includes deferred consideration income, fair value gain on UKLAP money swaps, interest on subordinated loans and fees received for the administration of mortgages sold to related parties.

During the year, the Company received interest of £0.6 million (2018: £0.5 million) in respect of an intercompany loan. The loan matures on 27 March 2021.

(b) Expenses payable to related parties

	2019	2018
	Expenses incurred in year	Expenses incurred in year
	£m	£m
Parent	9.3	9.9
Fellow subsidiaries	24.3	25.9
	33.6	35.8

(c) Receivable at year end

	2019	2018
	£m	£m
Parent	141.0	60.3
Fellow subsidiaries	0.8	—
Subsidiaries	108.6	115.1
	250.4	175.4

The related parties' receivables are not secured and no guarantees were received in respect thereof.

The parent balance includes the amount due from parent company and loan to parent. The fair value of the UKLAP money swaps is £1.9 million (note 24).

The subsidiary balance includes the M notes in ERF1, early repayment charge assets due from ERF5, and subordinated debt in ERF3 and ERF5. The M notes are due for repayment in 2031, and the early repayment charges and subordinated debt have no contractual maturity dates.

(d) Payable at year end

Related party payables are disclosed in notes 18

The related parties' payables are not secured and no guarantees were issued in respect thereof.

Notes to the financial statements (continued)

(e) Key management compensation

No charge is disclosed by the Company for key management personnel as they are key management of a number of fellow subsidiary undertakings and it is not possible to make an accurate apportionment of their compensation in respect of each of the individual subsidiary undertakings.

Details of Directors' emoluments are given in note 5.

(f) Parent entity

The immediate parent undertaking is Aviva Life and Pensions UK Limited, registered in England.

(g) Ultimate controlling entity

The ultimate controlling entity, and parent of the largest and smallest groups which consolidate the results of the Company, is Aviva plc. Its Group Financial Statements are available on application to the Group Company Secretary, Aviva plc, St Helen's, 1 Undershaft, London EC3P 3DQ, and on the Aviva plc website at www.aviva.com.

27. Subsequent events

On 11 March 2020, the World Health Organization declared the outbreak of a strain of novel coronavirus disease, COVID-19, a global pandemic. Governments in affected areas have imposed a number of measures designed to contain the outbreak, including business closures, travel restrictions, stay at home orders and cancellations of gatherings and events. The spread of COVID-19 has resulted in an economic downturn in the UK, as well as causing increased volatility and declines in financial markets. If the pandemic is prolonged, or further diseases emerge that give rise to similar effects, the adverse impact on the UK economy could be deepened and result in further declines in financial markets.

Since the onset of the pandemic the Company has remained operational, with key activities such as cash payments and transaction processing being maintained, IT systems remaining operational, and employees including frontline customer facing staff being supported to ensure that that we were there to support our customers when they need us most. As the situation is rapidly evolving it is not practicable to quantify the potential financial impact of the outbreak on property prices, mortality rates or the Company at this stage. The company continues to maintain strong solvency levels and expects to continue to meet its capital requirements.