

# **MetLife EU Holding Company Limited**

**Solvency II Pillar 3 Solvency and Financial Condition  
Report**

**For the year ended 31 December 2016**

## Table of Contents

<b>Section</b>	<b>Page</b>
Executive summary	<a href="#">3</a>
A Business and performance	<a href="#">5</a>
A.1 Business	<a href="#">5</a>
A.2 Underwriting performance	<a href="#">9</a>
A.3 Investment performance	<a href="#">12</a>
A.4 Performance of other activities	<a href="#">13</a>
A.5 Any other information	<a href="#">14</a>
B System of governance	<a href="#">15</a>
B.1 General information on the system of governance	<a href="#">16</a>
B.2 Fit and proper requirements	<a href="#">22</a>
B.3 Risk management system including the own risk and solvency assessment	<a href="#">23</a>
B.4 Internal control system	<a href="#">27</a>
B.5 Internal audit function	<a href="#">30</a>
B.6 Actuarial function	<a href="#">31</a>
B.7 Outsourcing	<a href="#">31</a>
B.8 Any other information	<a href="#">32</a>
C Risk profile	<a href="#">33</a>
C.1 Underwriting risk	<a href="#">33</a>
C.2 Market risk	<a href="#">34</a>
C.3 Credit risk	<a href="#">34</a>
C.4 Liquidity risk	<a href="#">35</a>
C.5 Operational risk	<a href="#">35</a>
C.6 Other material risks	<a href="#">36</a>
C.7 Any other information	<a href="#">36</a>
D Valuation for Solvency purposes	<a href="#">37</a>
D.1 Assets	<a href="#">37</a>
D.2 Technical provisions	<a href="#">43</a>
D.3 Other liabilities	<a href="#">53</a>
D.4 Alternative methods for valuation	<a href="#">55</a>
D.5 Any other information	<a href="#">55</a>
E Capital management	<a href="#">56</a>
E.1 Own funds	<a href="#">56</a>
E.2 Solvency Capital Requirement and Minimum Capital Requirement	<a href="#">62</a>
E.3 Use of the duration-based equity risk sub-module in the calculation of the SCR	<a href="#">65</a>
E.4 Differences between the standard formula and any internal model used	<a href="#">65</a>
E.5 Non-compliance with the MCR and non-compliance with the SCR	<a href="#">65</a>
E.6 Any other information	<a href="#">65</a>
Glossary of terms	<a href="#">66</a>
Appendix	<a href="#">69</a>

## Executive summary

### Background

MetLife EU Holding Company Limited (the Company) is an Irish incorporated entity domiciled in Ireland and its principal activity is to serve as a holding company for European domiciled subsidiaries of MetLife, Inc.

On 1 January 2016, a new European wide regulatory regime for insurance companies (Solvency II) came into force, requiring the Company for the first time to report on a consolidated Solvency II basis on behalf of itself and its subsidiaries (the Group). The Group operates its insurance business through its major subsidiaries MetLife Europe d.a.c. (MetLife Europe), MetLife Europe Insurance d.a.c. (MetLife Europe Insurance), MetLife Life Insurance S.A. (MetLife Greece) and MetLife Towarzystwo Ubezpieczeń na Życie i Reasekuracji S.A. (MetLife Poland). This report should be read in conjunction with the Solvency and Financial Condition Reports (SFCR) of these major subsidiaries all of which are attached as appendices to this report.

The purpose of this report is to satisfy the public disclosure requirements of the Group pursuant to the Commission Delegated Regulation (EU) 2015/35 (The Delegated Acts), the European Insurance and Occupational Pensions Authority (EIOPA) Final Report on Public Consultation No. 14/047, and the Delegated Acts supplement Directive 2009/138/EC as implemented in Ireland by the European Union (Insurance and Reinsurance) Regulations 2015.

The SFCR is an annual public document and is available on the Company's website.

### Content

The SFCR includes the following sections:

#### A - Business and performance

This section provides an overview of the Group and describes significant business events. It also analyses the performance of the financial results.

#### B - Systems of governance

This section describes the roles and responsibilities of the Board of Directors of the Company, key committees, functions and function holders. It also describes the internal controls, risk management and the Own Risk and Solvency Assessment (ORSA) process.

#### C - Risk profile

This section describes material exposures, concentrations, mitigation practices, sensitivities, and stress and scenario analysis in relation to key risks (underwriting, market, credit, liquidity and operational). It also describes the nature, measurement and management of the risks.

#### D - Valuation for solvency purposes

This section describes the accounting policies and valuation techniques under Solvency II for the assets and liabilities of the Group. It also describes technical provisions methodology and assumptions.

#### E - Capital management

This section describes the composition of own funds, the solvency capital requirement (SCR), the minimum capital requirement (MCR) and the standard formula SCR calculation method used. It also analyses the movements against 1 January 2016.

## Appendix

This includes all public Quantitative Reporting Templates (QRTs).

## Significant events during the year

The material changes in 2016 noted in the sections above are as follows:

- Romania and Cyprus subsidiaries became branches of MetLife Europe. These transfers were the final part of the organisational restructuring programme, which aligned with the Solvency II implementation strategy.
- The Company paid dividends of €328m to its parent, MetLife Global Holding Company II (MGHC II).
- The Solvency II regulatory framework was fully implemented in Ireland on 1 January 2016. The Group has implemented the required changes to policies and processes, data and systems and people and organisational structures to comply with the new regulations.
- The Group solvency ratio at 31 December 2016 was 198% (1 January 2016 224%).

## Approval

The SFCR has been approved by the Board of Directors on 23rd June 2016.

## **A Business and performance**

### **A.1 Business**

#### **A.1.1 Overview**

As noted in the Executive summary, MetLife EU Holding Company Limited (the Company) is an Irish incorporated entity domiciled in Ireland and its principal activity is to serve as a holding company for European domiciled subsidiaries of MetLife, Inc. On 1 January 2016 the new European wide regulatory regime for insurance companies (Solvency II) came into force, requiring the Company for the first time to report on a consolidated Solvency II basis on behalf of itself and its subsidiaries (the Group). The Group is regulated by:

Central Bank of Ireland (CBI)  
New Wapping Street,  
North Wall Quay,  
Dublin 1

The Group operates its insurance business through its major subsidiaries MetLife Europe, MetLife Europe Insurance, MetLife Greece and MetLife Poland, details of which are outlined in the next Section 1.2 Group structure. MetLife Europe and MetLife Europe Insurance's regulatory supervisor is the CBI. MetLife Greece's regulatory supervisor is the Bank of Greece (BOG) and MetLife Poland's regulatory supervisor is the Komisja Nadzoru Finansowego (KNF).

The Group's external auditor is Deloitte, whose address is:

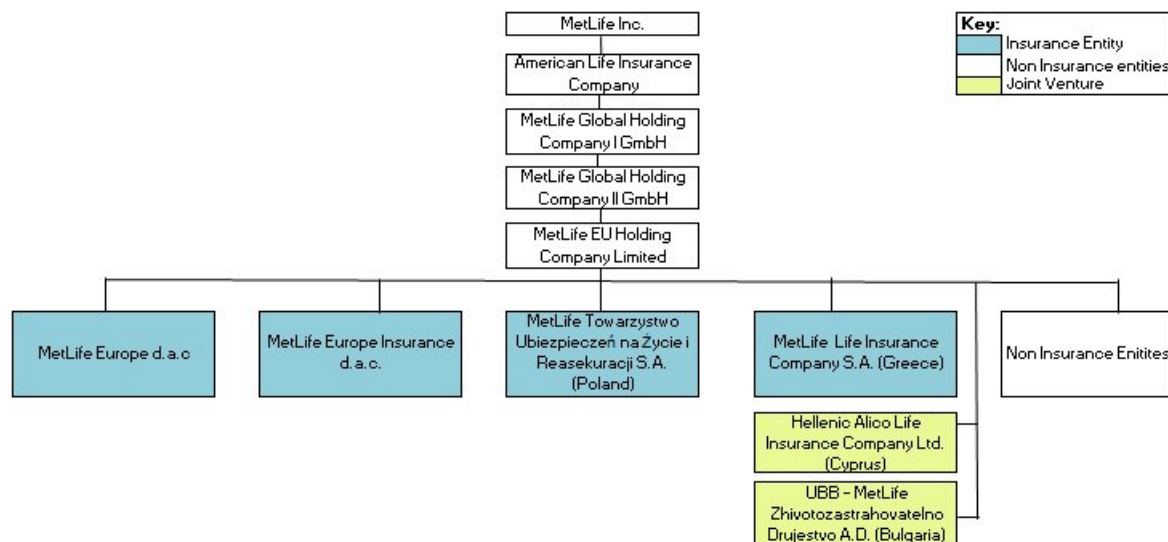
Deloitte  
Chartered Accountants and Statutory Audit Firm  
Deloitte House  
Earlsfort Terrace  
Dublin 2

The underwriting performance for the Group's significant lines of business in its material insurance subsidiaries are noted in section A2.

## A.1.2 Group structure

The Company is wholly owned by its immediate parent company MetLife Global Holding Company II GmbH ("MGHC II"), a company incorporated in Switzerland and its ultimate parent company is MetLife, Inc., a company domiciled in the United States of America.

The major insurance subsidiaries of the Group are depicted in the simplified structure as follows:



### MetLife Europe

MetLife Europe is an Irish incorporated entity domiciled in Ireland and is authorised by the CBI to transact life assurance business in life classes I, III, IV and VI and non-life classes I and II under the European Union (Insurance and Reinsurance) Regulations 2015. MetLife Europe has branches in the United Kingdom, Italy, Spain, Portugal, France, Czech Republic, Slovakia, Romania, Hungary, Cyprus and Bulgaria. It also has a wholly owned subsidiary in the UK, MetLife Pension Trustees Limited.

### MetLife Greece

MetLife Greece is a Greek incorporated entity domiciled in Greece and is authorised by the BOG to underwrite life assurance business in life classes I, III, VII and non-life classes I and II under the European Union (Insurance and Reinsurance) Regulations 2015. MetLife Greece owns 90% of the outstanding issued share capital of MetLife Mutual Fund Management Company S.A., a company that is also incorporated in Greece.

### MetLife Poland

MetLife Poland is a Polish incorporated entity domiciled in Poland and is authorised by the KNF to underwrite life assurance business in life classes I, II and III. It also operates via Freedom of Services (FOS) in Latvia and Lithuania. MetLife Poland wholly owns three subsidiaries MetLife Services Sp. z o.o. (Poland), MetLife Towarzystwo Funduszy Inwestycyjnych S.A. (Poland) and MetLife Powszechnie Towarzystwo Emerytalne S.A. (Poland).

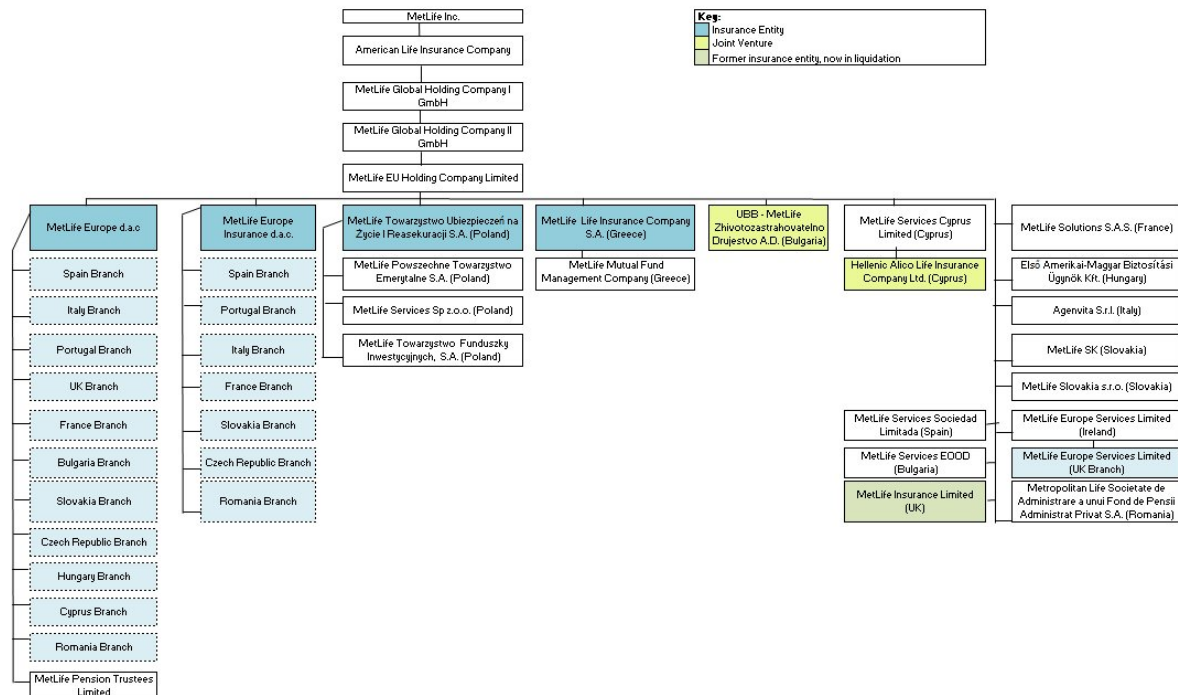
### MetLife Europe Insurance

MetLife Europe Insurance is an Irish incorporated entity domiciled in Ireland and is authorised by the CBI to transact non-life insurance businesses in non-life classes I, II, VIII, IX, XVI and XVIII under the European Union (Insurance and Reinsurance) Regulations 2015. It has branches across Europe in Spain, Portugal, Italy, France, Slovakia, Czech Republic and Romania. It also operates via Freedom of Services (FOS) in Germany, Austria, Greece, Poland and the UK.

## Non insurance entities and joint ventures

The Group also consists of a number of non insurance subsidiaries which include pension funds, service entities and two joint ventures, UBB-MetLife Zhivotozastrahovatelno Drujestvo A.D. (Bulgaria joint venture) and Hellenic Alico Life Insurance Company Ltd (Cyprus joint venture). Further details on these entities can be seen in the detailed structure as follows:

## Detailed structure



## Group consolidation

For Solvency II reporting purposes the Group is consolidated under the Method 1 accounting consolidation-based method, using risk-free rates with no volatility adjuster or transitional measures. Full consolidation is applied to all wholly-owned subsidiaries of the Company. The joint ventures are valued using the adjusted equity method. Full diversification of risk is allowed for MetLife Europe, MetLife Europe Insurance, MetLife Poland and MetLife Greece, but not the smaller entities as this is not deemed material.

The Company does not prepare consolidated financial statements as it has availed of the exemption from the obligation to prepare group accounts under Section 300 of the Companies Act 2014 whereby the Company and its subsidiaries are included in the consolidated accounts for a larger group drawn up by its ultimate parent entity, MetLife, Inc. The accounts of MetLife, Inc. are prepared in accordance with US GAAP and have been prepared in a manner equivalent to consolidated accounts in accordance with the provisions of the Seventh Directive (83/349 EEC).

As such the material differences between the Group results reported for Solvency II and the Companies' financial statements are due to consolidation adjustments and the inclusion of the subsidiaries assets and liabilities.

### A.1.3 Significant business and external events

The Solvency II regulatory framework was fully implemented on 1 January 2016. The Group has implemented the required changes to policies and processes, data and systems, and people and organisational structures to comply with the new regulations. Throughout 2016 the Group submitted quarterly Quantitative Reporting Templates (QRTs), quarterly and bi-annual National Specific Templates (NSTs) and the Own Risk and Solvency Assessment (ORSA) to the CBI. This is the first time the Group is completing the Solvency and Financial Condition Report (SFCR).

The ultimate parent MetLife, Inc. operates within Europe through various subsidiaries. To achieve an efficient business architecture that enables MetLife, Inc. to leverage the options provided by the European Insurance Directives to 'passport' throughout the EU from a single base, the Company participated in a significant restructuring of MetLife, Inc.'s European operations. This restructuring programme was called 'Project Evolution' and it also aligned to the Solvency II implementation strategy.

The final part of Project Evolution was completed in 2016 with the establishment of MetLife Europe branches in Cyprus and Romania, and a MetLife Europe Insurance branch in Romania.

### A.1.4 Total performance

US GAAP is the common accounting basis used for all the subsidiaries of the Group and therefore the the financial performance values reported throughout Section A of this document are reported under US GAAP.

As mentioned previously in section A1.2, the Company has an exemption from preparing consolidated financial statements. The following sets out quantitative information on the Group's total performance for the year with a comparative to 1 January 2016.

Operating earnings is defined as operating income less operating expenses, both net of income tax. It excludes the impact of market volatility, which could distort trends, and income and costs related to non-core products and divested businesses and certain entities required to be consolidated under USGAAP. Operating income also excludes net investment gains (losses) and net derivative gains (losses).

Analysis is provided in the sections referenced below:

<b>Total performance</b>	<b>Section reference</b>	<b>2016 €'m</b>	<b>2015 €'m</b>
<b>US GAAP</b>			
<b>Operating</b>			
Underwriting result	A.2.1	270	252
Investment income	A.3.1	203	216
Other income	A.4	72	67
Expenses	A.4	(313)	(339)
Tax	A.4	(42)	(16)
<b>Total operating earnings</b>		<b>190</b>	<b>180</b>
<b>Non-operating</b>			
Investment income	A.3.1	756	75
Interest credited to policyholder account balances	A.4	(725)	(73)
Fees net of reinsurance	A.4	(10)	(16)
Foreign exchange gain	A.4	6	15
Expenses	A.4	(29)	(17)
Tax	A.4	(27)	2
<b>Total non-operating earnings</b>		<b>(29)</b>	<b>(14)</b>
<b>Profit for the financial year</b>		<b>161</b>	<b>166</b>



## A.2 Underwriting performance

### A.2.1 Underwriting performance against prior year by line of business

The following is quantitative information on the Group's underwriting performance at an aggregate level and by Solvency II line of business:

	Health Insurance	Insurance with profit participation	Index linked and unit linked	Other life insurance	Non-life insurance	Total
US GAAP 2016	€'m	€'m	€'m	€'m	€'m	€'m
Net earned premium	287	197	—	447	77	1,008
Fee income	4	21	147	1	—	173
<b>Total premium and fee income</b>	<b>291</b>	<b>218</b>	<b>147</b>	<b>448</b>	<b>77</b>	<b>1,181</b>
Benefits and claims incurred	(65)	(336)	—	(292)	(29)	(722)
Change in technical provisions	1	71	(15)	103	1	162
<b>Total policyholder benefits</b>	<b>(64)</b>	<b>(265)</b>	<b>(15)</b>	<b>(189)</b>	<b>(28)</b>	<b>(561)</b>
Commission	(83)	(28)	(49)	(94)	(19)	(273)
Other variable expenses	(25)	(12)	(1)	(56)	(2)	(96)
<b>Total variable expenses</b>	<b>(108)</b>	<b>(40)</b>	<b>(50)</b>	<b>(150)</b>	<b>(21)</b>	<b>(369)</b>
Deferred acquisition costs	2	5	10	4	(2)	19
<b>Underwriting result</b>	<b>121</b>	<b>(82)</b>	<b>92</b>	<b>113</b>	<b>26</b>	<b>270</b>

### A.2.1 Underwriting performance against prior year by line of business (continued)

	Health Insurance	Insurance with profit participation	Index linked and unit linked	Other life insurance	Non-life insurance	Total
USGAAP 2015	€'m	€'m	€'m	€'m	€'m	€'m
Net earned premium	304	269	—	394	76	1,043
Fee income	6	25	157	4	1	193
<b>Total premium and fee income</b>	<b>310</b>	<b>294</b>	<b>158</b>	<b>398</b>	<b>77</b>	<b>1,236</b>
Benefits and claims incurred	(53)	(323)	—	(165)	(18)	(559)
Change in technical provisions	(17)	4	15	14	3	19
<b>Total policyholder benefits</b>	<b>(70)</b>	<b>(319)</b>	<b>15</b>	<b>(151)</b>	<b>(15)</b>	<b>(540)</b>
Commission	(96)	(62)	(51)	(101)	(8)	(318)
Other variable expenses	(22)	(14)	(17)	(64)	(2)	(119)
<b>Total variable expenses</b>	<b>(118)</b>	<b>(76)</b>	<b>(68)</b>	<b>(165)</b>	<b>(10)</b>	<b>(437)</b>
Deferred acquisition costs	(12)	2	10	10	(17)	(7)
<b>Underwriting result</b>	<b>110</b>	<b>(99)</b>	<b>114</b>	<b>92</b>	<b>35</b>	<b>252</b>

The 2016 underwriting profit of €270m increased by €18m from prior year, primarily driven by volume growth in MetLife Europe partially offset by a decrease in premiums written in MetLife Greece and MetLife Poland.

The insurance with profit participation line of business is largely in run off. The negative underwriting result is due to the cost of meeting the significant levels of investment guarantees historically associated with this business. The offsetting investment income is not reported in the underwriting result. As the line of business is largely in run-off, the relative contribution to the Group's results is expected to fall over time.

For more detail by solo entity see section A2.2.

## A.2.2 Underwriting performance against prior year by solo entity

The Group operates its insurance business through its major insurance subsidiaries. The underwriting performance of these entities is set out in the table below:

	MetLife Europe		MetLife Poland		MetLife Greece		MetLife Europe Insurance	
US GAAP	2016 €'m	2015 €'m	2016 €'m	2015 €'m	2016 €'m	2015 €'m	2016 €'m	2015 €'m
Premium and fee income	817	673	220	300	111	113	18	19
Benefits and claims incurred	(348)	(245)	(121)	(139)	(85)	(86)	(1)	3
Variable expenses	(266)	(244)	(68)	(134)	(23)	(20)	(6)	4
Deferred acquisition costs	45	19	(29)	(26)	2	3	2	(14)
<b>Underwriting result</b>	<b>248</b>	<b>203</b>	<b>2</b>	<b>1</b>	<b>5</b>	<b>10</b>	<b>13</b>	<b>12</b>

The underwriting results are primarily driven by:

- MetLife Europe's results have increased year on year reflecting the impact of new branches which were established from April 2015 through to May 2016 favourably impacting the entity's results;
- MetLife Poland premium and fee income has been negatively impacted by constrained market conditions and the loss of two distributors; and
- MetLife Greece's results are impacted by lower premiums and unfavourable benefit ratios.

## A.3 Investment performance

### A.3.1 Investment return

US GAAP	2016 €'m	2015 €'m
<b>Operating investment income</b>		
<b>Non unit-linked fixed interest securities</b>		
Net interest income	207	221
Investment management expenses	(6)	(6)
<b>Other</b>		
Mortgage loan income	2	1
<b>Total operating investment income</b>	<u>203</u>	<u>216</u>
<b>Non-operating investment income</b>		
<b>Unit-linked assets</b>		
Dividend income	102	133
Net interest income	12	11
Realised gains	208	208
Unrealised gains/(losses)	445	(278)
Investment management expenses	(5)	(3)
<b>Non unit-linked fixed interest securities</b>		
Realised gains	16	13
<b>Other</b>		
Net losses from derivatives	(22)	(9)
<b>Total non-operating investment income</b>	<u>756</u>	<u>75</u>
<b>Total investment return</b>	<u>959</u>	<u>291</u>

The 2016 investment return of €959m increased by €668m from prior year. This is mainly driven by the non-operating investment income increase of €681m which was primarily due to UK unrealised gains €630m as a result of rising UK equity markets and falling GBP interest rates on unit-linked assets.

### A.3.2 Gains recognised in equity

US GAAP	31 Dec 2016 €'m	1 Dec 2016 €'m
Investment gains recognised directly in equity	597	618

The gains reflect the accumulation of the movements from amortised cost to fair value on available for sale financial assets. They are disclosed in equity in USGAAP.

### A.3.3 Investments in securitisations

The Group has no investments in securitisations.

### A.4 Performance of other activities

The other income and expenses of the Group for the year are set out below:

	2016	2015
US GAAP	€'m	€'m
<b>Performance of other activities</b>		
<b>Operating</b>		
Other income	72	67
Expenses	(313)	(339)
Tax	(42)	(16)
<b>Total operating</b>	<u>(283)</u>	<u>(288)</u>
<b>Non-operating</b>		
Foreign exchange gain	6	15
Fees net of reinsurance	(10)	(16)
Interest credited to policyholder account balances	(725)	(73)
Expenses	(29)	(17)
Tax	(27)	2
<b>Total non-operating</b>	<u>(785)</u>	<u>(89)</u>
<b>Net results from other activities</b>	<u><u>(1,068)</u></u>	<u><u>(377)</u></u>

Net costs from other activities have increased by €691m from €377m to €1,068m mainly driven by:

- Interest credited to policyholder account balances increased by €652m due to increase in unrealised gains on unit linked assets (see section A.3.1);
- Operating expenses decreased by (€26m), primarily relating to expense discipline across the Group in 2016; and
- Non operating tax increase in 2016 due to taxes related to gains on unit linked business.

## A.5 Any other information

### A.5.1 Material transactions during the year

All intra-group operations and transactions are at arm's length as it would be if the operations and transactions were with a third party.

Materiality for significant transactions is at least 5% of the lowest solo SCR directly or indirectly involved in the transaction.

#### Material intra-group costs during the year

Internal cost sharing between the Group entities is primarily managed through MetLife Europe Services Limited (MESL) and the MetLife Services European Economic Interest Group (MetLife Services EEIG). MetLife EEIG is the administrative entity responsible for recharging the costs. The costs recharged relate to Solvency II, actuarial support, information technology and investment management services. The MetLife EEIG is only applicable to EU resident operations.

The table below provides a list of significant intra-group transactions entered into by the Group entities during 2016. The transactions are aggregated at an entity level.

#### **Intra-Group transactions during 2016**

<b>To:</b>	<b>From:</b>	<b>€'m</b>
MetLife Europe	MESL	65
MetLife Europe	MetLife Services EEIG	51
MetLife Services EEIG	MESL	19
MESL	MetLife Services EEIG	16
MetLife Poland	MetLife Services EEIG	7
MetLife Slovakia s.r.o.	MetLife Services EEIG	4
MetLife Europe Insurance	MetLife Services EEIG	3
MetLife Greece	MetLife Services EEIG	3
MetLife Services EEIG	MetLife Europe	2

#### Material capital transactions during the year

The table below provides a list of significant intra-group capital transactions entered into by Group entities during 2016. It details the significant dividend payments made between group entities during the year, portfolio transfers and other significant transactions.

**Dividends paid within the Group**

<b>To:</b>	<b>From:</b>	<b>€'m</b>
MetLife EU Holding Company Limited	American Life Insurance Company (Cy) Limited	108
MetLife EU Holding Company Limited	MetLife Poland	67
MetLife Poland	MetLife Powszechnie Towarzystwo Emerytalne S.A.	13
MetLife EU Holding Company Limited	American Life Insurance Company (Cy) Limited	11
MetLife EU Holding Company Limited	Metropolitan Life SAFPAP S.A.	4
MetLife EU Holding Company Limited	Metropolitan Life SAFPAP S.A.	4

**Mergers and portfolio transfers within the Group**

<b>To:</b>	<b>From:</b>	<b>€'m</b>
MetLife Europe	Metropolitan Life Asigurari S.A.	108
MetLife Europe	American Life Insurance Company (Cy) Limited	(10)
MetLife Europe Insurance	Metropolitan Life Asigurari S.A.	7

**Payables within the Group - related to share purchase agreements and mergers**

<b>To:</b>	<b>From:</b>	<b>€'m</b>
MetLife Europe	MetLife EU Holding Company Limited	50

**A.5.2 Leases**

The Group does not hold any material leases.

## B System of governance

### B.1 General information on the system of governance

#### B.1.1 Governance structure

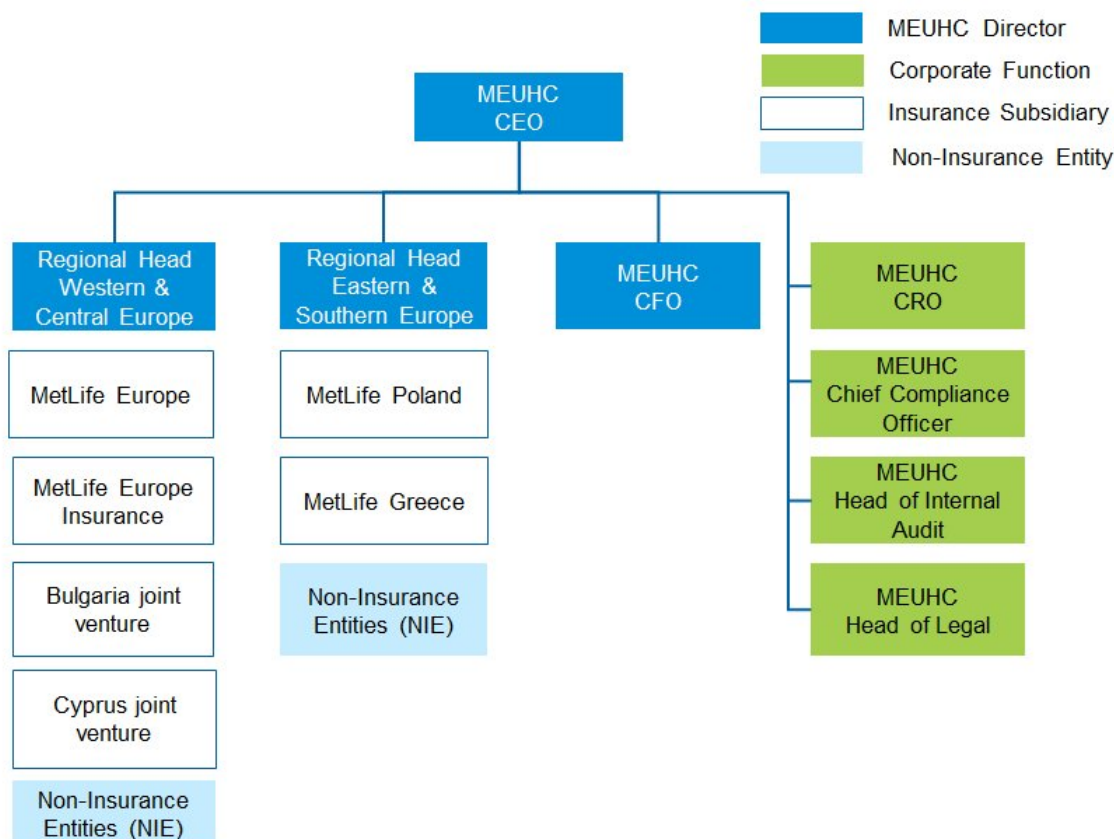
A consistent governance structure is in place across the Group supporting clear decision making, roles and responsibilities. The Company Directors' Handbook (the Handbook) describes the structure and role of the Company's Board and Executive. The Handbook ensures that there is a common understanding of the following:

- Key organs (i.e. the Board, Executive Management and committees) and their roles;
- The membership of the Board, its role, the frequency of meetings and the process for making changes to Board membership;
- The membership of each Board committee, each committee's role, the frequency of meetings and how changes to membership are effected;
- Who is empowered to act on behalf of the Company and in what capacity and to what extent; and
- How certain key individuals are appointed and resign or are removed.

The governance structure defines the key areas of authority and responsibility and establishes the appropriate lines of reporting. It enables an effective risk management and allows the Group entities to carry out their activities so as to achieve their objectives.

Executive Management is responsible for the day-to-day running of the Group entities and is led by the Chief Executive Officer (CEO). The following chart indicates the positions of key function holders within the Board and Executive team and how they are led by and report to the CEO.

Figure: Executive management organisational structure





### **B.1.2 Role of the Board**

The Board's key purpose is to ensure the Company's prosperity by directing the Company's affairs, acting in the best interest of the shareholder and recognising Company obligations to third parties. In particular, the Board shall provide effective, prudent and ethical oversight of the Company and its subsidiaries.

The Board is responsible for, among other things, reviewing and/or setting and overseeing:

- Business strategy and management
- Structure and capital
- Financial reporting and controls
- Internal controls
- Contracts
- Board membership and other appointments
- Remuneration
- Delegation of authority
- Corporate governance
- Policies and compliance

Members of the Company Board are also directors of each of the Groups major subsidiaries MetLife Europe, MetLife Europe Insurance, MetLife Greece and MetLife Poland, and there is appropriate interaction with the Boards of Directors of all entities within the Group, proactively requesting information and challenging the decisions in the matters that may affect the Group. The Board of Directors is responsible for the effectiveness of the risk management system of the Group.

#### **Delegation to management**

The Board may delegate certain matters by board resolution, by terms of reference to committees of the Board or by power of attorney to specific individuals to act on behalf of the Board in respect of certain matters. Where the Board delegates authority it monitors the exercise of this delegated authority.

#### **Meetings of the Board, Board working sessions and Board training sessions**

The Board meets at least four times a year, with members attending in person where possible. All Board meetings are arranged through the company secretary and the Chairman. Minuting of all Board meetings follows an established Board/Committee minute review process.

### **B.1.3 Role of Directors**

The role of the director shall include the following:

- participate actively in constructively challenging and developing strategies proposed by the executive team;
- participate actively in the Board's decision making process; and
- exercise appropriate oversight over execution of agreed goals and objectives and monitor reporting of performance.

## **B.1.4 Matters reserved for the Board**

### **Strategy and management**

- Responsibility for the overall management of the Company.
- Approval of the Company's strategy and commercial objectives.
- Approval of the Company's business plans and any deviations to them.
- Oversight of the Company's operations ensuring:
  - Competent and prudent management;
  - Sound planning;
  - An adequate system of internal control;
  - Adequate accounting and other records; and
  - Compliance with statutory and regulatory obligations.
- Review of the performance of the Company in the light of the Company's strategy, commercial objectives and business plans and ensuring that any necessary corrective action is taken.
- Extension of the Company's activities into new businesses or geographic areas.
- Any decision to cease to operate all or any material part of the Company's businesses.
- Any decision regarding funding of subsidiaries.

### **Structure and capital**

- Changes to the Company's corporate structure.
- Changes to the Company's management and control structure.
- Changes relating to the Company's capital structure, including share issuances and reduction in capital.

### **Financial reporting and controls**

- Approval of the annual report and accounts.
- Approval of the dividend policy.
- Declaration of any interim dividend and recommendation of any final dividend.
- Approval of any significant changes in accounting policies or practices.
- Approval of regulatory returns.
- Approval of any external auditor fees.

### **Internal controls**

- Ensuring maintenance of a sound system of internal control and risk management including:
  - Approving an appropriate statement for inclusion in the annual report; and
  - Approval of any internal audit plan.
- Reviewing the effectiveness of the Company's risk and control processes.
- Approval of the Risk Management Framework.

### **Non-insurance contracts**

- Material capital expenditures by nature or amount (materiality to be determined by the Head of Legal). Note: Material includes, but is not limited to, total consideration in excess of €7,500,000.
- Material contracts by nature or amount entered into by the Company (materiality to be determined by the Head of Legal). Note: Material includes, but is not limited to, total consideration in excess of €7,500,000.

### Board membership and other appointments

- Changes to the structure, size and composition of the Board.
- Ensuring adequate succession planning for the Board and senior management.
- Appointments to, and removals from, the Board (including non-executive directors).
- Selection and removal of the Chairman of the Board and the Chief Executive Officer.
- Membership and chairmanship of Board committees.
- Continuation in office of any director at any time, including the suspension or termination of service of an executive director as an employee of the Company, subject to the law and their service contract.
- Appointment or removal of the Company Secretary.
- Appointment, reappointment or removal of any external auditor.

### Remuneration

- Determining the Compensation Policy for independent non-executive directors, if any.

### Delegation of authority

- The division of responsibilities between the Chairman, the Chief Executive Officer and other executive directors, which should be in writing.
- Approval of terms of reference of Board committees.
- Receiving reports from Board committees on their activities.
- Approval of the Company's authorised signatories.
- Authorising individuals to grant powers of attorney.

### Corporate governance

- Determining the independence of directors.
- Considering the balance of interests between shareholders, employees and customers.

### Compliance

- Approval of policies where they differ from policies of the MetLife, Inc. Group.

### Other

- The making of political donations.
- Prosecution, defense or settlement of litigation material by nature or in excess of €7,500,000 per matter (materiality to be determined by the Head of Legal).
- Approval of schedule of matters reserved for the Board.

## **B.1.5 Role of Chief Executive Officer (CEO)**

The Board shall appoint a Chief Executive Officer who is the most senior executive officer and has ultimate executive responsibility for the Company's operations, compliance and performance. The Chief Executive Officer is the main link between the executive management team and the Board and is a director of the Company.

## **B.1.6 Board committee structure**

At present there are no committees of the Board.

### **B.1.7 Main roles and responsibilities of key functions**

#### **Chief Risk Officer (CRO)**

The CRO is a member of executive management and reports to the CEO. The CRO's primary responsibility is to the Board. The CRO shall report to the Board periodically and shall have direct access to the Chairman.

The CRO is the senior executive officer with responsibility for the risk management function and for maintaining and monitoring the effectiveness of the Group's risk management system. The CROs of the operating subsidiaries report to the Company's CRO, and chair such subsidiaries risk committees.

#### **Head of Compliance**

The Head of Compliance is a member of executive management and reports to the CEO, with primary responsibility for ensuring that all entities in the Group remain compliant with applicable laws, requirements and regulations and with the Group's compliance policies, procedures and programmes. The heads of compliance of the operating subsidiaries report to the Company's Head of Compliance.

#### **Head of Internal Audit**

The Head of Internal Audit reports to the Chairman of the Board, her responsibilities include providing input and challenge to management regarding the effectiveness of risk management and internal control processes across all entities in the Group. Also evaluating the design and operating effectiveness of the policies and processes; developing, presenting and executing appropriate risk-based audit plans in accordance with MetLife, Inc. global audit methodology; presenting quarterly plans for review and approval by the respective board or Audit Committee of the Group entities and assisting the Audit Committees' in meeting their fiduciary responsibilities.

#### **Finance and actuarial functions**

The finance and actuarial functions of the Group entities report to the Chief Finance Officer (CFO), who is a director of the Company. These functions deliver financial planning and analysis, reporting, and actuarial services to the Company. Their responsibilities include general management input and statutory duties set out in legislation (subject also to regulation and professional guidance).

In particular, shared reporting and actuarial services supporting the CFO determine the bases, methods and assumptions used at group level for the valuation of assets and liabilities for solvency purposes.

### **B.1.8 Material changes**

Over the reporting period, there have been no material changes in the system of governance.

### **B.1.9 Remuneration**

The Group adopts the remuneration policy and practices determined by MetLife, Inc. The Company Board and the Companies' subsidiary Boards are responsible for ensuring that in adopting the policy that it is in line with the risk strategies of the Group and that it is consistent with and promotes sound and effective risk management. The subsidiary Boards provide oversight of the remuneration policy and practices and ensures that these do not promote excessive risk taking.

## Remuneration policy

MetLife, Inc.'s compensation program is designed to:

- provide competitive total compensation opportunities that will attract, retain and motivate high-performing employees;
- align compensation plans with its short-term and long-term business strategies;
- align the financial interests of the executives with those of its shareholders through stock-based incentives and stock ownership requirements; and
- reinforce the pay for performance culture by making a meaningful portion of total compensation variable, and differentiating awards based on company and individual performance.

MetLife, Inc. uses a competitive total compensation structure that consists of base salary, annual incentive awards and stock-based long-term incentive award opportunities.

Variable remuneration for eligible MetLife associates is determined by a combination of grade/seniority, individual performance and MetLife, Inc. group performance. Annual variable remuneration is set as a target of annual base salary, with targets ranging from 5% to 70% depending on seniority. The long term incentives (payable over 3 years) are only available for senior management and range from 9.8% up to 90% of base salary. Each year individual and corporate performance can result in variations in these amounts. These measures are in place to promote prudent and effective risk management and not to promote excessive risk taking.

The Company and its subsidiaries do not provide supplementary pension schemes (i.e. superior conditions for some individuals) or early retirement schemes for members of the Board or other key function holders.

### **B.1.10 Material transactions with related parties**

#### Material transactions with shareholder

The Company paid dividends of €328m to its parent, MetLife Global Holding Company II GmbH (MGHC II) during the year.

Other intra group balances and transactions are set out in Section A.5.1.

#### Material transactions with persons who exercise a significant influence

There were no material transactions with any persons who exercise a significant influence on the Group over the reporting period.

#### Material transactions with members of the Board

There were no material transactions with members of the Board over the reporting period.

### **B.1.11 Adequacy of system of governance**

The Board regularly reviews the adequacy of the system of governance, both as a whole and in selected areas, to confirm it remains adequate for the Group's needs, and to prioritise areas of improvement.

## B.2 Fit and proper requirements

### B.2.1 Fit and proper policy

The Fitness and Probity Policy (the Policy) sets out the minimum standards, in compliance with the relevant standards and legislation, to ensure that a person who is a Responsible Person, has the necessary qualities and competence in order to allow them to perform the duties and carry out the responsibilities of their position within the Company and its subsidiaries. The qualities and competence relate to the integrity demonstrated by a Responsible Person in personal behaviour and business conduct, soundness of judgement, a sufficient degree of knowledge and experience and appropriate professional qualifications.

Compliance with the Policy is mandatory for the Company. Specifically, the Policy sets out and describes the approach for assessing and monitoring individuals' fitness and probity.

#### Assessment of fit and proper

The Company does not permit a person to perform a Critical Function (CF) as defined by the CBI unless it is satisfied on reasonable grounds that the person complies with the required standards and has obtained confirmation from the person that he or she agrees to abide by the standards.

The required standards provide that a Responsible Person must be:

- Competent and capable;
- Honest, ethical and act with integrity; and
- Financially sound.

The Company has in place appropriate procedures to maintain a register of all Responsible Persons (the Register) and a record of all due diligence undertaken in respect of such Responsible Persons.

Notification is made to the relevant supervisors (to the extent required) following any change to the Register arising either from the appointment, resignation, retirement, removal or material change in the responsibilities of a Responsible Person's role. The notification should be carried out by Compliance following the review of the fit and proper assessment and completion of an individual questionnaire, if required based upon the event in question.

#### Fitness criteria

In determining a Responsible Person's competence and capability for performing their role, assessments may include, but will not be limited to:

- Whether the person satisfies the relevant training and competence requirements, which may be satisfied by evidence of qualifications (e.g. diplomas, degrees and professional memberships) and capability appropriate to the corresponding position description; and
- Whether the person has demonstrated by experience that they are able, or can reasonably be expected to be able, to perform the intended function. Employment and reference checks may be used to establish such ability.

#### Probity criteria

In determining a Responsible Person's honesty, integrity and reputation for performing his/her role, the following factors may be considered, among others:

- Has the person been convicted of any criminal offence, whether or not presently of record; particularly relevant being any offence involving dishonesty, fraud, financial crime or other offences under legislation relating to companies, building societies, industrial and provident societies, credit unions, friendly societies, banking and or other financial services, insolvency,

consumer credit companies, insurance, and consumer protection, money laundering, market manipulation or insider dealing;

- Has the person had any adverse finding against him/her or settlement in civil proceedings, particularly in connection with investment or other financial business, misconduct, fraud or the formation or management of a body corporate;
- Has the person had personal involvement in any investigation or disciplinary proceeding resulting in sanction or adverse finding with any requirements or standards of any supervisory bodies/regulatory authorities, clearing houses and exchanges, professional bodies, or government bodies or agencies;
- Has the person been involved as a Responsible Person with a company, partnership or other organisation that has been refused registration, authorisation, membership or a licence to carry out a trade, business or profession, or has had that registration, authorisation, membership or licence revoked, withdrawn or terminated, or been expelled by the CBI or government body or agency or alternate regulator;
- Has the person been refused the right to carry on a trade, business or profession requiring a licence, registration or other authority as a result of the removal of the relevant licence or registration;
- Has the person served as a director, partner, or chief executive of a business that has gone into insolvency, liquidation or administration while personally connected with that organisation or within one year after that connection;
- Has the person been investigated, disciplined, censured, suspended or criticised by a supervisory body/regulatory authority, professional body, government body or agency, a court or tribunal, whether publicly or privately, with which such Responsible Person has been involved; and
- Has the person been dismissed or resigned, upon request, from employment or from a position of trust, fiduciary appointment or similar capacity while holding a position as a Responsible Person.

The aforementioned criteria will be considered in relation to a person's ability to perform the relevant CF. In addition, checks to ensure compliance with laws and regulations must include appropriate legal review.

#### Frequency of assessment

A person proposed to perform a CF will be assessed prior to appointment and before any contract is signed.

All Responsible Persons will be reassessed on an annual basis as set out in the Company's procedure documents and in accordance with the relevant legislation. Notwithstanding the above, if a Responsible Person becomes aware of a material change in his/her circumstances that could affect his/her fit and proper assessment, he/she must notify the Head of Human Resources without delay.

### **B.3 Risk management system including the own risk and solvency assessment**

#### **B.3.1 Risk management structure**

The Risk Management Framework (the Framework) sets out the approaches to risk management and structure to be followed by all associates in the Group in their capacity as executives, management and staff.

The key objectives of the Framework are to:

- Promote a strong risk culture across the Group;
- Ensure consistent, systematic management of risks across all businesses, operations and risk types; and
- Enable decision makers to direct resources efficiently to attractive business opportunities that are within the Board's risk appetite.

### Scope and application

All business activity and decisions are made in the context of, and in compliance with, the Framework. Every associate is sufficiently familiar with the Framework as it is relevant to their role, and exercises sound judgement to act within the Framework in their daily work. It is the responsibility of management to ensure that they have the capability, resources and knowledge to operate within this Framework and exercise their duties under it.

### Risk governance

In its mandate to support MetLife, Inc. Group's strategy in Europe, the Group subsidiaries are active in diverse segments, markets and products; decisions are made and implemented across borders; and business environments are the result of operating in multiple countries across the European Economic Area (EEA). The Framework is designed to facilitate, on an on-going basis, the systematic management of risks consistent with this specific situation, by integrating risk management into business practices and decision mechanisms at the appropriate levels of each legal entity.

The Board owns risk appetite and strategy, and defines it in consideration of existing and potential opportunities to develop and grow the business, and each Group entity's capacity to absorb losses. As part of MetLife, Inc. Group, risk appetite takes strategic direction from MetLife's 'Enterprise Risk Appetite', as defined by the MetLife, Inc. Board.

While ultimately the Board owns risk appetite and therefore controls the overall risk profile, this profile is the result of the actions taken by the entire organisation as mandated by the Board. The entities' "three lines of defence" have independent reporting lines into the Board, and provide the Board with the assurance of strong governance and controls for every decision that impacts the risks the Company faces.

Each operating subsidiary, under the lead of the CRO, designs and operates appropriate risk management structures, including risk reporting, risk appetite, risk and control registers, and regular review by Executive Management.

### Risk management function

The Risk Function operates an enterprise-wide, comprehensive system to identify, aggregate, measure and report risks across the Group, and assesses how the full range of risks and their interaction impact the Group's aggregate solvency, liquidity, earnings, business and reputation.

The Risk Function leverages MetLife's Global Risk Management Function for challenge and support, and escalates risks and issues as required.

### Structure of the risk function

Each insurance subsidiary within the Group has its own CRO, reporting to the Company's CRO, responsible for monitoring and reporting on all the material risks.

## **B.3.2 Risk management strategies by category of risk**

### Allocation of risk ownership

In the following section, ownership of a risk shall be read to include also ownership of any crystallisations of that risk as losses, issues or near misses.

While the Board ultimately owns the aggregate risk profile, executive managers are mandated to own certain risks. Operational risks and business risks are primarily managed within the Group subsidiaries. In contrast, credit risk, market risk / Asset Liability Matching (ALM) risk and liquidity risks are managed centrally at an aggregate level, with support from the entities in the identification and monitoring of particular product or transaction-linked exposures.



### Credit risk

Credit risk relates to unanticipated loss due to:

- Another party's failure to perform its financial obligations to the Company, including failure to perform them in a timely manner (default risk);
- Increasing doubts over another party's ability to meet its financial obligations (migration risk); or
- Increases in the discounts markets apply to the value of obligations with default risk (spread risk).

Credit risk of cash deposits, general-account investments, and derivative counterparties is managed by each entity's Treasury and Investment Function, and overseen by Group management.

### Market risk

Market risk relates to the potential loss or change in value arising from the impact of external market and economic factors on assets and liabilities. Market risk includes the direct impact of market prices on securities held, as well as other potential effects of financial market movements on the Group's business, such as losses on illiquid liabilities that take market prices as valuation inputs, or increased benefit costs on insurance products.

For management purposes, market risk is broken down into the following categories:

- Interest rate risk: Risk of loss caused by adverse movements in interest rates, credit spreads, or the level of observed and market implied interest rate volatility;
- Equity risk: Risk of loss caused by adverse movements in public, private, and real estate equity prices and equity index levels, or the level of observed and market implied equity market volatility; and
- Foreign exchange risk: Risk of loss caused by adverse movements in currency exchange rates or the level of observed and market implied volatility in currency markets.

The Group seeks to incur only minimal market risk exposure as arises from its insurance business.

### Liquidity risk

Liquidity risk relates to the risk of incurring punitive costs to make available sufficient cash to meet its financial obligations as they fall due.

Liquidity risk is managed by each Group entity's Treasury Function and overseen at the centralised level.

The Group seeks to incur only minimal liquidity risk exposure across all entities as arises from their insurance business, and maintain sufficient liquidity at all times to meet liabilities as they become due, in the short, medium and longer term, even in stress scenarios. Liquidity exposures can arise from the following:

- Actual experience differs from expected in the prediction of cash flows;
- Policyholder optionality;
- Catastrophic events;
- Non-marketability of assets; or
- Funding of cash collateral for derivative positions.

The Group carries out regular liquidity stress testing, allowing for key liquidity risk exposures including the impact of policyholder surrenders and the requirement to post additional collateral on derivatives in stressed conditions, and quantitative limits are documented in the Risk Strategy and Appetite.

### Insurance risk

The Group is exposed to insurance risk through its insurance subsidiaries. Insurance risk relates to unanticipated fluctuations in the timing, frequency and severity of insured events relative to expectations, arising, for instance, from mortality, morbidity, longevity, or policyholders' exercise of options.

The insurance subsidiaries develop insurance products, and underwrite risks in line with approved standards. Each insurance class needs to be approved by the relevant insurance subsidiary's Board prior to any business being underwritten. The Board can delegate to management the authority to approve products that do not have the potential to materially change the risk profile.

The insurance portfolio held by the Group is a well-diversified portfolio of life insurance risk for appropriate reward, and limits the exposure to single risks and catastrophic events. The diversification is achieved through the operation in multiple countries across the EEA and reinsurance.

### Operational and business risk

Operational risk arises from unexpected loss due to inadequate or failed internal processes, people and systems, or from external events (including legal risk). Specifically, conduct risk relates to losses, typically from supervisory intervention caused by misconduct in the insurance market, such as mis-selling or product design that is unsuitable for the intended client.

Business risk is the possibility a company will have lower than anticipated profits, influenced by numerous factors, including sales volume, lapses, sales and maintenance costs, competition and achievable margins.

Operational and business risk is intricately tied to the overall management of a business and is therefore the responsibility of each legal entity. Operational risk also arises in the Group, such as finance, actuarial, etc. Each function is responsible for the management of operational risk in their respective area.

### **B.3.3 Own Risk and Solvency Assessment (ORSA)**

#### **ORSA process**

The ORSA process is a continuous cycle of assessment and is significantly dependent on the key interactions between business planning, capital management and stress testing, in order to obtain the results which provide senior management and the Board with comfort that adequate solvency levels are maintained.

The Group ORSA process is based on the preparation of individual ORSAs for each insurance subsidiary, and captures all the material risks that each subsidiary faces or may face in the future in the execution of its business plans. The Group ORSA process is run in its entirety at least annually and without delay following any significant change in the risk profile of any of the subsidiaries, and is reviewed and approved by the Board following the recommendations of the subsidiaries' executive members. The ORSA is integrated into the management processes and decision making process in the Group level. In the last reporting period no interim ORSA took place.

The ORSA process includes the following:

- Identification of the specific risk profiles taking into account the approved risk tolerance limits and business strategy and external environment;
- Assessment of the appropriateness of the standard formula;
- Forward-looking stress and scenario analysis over the business plan to provide an adequate basis for the assessment of the overall solvency needs; and
- Contingency plans to address material risks that could have a significant impact on the solvency position or viability of each subsidiary if they were to happen but which it is not appropriate to hold a capital buffer for.

The above process is undertaken by each insurance subsidiary and aggregated at the Group level to ensure that the capital management activities and the risk management system are interlinked and that all key decision making processes are aligned with the ORSA process.

## **B.4 Internal control system**

### **B.4.1 Internal Controls**

The control framework promotes the importance of having appropriate internal controls and ensuring that all associates are aware of their role in the internal control system. The control framework sets out clear standards for the design, operation, validation and oversight of the system of internal control. It defines how effective internal control is achieved through joined responsibilities of the general managers and the Heads of Functions.

The control framework defines control activities as the policies and procedures that mitigate both the Group's and separate legal entities' risks to the expected level. Control activities can be preventative, corrective, detective or directive, and include a range of activities as diverse as authorisations, segregation of duties and required approvals, verifications, reconciliations, reviews of operating performance, documentation, and safeguarding of assets.

All key controls are registered with the associated risks in the each subsidiary's Entity Risk Self-Assessment ('ERSA'), and managed as part of that process to validate their effectiveness and address identified weaknesses. Ongoing monitoring occurs in the ordinary course of operations of each legal entity. Due to changing conditions, management regularly determine whether the internal control system continues to be relevant in its ability to address the Group's risks.

ERSA assessments are also performed for the activities performed by finance and actuarial shared services as is relevant for the determination and reporting of group solvency and own funds, and the monitoring and management of intra-group transactions and risk concentration.

## B.4.2 Key procedures

The Group's control environment comprises an extensive catalogue of controls that are defined for each function, and include the following:

Control Name	Description
Approval and Authorisation	Approval/authorisation is the confirmation or sanction of employee decisions, events or transactions based on a review by the appropriate management personnel;
Business Resumption	Controls that ensure that business operations can resume in the event of disaster or IT outage. These controls include Business Continuity (BCP) and Disaster Recovery (DR) Planning, BCP/DR Testing, system back-up and data retention;
Code of Accounts Structure	Controls to ensure that the design of the general ledger or subledger account codes assists in minimising errors and allow for effective data capture and reporting;
Documentation	Controls to ensure decisions, exceptions, transactions, and other events are substantiated through documentation. These controls include confirmations, notices and/or disclosures that are required to be sent to clients on a periodic or annual basis;
Hiring/Selection	The hiring and selection process includes a due diligence and escalation process in connection with information received as a result of a background check conducted on an individual candidate who is seeking registration, appointment or a license;
Input Form Design, Edits, and Validations	Controls that ensure the completeness, accuracy, and/or integrity of data input into information systems. These controls include business rules built into the design of system interfaces to reduce the probability of data input errors, (e.g. required fields, acceptable values, etc.), input data validation against known or expected values (e.g. tolerances etc.), or verifying the integrity and origin of data (e.g. digital signatures, hard-copy signatures, etc.);
Physical Safeguarding Mechanisms	Controls that protect the Group's assets through direct measures such as locks on doors, bars on windows, use of safes to secure valuables, and other similar techniques. Includes adequate data centre security measures;
Policies and Procedures	Define control standards for particular areas, such as Operations, and IT. There are also reference aids or resources available which employees can refer to assist them in fulfilling their job responsibilities;
Process Monitoring	Management monitoring controls that ensure business processes within the lines of business meet their business objectives. These controls may include reviewing transaction error reports, reviewing compliance with applicable laws/regulations (e.g., monitoring the status of claims to ensure turnaround times comply with regulatory time standards), conducting quality assurance reviews, rejecting duplicate transactions, financial statement reviews, etc;
Reconciliations/ Comparisons	Control techniques that ensure that two or more data sets/elements match, for example reconciling bank accounts, comparisons of subledger totals to control accounts, comparisons of data transfer record counts, etc;
Segregation of Duties	Controls segregating tasks or processes to reduce the risk of accidental errors, incomplete or inadequate performance of controls, and fraud;
Strategic Monitoring and Governance	Management monitoring controls that ensure Lines of Business meet their strategic objectives. These controls include short and long-term range planning, organisational design/staffing, key performance indicator reviews, risk management, enterprise architecture, data governance, knowledge management, etc;
System Access Approval and Monitoring	Authorisation, identification and authentication of associate access to IT Resources. Minimally, access to systems or data is formally approved and access is periodically reviewed for appropriateness;

Control Name	Description
System Change Control	Controls to ensure changes to IT systems are reviewed to ensure they meet the needs, perform as expected, and do not create security vulnerabilities. These controls could include unit testing, performance testing, user acceptance testing, vulnerability testing, etc.;
System Data Encryption	Controls to ensure sensitive data is encrypted in at-risk IT assets such as laptops, smart phones/blackberry's and back-up tapes to prevent unauthorised data access and/or disclosure of confidential or sensitive information;
System Monitoring and Response	Controls to ensure the technology environment is monitored for security incidents, processing abends, system outages, etc. and that appropriate actions are taken based on the results;
System Security Configurations	Security configurations at the software, infrastructure, hardware, or network layers that ensure the confidentiality of data;
Third-Party Monitoring	Controls to ensure that third-parties are operating in accordance with agreements and contracts and deviations are acted upon by management;
Training/Communication	Controls to ensure that employees, at all levels, are provided with training activities that comply with regulatory requirements regarding training on products, services, procedures, rules and standards, as applicable; and
Validity/Existence Tests	Controls that validate the existence of assets. Examples include physical inventory counts to determine that quantities and descriptions of goods and/or supplies on hand are accurate, fixed asset inventories to validate the existence of items represented in the accounts, and other similar processes.

#### Independent control oversight

The control functions oversee control activities performed by the 'First Line of Defence' which together ensure that the control environment is effective to ensure the Board's required level of control.

### B.4.3 Description of compliance function

The Compliance function is an important part of an effective internal control system and the three lines of defence model. In this regard, the Group is committed to having in place an effective compliance risk management ('CRM') programme wherever it does business and is guided by its core values, appropriate rules, structures, processes, training, documentation and controls to help prevent, detect and remediate compliance breaches and deficiencies. The aim of this programme is to help management be reasonably assured that effective processes are in place to ensure adherence to applicable laws and regulations. It also ensures that any compliance issues uncovered by the programme are appropriately addressed and that ownership of the compliance risks and mitigating actions are assigned to business process owners.

The CRM programme consists of the following key elements:

- Compliance Risk Identification and Prioritisation;
- Compliance Risk and Control Assessments;
- Monitoring and Testing Programme; and
- Policies and Procedures.

Each legal entity's Board has overall responsibility for setting and overseeing that entity's compliance arrangements. Management has responsibility for maintaining compliance with all applicable laws and regulations and the commitment and support of management is an essential component of a successful compliance program. The core role of the Compliance Function is to provide assurance to the management, and ultimately to the regulator, that all entities are operating within the letter and the spirit of the legal and regulatory framework. The subsidiaries' Compliance Function reports to the group Compliance Office.

The Compliance function performs the following actions:

- In line with the CRM Programme, identification and assessment of compliance risk, including but not limited to, the completion of compliance monitoring and testing to ensure independent oversight and review of policies and procedures;
- Providing a Compliance Policy setting out the roles and responsibilities of the Compliance Function. This policy will be approved by the Board;
- Regulatory Development (in line with the Regulatory Development Policy):
  - Advising senior management, in conjunction with the Legal Function, on compliance with applicable laws and regulations;
  - Assessing the possible impact of changes in the regulatory environment on the operations of the subsidiary;
- Providing an Annual Compliance Plan, including a Testing and Monitoring Plan for approval from the Board;
- Supporting a robust training program to ensure all staff are fully up to date with and understand all aspects of compliance rules and regulations;
- Reviewing compliance procedures and controls on a regular basis; and
- In addition, the Head of Compliance is also responsible for providing compliance oversight of the activities in all branches of the subsidiary

## **B.5 Internal audit function**

### **B.5.1 Internal audit**

Internal Audit is an independent assessment function within MetLife, Inc. providing services to MetLife, Inc. management and to the Board. It functions by examining and evaluating the adequacy and effectiveness of enterprise-wide controls with a risk-based focus.

Its purpose is to provide on-going objective and independent evaluations of the effectiveness of the system of internal controls, and to perform special reviews and investigations.

#### **Roles and responsibilities of internal audit**

Internal Audit assists management in bringing a systematic and disciplined approach to ensuring the existence and operational effectiveness of the system of internal controls in each legal entity in the Group. This includes a number of responsibilities, as follows:

- Evaluating the adequacy of the system of internal controls for reasonable assurance that transactions are executed in accordance with management authorisation, that they are properly recorded, and that assets are effectively safeguarded;
- Determining if the financial reporting process used to prepare each subsidiary's local GAAP and US GAAP financial statements and Solvency II reporting is operating effectively;
- Determining if the management reporting system provides reliable and timely information;
- Evaluating whether management control systems throughout the Group are operating as intended, and are effective;
- Reviewing compliance with policies and procedures;
- Providing management with an objective review of operations, and to ensure management takes appropriate action to mitigate risk;
- Performing consulting and advisory services related to governance, risk management and control as appropriate for the organisation;
- Reviewing new key systems and procedures prior to implementation or when there is a major change in an existing system;
- Assisting the audit committee of the subsidiary Board in exercising their fiduciary responsibilities, and apprising the subsidiary Board, through the audit committee, of any significant developments warranting their consideration or action;
- Evaluating and investigating allegations and the possibilities of fraud, and other inappropriate transactions, in coordination with other departments;

- Having responsibility for subsidiary internal audit departments to ensure effective audit coverage and independence;
- Monitoring and evaluating the effectiveness of the Group's risk management processes;
- Participating in management discussions that involve the development or modification of operating policies, or the system of internal controls;
- Maintaining liaisons with appropriate external professional organisations and keeping informed on new developments in the field of auditing; and
- Perform certain Sarbanes Oxley controls testing in coordination with other departments.

### Internal audit process

The internal audit process is defined by the MetLife, Inc. Chief Auditor. Within the framework of these objectives, internal audit shall at least annually formally document their risk assessment methodology, prepare an audit plan, and prepare an expense budget for the relevant areas of the MetLife, Inc. Group. Such plans shall include:

- A risk assessment of all key business processes;
- A schedule of audits based upon the results of the risk assessment;
- A proposed budget which documents the level of resources and expenses that need to be committed to provide consistent and adequate audit coverage for the audit plan; and
- Flexibility to respond to special requests of senior management on a timely basis.

Internal audit shall maintain an effective working relationship with the external auditors.

### Reporting structure

All entities' Heads of Internal Audit report to the Group Head of Internal Audit. Results and conclusions of Internal Audit work will be reviewed with operating and financial management directly responsible for the activity being evaluated, and such other management as deemed appropriate. The purpose of reviewing results will be to reach agreement as to the facts presented by internal audit and to make management aware of internal audit issues before the report is released.

## B.5.2 Independence

In order to maintain independence and objectivity, internal audit will not prepare any accounting and related records or engage in any relevant activity requiring audit review, including the development or installation of new systems, policies or procedures. The review of new systems or procedures prior to implementation shall not be considered an impairment of independence and objectivity.

## B.6 Actuarial function

### B.6.1 Actuarial

The actuarial function on the Group level provides guidance and monitoring tools across all the legal entities. It is also responsible for setting and monitoring EEA policy in respect of product profitability and risk.

The actuarial function for each of the major subsidiaries is detailed in Section B.6 of each of their SFCRs attached as appendices to this report.

## B.7 Outsourcing

### B.7.1 Outsourcing policy

The Group entities may outsource internally and externally a range of activities, particularly in the areas of policy administration, IT, and treasury services, in order to benefit from expertise and efficiencies not



practically available in individual operations. Each outsourcing arrangement has a functional owner in the senior team who is responsible for the management and first line oversight of the arrangement. The procurement function co-ordinates all activities across functions.

All outsourcing is subject to the requirements of the outsourcing policy, which ensures that all outsourcing arrangements are subject to appropriate due diligence, approval, written agreements and on-going monitoring, and that the risks associated with entering outsourcing arrangements are effectively managed. The outsourcing policy applies to all outsourcing agreements and covers the requirements for both external outsourcing and intra-group outsourcing.

## **B.8 Any other information**

All information has been disclosed in the preceding sections.



## C Risk profile

### C.1 Underwriting risk

#### C.1.1 Material exposures

The Group is exposed to underwriting risks in its businesses, including mortality risk, longevity risk, morbidity risk, policyholder-behavior risk, and expense risk due to the nature of its subsidiaries. These risks are identified and assessed as part of the product development process, in which appropriate underwriting conditions are defined for all underwriting risks associated with the insurance policies over their whole life cycle on an entity level. The exposures to underwriting risks have been stable over the course of the reporting period.

#### C.1.2 Material risk concentrations

Through its operations, the Group seeks to underwrite a highly diversified and balanced portfolio of underwriting risks. In certain business lines, material geographical risk concentrations can arise.

#### C.1.3 Material risk mitigation practices

Underwriting risks are primarily mitigated through diversification and single-exposure limits for different components such as mortality and invalidity. Risks in excess of such limits can be accepted but must be reinsured. Catastrophe reinsurance is used to limit the total loss that can be incurred as the result of single events, and to manage risk concentrations.

#### C.1.4 Material risk sensitivities

As required by the calculations to determine the SCR using the SF, the Group determines the impact of increases in expected loss rates, and pandemic events through the subsidiaries input.

Life underwriting risk	Net solvency capital requirement
	€'m
Life mortality risk	101
Life longevity risk	52
Life disability - morbidity risk	34
Life lapse risk	342
Risk of increase in lapse rates	195
Risk of decrease in lapse rates	285
Mass lapse risk	342
Life expense risk	196
Life catastrophe risk	121
Diversification within module	(279)
<b>Total life underwriting risk</b>	<b>567</b>

## C.2 Market risk

### C.2.1 Material exposures

The Group is exposed to market risks, including interest rates due to timing differences of asset and liability cash flows and basis differences between valuation rates, different currencies, credit spreads, and, indirectly, equity markets through revenues that depend on the value of investments covering unit-linked policies and positions held to facilitate policyholder transactions. These risks coming from the separate subsidiaries and are identified and assessed as part of the ALM process, in which all balance sheet values are mapped to their relevant market drivers. The exposures to market risks have been stable over the course of the reporting period.

### C.2.2 Material risk concentrations

Market risks are concentrated to the interest rates and investment markets of the Group's major functional currencies, including Euro, Pound Sterling, Polish Zloty, and the Czech Koruna.

### C.2.3 Material risk mitigation practices

Market risks are primarily mitigated through managing and monitoring risks on a entity level. Alignment of assets and liabilities, in particular in terms of timing of cash flows and currencies is taking place while exposure to changes in credit spreads are mitigated by investing in a diversified and high-quality investment portfolio. Equity exposures from the book of unit-linked policies are managed through product design and selection of suitable investment funds.

### C.2.4 Material risk sensitivities

As required by the calculations to determine the SCR using the SF, the Group determines the impact of changes in interest rates, currency values against the Euro, equity levels, and credit spreads.

	<b>Net solvency capital requirement</b>
	<b>€'m</b>
Interest Rate Risk	40
Equity Risk	177
Property Risk	8
Spread Risk	258
Currency risk	172
Diversification within module	(144)
<b>Total capital requirement for market risk</b>	<b>511</b>

## C.3 Credit risk

### C.3.1 Material exposures

The Group is exposed to credit risks (i.e. the risk of a value decrease of assets or increase of liabilities due to the default of third parties, or the increase of the probability of such a default and/or the associated loss). Exposure to credit risk comes from the investment portfolio of each subsidiary.

These risks are identified and assessed as part of the ALM and reinsurance process, in which the creditworthiness of all obligor's is monitored. The exposures to credit risks have been stable over the course of the reporting period for all the entities.

### **C.3.2 Material risk concentrations**

In line with investment guidelines and the reinsurance risk policy, the Group maintains a highly diversified portfolio and limits the exposure to individual obligor's.

### **C.3.3 Material risk mitigation practices**

Credit risks are primarily mitigated through asset allocation, diversification and single-exposure limits. For counterparty exposures, the Company may require the placement of collateral.

### **C.3.4 Material risk sensitivities**

As required by the calculations to determine the SCR using the SF, the Group determines the impact of changes in credit spreads and a potential extreme loss of counterparty exposures. The latter exposures relate almost entirely to significant financial banks and reinsurers, and contribute only marginally to the overall risk profile.

## **C.4 Liquidity risk**

### **C.4.1 Material exposures**

The Group is exposed to liquidity risks where it is obliged to settle liabilities at short notice and assets cannot be liquidated at all or only with very significant haircuts. Given the long-term nature of its business, there are only very few areas in which liquidity risk can arise. These risks are identified and assessed as part of every subsidiary's ALM process. The exposures to market risks have been stable over the course of the reporting period.

Investments are typically highly liquid. In its assessment of liquidity, the operating cash flows derived by the everyday business are included.

### **C.4.2 Material risk concentrations**

In line with Investment Guidelines, a highly diversified portfolio is maintained at the Group Level. Concentrations can arise on a local level but overall concentrations are not considered material.

### **C.4.3 Material risk mitigation practices**

Liquidity risks are primarily mitigated through asset allocation, diversification and single-exposure limits, and by avoiding entering obligations to provide liquidity to counterparties.

### **C.4.4 Material risk sensitivities**

The Group performs regular stress tests of its liquidity position in adverse events, including significant and abrupt changes in financial markets and policyholder behaviour. These stress tests consider the timing of obligations and the ability to liquidate assets over different time horizons, as well as the impact of such liquidations on realised values.

## **C.5 Operational risk**

### **C.5.1 Material exposures**

The Group is exposed to operational risk consistent with other financial institutions, including the impact of changes in the regulatory and legal environments, the dependency on multiple internal and external operators, for investment activities as an example, and complex modelling for financial reporting and solvency reporting. Operational risks are identified and assessed with regards to their frequency and potential impact as part of the risk management process, in which risks and controls are documented by risk owners and validated by the Risk Management Function. Operational risk is derived both by the Subsidiaries and Group operating processes.

## **C.6 Other material risks**

All material risks have been described in the previous sections.

## **C.7 Any other information**

All information has been disclosed in the preceding sections.

## D Valuation for Solvency purposes

### D.1 Assets

The disclosures below describe the accounting policies/valuation techniques under Solvency II for the assets and liabilities of the Group.

#### Basis of valuation

The valuation of assets for Solvency II has been determined in line with the Solvency II Directive and related guidance. Unless expressly stated in the notes below, the Group has valued its assets at fair value. In order to establish the fair value of assets, the following guiding principle has been applied:

- Assets are valued at the amounts for which they could be exchanged between knowledgeable willing parties in an arm's length transaction.

The determination of fair value of financial assets, which comprise substantially all of the assets of the Group, is set out below.

#### Fair value of financial assets with active market

When available, the fair value of financial assets is based on quoted prices in active markets that are readily and regularly obtainable. These are the most liquid of the Group's financial assets, and valuation of these assets does not involve management's judgement.

#### Fair value of financial assets with no active market

When developing fair values, where quoted prices are not available, the Group uses one of three broad valuation techniques or a combination thereof: (i) the market approach, (ii) the income approach, and (iii) the cost approach. The significant inputs to these valuation techniques are inputs that are observable in the market or can be derived principally from, or corroborated by, observable market data. When observable inputs are not available, inputs that are not observable in the market or cannot be derived principally from, or corroborated by, observable market data, are used. These unobservable inputs are based in large part on management's judgement or estimation, and cannot be supported by reference to the market activity. Even though these inputs are unobservable, management believes they are consistent with what other market participants would use when pricing such financial assets, and are considered appropriate given the circumstances. Actual results may differ materially from these estimates.

Such estimates are reviewed on an ongoing basis, and any difference recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. For deposits within one year of the balance sheet date, the Group believes that the fair value is represented by the amounts realisable, on account of their short term nature.

#### Group valuation of assets

The following table shows the assets of the Group as reported in its Quantitative Reporting Templates (QRTs) under Solvency II. As outlined in section A the Company has availed of an exemption of under section 300 of the Companies Act 2014 to produce consolidated financial statements and as a result the Company's IFRS financial statements are prepared on an unconsolidated basis.

As a result this section describes the accounting policies applied for Group Solvency II reporting purposes.

## Assets of the Group as at December 31, 2016

<b>Assets</b>	<b>Solvency II value €'m</b>
Goodwill	—
Deferred acquisition costs	—
Intangible assets	—
Deferred tax assets	89
Property, plant and equipment held for own use	53
Investments (other than assets held for index-linked and unit-linked funds)	6,199
Property (other than for own use)	1
Participations	6
Government Bonds	3,213
Corporate Bonds	2,676
Structured Notes	5
Collective Investments Undertakings	115
Derivatives	150
Deposits other than cash equivalents	33
Assets held for index-linked and unit-linked funds	8,207
Loans and mortgages to individuals	2
Other loans and mortgages	108
Loans on policies	54
Reinsurance recoverables	226
Insurance and intermediaries receivables	115
Reinsurance receivables	21
Receivables (trade, not insurance)	206
Cash and cash equivalents	313
<b>Total Assets</b>	<b>15,593</b>

### D.1.1 Intangible assets

Under Solvency II, intangible assets are not recognised unless the Group is able to sell the asset for a price derived from an active market. Thus the Group does not recognise intangible assets under Solvency II.

### D.1.2 Deferred tax assets

Under Solvency II, deferred tax assets are recognised on the estimated future tax effects of temporary differences, unused tax losses carried forward and unused tax credits carried forward. Deferred tax is only recognised where it is probable that it will be realised, i.e. that future taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax is measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on the tax laws enacted or substantively enacted at the reporting date, on an undiscounted basis. When determining whether deferred tax assets can be realised, the Group considers projected future taxable profits in excess of those profits arising from the reversal of existing taxable temporary differences.

Deferred tax assets are not set off against deferred tax liabilities, unless such assets and liabilities have arisen in the same tax jurisdiction in line with local legislation and practice.

Separate deferred tax assets and liabilities are not recognised for the Group. The amount included in the balance sheet are an amalgamation of the deferred tax assets and liabilities of the subsidiaries.

The following table shows the composition of the deferred tax balances:

<b>Solvency II</b>	<b>DTL €m</b>	<b>DTA €m</b>	<b>Tier III available asset balance €m</b>
MetLife Europe	(105)	3	3
MetLife Europe Insurance	—	4	3
MetLife Greece	—	77	15
MetLife Poland	(82)	—	—
Non Insurance Entities	(1)	5	5
<b>Group</b>	<b>(188)</b>	<b>89</b>	<b>26</b>

### D.1.3 Property, plant and equipment held for own use

Under Solvency II, property, plant and equipment held for own use is stated at fair value. Certain equipment items may be held at depreciated value if not materially different to the fair value.

### D.1.4 Investments (other than assets held for index-linked and unit-linked contracts)

Under Solvency II, investments are stated at fair value, except strategic participations, as set out below. Financial assets and liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. All financial instruments reported are measured based on an exit price.

The valuation techniques and source of pricing inputs used by the Group for significant categories of investments are produced below:

#### D.1.4.1 Property (other than for own use)

Under Solvency II, property (other than own use) own use is stated at fair value. The valuation is based on market appraisals provided by a property appraiser annually.

#### D.1.4.2 Holdings in related undertakings, including participations

The Company has a number of wholly owned subsidiaries as depicted in section A.1.2 Group Structure. Full consolidation has been applied to all wholly owned subsidiaries of the parent company.

The Company has two joint ventures, UBB-MetLife Zhivotozastrahovatelno Drujestvo A.D and Hellenic Alico Life Insurance Company Limited (Cyprus). Under Solvency II, joint ventures are valued using the adjusted equity method. The adjusted equity method requires valuing such investments based on the Company's share of the excess of assets over liabilities of the related undertaking, using the Solvency II (fair value) valuation principles.

#### D.1.4.3 Equities

Equities listed on a recognised exchange are valued using the quoted prices for identical instruments.

Unlisted equities are valued using observable inputs where available, including quoted prices for listed equities in active markets for similar instruments, quoted prices for listed equities in markets that are not considered active, and to a lesser extent, matrix pricing, discounted cash flow methodologies or independent non-binding broker quotations. Such instruments are principally valued using the market approach.

#### D.1.4.4 Bonds

Government bonds listed on a recognised exchange are valued using the quoted prices for identical instruments.

Government bonds which are not listed, are principally valued using the market approach. Valuations are based primarily on matrix pricing or other similar techniques using standard market observable inputs, including benchmark yields, issuer ratings, broker-dealer quotes, issuer spreads and reported trades of similar instruments, including those within the same sub-sector or with a similar maturity or credit rating.

Government bonds for which observable inputs are not available, are principally valued using the market approach. Valuations are based primarily on independent non-binding broker quotations and inputs, including quoted prices for identical or similar instruments that are less liquid and based on lower levels of trading activity. Certain valuations are based on matrix pricing that utilise inputs that are unobservable or cannot be derived principally from, or corroborated by, observable market data, including credit spreads.

Corporate bonds listed on a recognised exchange are valued using quoted prices or quoted prices for similar assets.

Corporate bonds which are not listed, are principally valued using the market and income approaches. Valuations are based primarily on quoted prices for similar listed instruments in active markets, quoted market prices for similar listed instruments in markets that are not considered active, or using matrix pricing or other similar techniques that use standard market observable inputs such as benchmark yields, spreads off benchmark yields, new issuances, issuer rating, duration, and trades of identical or comparable instruments. Privately-placed instruments are valued using matrix pricing methodologies using standard market observable inputs, and inputs derived from, or corroborated by, market observable data including market yield curve, duration, call provisions, observable prices and spreads for similar publicly traded or privately traded issues that incorporate the credit quality and industry sector of the issuer, and in certain cases, delta spread adjustments to reflect specific credit-related issues.

Corporate bonds for which observable inputs are not available, are principally valued using the market approach. Valuations are based primarily on matrix pricing or other similar techniques that utilise unobservable inputs or inputs that cannot be derived principally from, or corroborated by, observable market data, including illiquidity premium, delta spread adjustments to reflect specific credit-related issues, credit spreads, and inputs including quoted prices for similar instruments that are less liquid and based on lower levels of trading activity. Certain valuations are based on independent non-binding broker quotations.



Structured notes are hybrid securities, combining a fixed income instrument with a series of derivative components. Excluded from this category are fixed income securities that are issued by sovereign governments. Included are securities that have embedded derivatives, with results tied primarily to the performance of equity indices or equity baskets.

The fair value of the fixed income instrument and the derivative component are measured separately. The fair value of the fixed income instrument is measured in the same way as for corporate bonds (see above). The fair value of the derivative component is measured in the same way as for stand-alone derivatives (see below).

#### D.1.4.5 Collective investments undertakings

Collective investments undertakings listed on a recognised exchange are valued using the quoted prices provided by the investment managers, that are based on their respective net asset values.

Unlisted investment funds are principally valued based on prices from the investment managers, which are based on European Venture Capital Association Guidelines, including price/earnings ratio based valuation. The prices released by investment managers of the underlying funds are reviewed, and where appropriate, adjustments are made to reflect the impact of changes in market conditions between the date of the valuation and the end of the reporting period. The valuation of these investment funds is largely based on inputs that are not based on observable market data.

#### D.1.4.6 Derivatives

Derivatives are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at their fair value. Certain fair values are obtained from quoted market prices in active markets. There are critical estimates and judgements in pricing over the counter (OTC) derivatives at fair value. All derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative. Fair value is derived and recorded at the instrument's exit value. Asset and liability derivatives are shown separately on the balance sheet, unless the right of offsetting exists, in which case the derivatives with a single counterparty are shown net on the balance sheet.

The methods used to estimate the fair value of the major categories of derivatives are as follows:

##### Interest rate swaps

The Group uses standard techniques to value its interest rate swaps positions, discounting these with reference to the LIBOR swap curve.

##### Equity options

The Group uses the Black-Scholes option pricing technique to value its vanilla put options. The fair values of these options are derived using various assumptions including volatility. The Group makes annual payments of premium throughout the term of the option. Both the option payoff and these deferred premium payments are discounted using the LIBOR swap curve.

#### D.1.4.7 Deposits other than cash equivalents

Deposits other than cash equivalents comprise of demand deposits. These are carried at fair value on the Solvency II Balance Sheet, which are based on the amounts due on demand.

#### **D.1.5 Assets held for index-linked and unit-linked contracts**

Under Solvency II, assets held for index-linked and unit-linked contracts are stated at fair value.

Index-linked and unit-linked funds comprise of the various categories of investments and other assets described herein, principally investment funds. For disclosure of the valuation methodology used for these assets, please refer to the relevant notes in this section.

#### **D.1.6 Loans and mortgages**

Policy loans are valued at amortised cost under Solvency II. This is not considered materially different to fair value.

Under Solvency II, commercial mortgage loans are stated at fair value. Certain individual mortgage loans may be held at unpaid principal value adjusted for any deferred fees, if not materially different to the fair value.

#### **D.1.7 Reinsurance recoverables**

Under Solvency II, reinsurance recoverables are valued using the cash-flow projection model similar to that used to calculate the best estimate of liabilities.

The reinsurance recoverables are adjusted for expected defaults using internal assumptions. Further information on the best estimate of liabilities, its valuation methodology, basis and assumptions used can be found in section D2.

#### **D.1.8 Insurance and intermediaries receivables**

This relates to the amounts due from policyholders, insurance intermediaries and other insurers linked to inward reinsurance business. Under Solvency II, these are stated at fair value.

#### **D.1.9 Reinsurance receivables**

Reinsurance receivables relate to claims and commissions reported but not yet settled by reinsurers. Under Solvency II, these are stated at fair value.

#### **D.1.10 Receivables (trade, not insurance)**

Under Solvency II, these are stated at fair value.

#### **D.1.11 Cash and cash equivalents**

Cash and cash equivalents are carried at fair value on the Solvency II balance sheet, which is based on the amounts due on demand. Bank overdrafts are disclosed in debts owed to credit institutions.

#### **D.1.12 Any other information on assets**

All other information has been disclosed in the preceding sections.

#### **D.1.13 Deferred acquisition Costs**

Under Solvency II, deferred acquisition costs do not represent a recognisable asset. Cash outflows on acquisition are expensed when incurred.

## **D.2 Technical provisions**

The technical provisions correspond to the current amount the Group would have to pay if they were to transfer their insurance obligations immediately to another Undertaking. The value of technical provisions are equal to the sum of a best estimate liability and a risk margin. The methodology employed in the calculation of the best estimate liability is covered in section D.2.3 and the risk margin is covered in section D.2.7.

The insurance obligations have been segmented into homogeneous risk groups when calculating the technical provisions. The approach to segmentation is covered in section D.2.1.

The best estimate liability is calculated gross, without deduction of the amounts recoverable from reinsurance contracts. Such recoverable amounts are calculated separately and are covered in section D.2.4.

### **D.2.1 Segmentation**

Under Solvency II, undertakings analyse the business into the lines of business specified in the guidelines. The primary segmentation distinguishes between life and non-life insurance obligations. The distinction does not coincide with the legal definition, but rather with how the contract is pursued on a similar technical basis, i.e. life insurance will be considered a life insurance obligation and likewise non-life will be considered a non-life obligation.

Life business is segmented into 17 lines of business. The non-life insurance obligations are segmented into 12 lines of business. In respect of the Group, the following are the main lines of business:

- Other life insurance;
- Insurance with profit participation;
- Index-linked and unit-linked life insurance;
- SLT Health insurance;
- Non-SLT Health Insurance; and
- Other non-life insurance.

## D.2.2 Technical provisions split by line of business

### Technical provisions split by gross and net of reinsurance

The table below presents the breakdown of gross and net technical provisions by line of business:

Line of Business	Gross of Reinsurance	Reinsurance Relief	Net of Reinsurance
	€m	€m	€m
Index-linked and unit-linked insurance	7,898	(194)	7,704
Other life insurance	4,558	—	4,558
Health insurance (direct business)	73	(18)	55
<b>Total Life</b>	<b>12,529</b>	<b>(212)</b>	<b>12,317</b>
Medical expense insurance	2	(1)	1
Income protection insurance	96	—	96
Workers' compensation insurance	2	(1)	1
Assistance	1	—	1
Miscellaneous financial loss	18	(12)	6
<b>Total Non-Life</b>	<b>119</b>	<b>(14)</b>	<b>105</b>
<b>Total Technical Provisions</b>	<b>12,648</b>	<b>(226)</b>	<b>12,422</b>

### Gross technical provisions split by best estimate liability and risk margin

The table below presents the breakdown of gross technical provisions by lines of business into Best Estimate Liability ("BEL") and Risk Margin (methodology is covered in sections D.2.3 and D.2.7 respectively).

Line of Business	31 Dec 2016			1 Jan 2016		
	BEL	Risk Margin	Gross Technical Provision	BEL	Risk Margin	Gross Technical Provision
	€'m	€'m	€'m	€'m	€'m	€'m
Index-linked and unit-linked insurance	7,835	63	7,898	8,156	13	8,169
Other life insurance	4,382	176	4,558	4,341	174	4,515
Health insurance (direct business)	52	21	73	14	21	35
<b>Gross Total Life</b>	<b>12,269</b>	<b>260</b>	<b>12,529</b>	<b>12,511</b>	<b>208</b>	<b>12,719</b>
Medical expense insurance	2	—	2	(2)	—	(2)
Income protection insurance	77	19	96	7	16	23
Workers' compensation insurance	—	2	2	3	—	3
Assistance	—	1	1	(1)	3	2
Miscellaneous financial loss	13	5	18	18	2	20
<b>Gross Total Non-Life</b>	<b>92</b>	<b>27</b>	<b>119</b>	<b>25</b>	<b>21</b>	<b>46</b>
<b>Total Gross Technical Provisions</b>	<b>12,361</b>	<b>287</b>	<b>12,648</b>	<b>12,536</b>	<b>229</b>	<b>12,765</b>

The total Gross Technical Provisions have remained stable over the year. Natural run-off of participating business and an improvement to the method of calculating contract boundaries of unit linked contracts have decreased the Technical Provisions. These decreases were partially offset by an improvement to the expense inflation assumption and recent sales in 2016, which increase the Technical Provisions.

## D.2.3 Best estimate

### D.2.3.1 Methodology for the calculation of the best estimate

For all lines of business, the best estimate corresponds to the probability weighted average of future cash-flows taking account of the time value of money.

#### D.2.3.2 Cash-flow projections

The cash-flow projections reflect the expected realistic future demographic, legal, medical, technological, social and economic developments over the lifetime of the insurance and reinsurance obligations. Inflation is appropriately allowed for in the calculation of the best-estimate using the appropriate type of inflation. In addition, for cash-flows relating to health insurance business, full account of claims inflation and premium adjustment clauses is taken within the calculation of the best estimate.

#### D.2.3.3 Recognition and derecognition of insurance and reinsurance contracts for solvency purposes

The Group observes the process of recognition and derecognition of its insurance obligations in line with the technical specifications, which states:

The calculation of the best estimate only includes future cash-flows associated with recognised obligations within the boundary of the contract. No future business is taken into account for the calculation of technical provisions.

An insurance obligation is initially recognised by insurance undertakings at whichever is the earlier of the date the Group becomes a party to the contract that gives rise to the obligation or the date the insurance cover begins.

A contract is derecognised as an existing contract only when the obligation specified in the contract is extinguished, discharged or cancelled or expires.

#### D.2.3.4 Time horizon

For all of the calculations of best estimate, a projection period of 50 years has been assumed. This reflects all material cash-flows in the portfolio. For the variable annuity portfolio, the liability projection software projects to the term plus 1 year for each individual model point.

#### D.2.3.5 Gross cash-flows

The cash-flow projection used in the calculation of the best estimate takes account of all the cash in- and out-flows required to settle the insurance obligations over the time horizon.

#### D.2.3.6 Gross cash in-flows

The best estimate includes items such as future premiums, charges and other policyholder payments. Premiums which are due for payment by the valuation date are shown as a premium receivable on the balance sheet.

#### D.2.3.7 Gross cash out-flows

The cash out-flows are calculated and include future benefits payable to the policyholders or beneficiaries, expenses that will be incurred in servicing insurance obligations, commissions, unit-linked benefits and tax payments.

#### D.2.3.8 Life insurance obligations

Cash-flow projections used in the calculation are made separately for each policy, except where policies share significantly similar characteristics, where grouping of model point files is used. Examples of where grouping is used are products in MetLife Poland that require asset liability interaction in projection (insurance with profit participation) and the following branches of MetLife Europe:

- UK
- Italy
- Romania
- Czech Republic
- France
- Spain
- Slovakia
- Cyprus

It should be noted that there are no significant differences in the nature and complexity of the risks underlying the policies that belong to the same grouping. The grouping of policies does not misrepresent the risk underlying the policies and does not misstate the expenses.

No explicit surrender value floor has been assumed for the market consistent value of liabilities for a contract.

#### D.2.3.9 Non-life insurance obligations

The non-life insurance business is small in relation to the life business of the Group.

#### D.2.3.10 Valuation of future discretionary benefits

The calculation of the best estimate takes into account future discretionary benefits which are expected to be made. The value of future discretionary benefits is calculated separately.

The material future discretionary benefits which are expected to be made by the Group are in relation to the excess interest benefit payments on European participating business. This benefit is attached to a number of different blocks of endowment, pure endowment and whole of life business.

The excess interest benefit is a benefit uplift which is generally calculated as the excess of the declared yield over the guaranteed rate. The declared yield is based on the investment return of specific pools of assets.

### D.2.4 Reinsurance recoverables

The calculation of amounts recoverable from reinsurance contracts follow the same principles and methodology as presented above for the calculation of other parts of the technical provisions.

Where the timing of recoveries and that for direct payments markedly diverge this has been taken into account in the projection of cash-flows. Where the timing is sufficiently similar to that for direct payments the timing of direct payments has been used.

The amounts recoverable have been calculated consistently with the boundaries of the insurance contracts to which they relate.

The expenses incurred in relation to the management and administration of reinsurance contracts are allowed for in the calculation of the best estimate.

The amounts recoverable from reinsurance contracts are adjusted to take account of expected losses due to default of the counterparty. The adjustment is calculated separately and is based on an assessment of the probability of default of the counterparty and the average loss-given-default.

### **D.2.5 Discounting**

Discounting is performed using the Solvency II risk-free rate methodology as published by EIOPA.

### **D.2.6 Calculation of technical provisions as a whole**

The calculation of technical provisions as a whole is not applicable to the Group.

### **D.2.7 Risk margin (RM)**

The risk margin is calculated as part of technical provisions, in order to ensure that the value of the technical provisions is equivalent to the amount that insurance and reinsurance undertakings would be expected to require in order to take over and meet the insurance and reinsurance obligations, i.e. the risk margin is the future cost of capital (CoC) required by a third party takeover entity in order to cover the cost of holding the SCR for the future run off of the insurance liabilities.

For the purposes of calculating the RM, the SCR refers to non-hedgeable risks only (the implicit assumption being that a third party purchasing company will hedge or mitigate all avoidable risks).

The risk margin is calculated by line of business and is then added to the BEL in order to obtain the technical provisions by line of business. The risk margin is calculated by:

- Projecting the non-hedgeable SCR components at each future time period using risk drivers;
- Aggregating the projected non-hedgeable SCR components using the prescribed correlation matrices;
- Taking a charge of 6% per annum on the run-off of the SCR;
- Discounting those amounts at the risk-free rates.

As allowed in Article 58 of the Delegated act the Group uses a simplified method for calculation of the risk margin. The method uses approximations of the amounts denoted by the terms SCR(t) referred to in Article 37(1).

### **D.2.8 Approximation of technical provisions**

#### **Technical provisions - un-modelled business**

Due to modelling limitations on certain lines of business, the calculation of components of the BEL is not currently possible (for example, due to missing plancodes). Anything which is not modelled is included via unmodelled adjustments (UA). The basis for the UA will vary from item to item.

#### **Technical provisions - paid-up option**

The Group does not currently model the option to make policies paid up. There is no modelling of the “paid-up” decrement on the grounds of proportionality.

### **D.2.9 Level of uncertainty associated with technical provisions**

#### **Levels of uncertainty associated with technical provisions**

In the calculation of technical provisions, it is necessary to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on periodic basis.

The key assumptions concerning the future, and other key sources of estimation uncertainty at the reporting date, are discussed below.



## Key sources of estimation uncertainty

### 1. Unit-linked contracts

Unit-linked account values:

Liabilities for insurance and investment contracts include unit reserves at market value and unallocated premiums. The unit reserves are equal to the sum across unit funds of the numbers of policyholder units multiplied by the unit price (at bid price). Unallocated premiums are premiums that have been issued but not yet allocated to units. The value of the unit reserves are known and contain no uncertainty.

Best estimate liability:

The best estimate liability represents the unit reserves plus the present value of future benefits, in excess of the unit reserves, to be paid to the policyholders or on behalf of the policyholders and related expenses less the present value of future charges deducted from the unit-linked account. The key assumptions concerning the future, and other key sources of estimation uncertainty at the reporting date that could impact the valuation of the best estimate liability, are discussed below.

### 2. Non unit-linked contracts

Best estimate liability:

The liabilities represent the present value of future benefits to be paid to the policyholders or on behalf of the policyholders and related expenses less the present value of future premiums. The key assumptions concerning the future, and other key sources of estimation uncertainty at the reporting date that could impact the valuation of the best estimate liability, are discussed below.

Key assumptions used in calculating the best estimate liability include:

- Expected future economic conditions (including risk-free interest rates, inflation rates and reinvestment rates);
- Direct per policy maintenance expenses and associated inflation;
- Mortality rates based on selected published actuarial mortality tables; and
- Lapse rates based on expected surrender experience.

Such assumptions are captured in more detail in section D.2.3.

## Expert judgement

Expert judgement is necessary in the calculation of the best estimate liability in a number of different ways:

- Selection of data to use, correcting errors and deciding on the treatment of outliers or extreme events.
- Selection of realistic assumptions and the period of data on which such assumptions are based
- Selection of the valuation technique considering appropriate alternative methodologies
- Incorporating appropriately in the calculations the environment under which the Group operates its business
- adjusting the data to reflect current or future conditions and adjusting external data to reflect the portfolio

### D.2.10 Matching adjustment

This is not applicable to the Group.

#### **D.2.11 Volatility adjustment**

This is not applicable to the Group.

#### **D.2.12 Transitional risk-free interest rate-term structure**

This is not applicable to the Group.

#### **D.2.13 Transitional deduction**

This is not applicable to the Group.

#### **D.2.14 Information on actuarial methodologies and assumptions**

##### **Principal assumptions used in the determination of technical provisions**

Solvency II requires assumptions to be based on best estimate. The assumptions are revised on a regular basis to adjust for recent experience and changes to market factors. The principal assumptions used in the determination of technical provisions are as follows: lapses, expenses, mortality, morbidity.

##### **General assumption notes**

###### **1. Demographic assumptions**

Mortality and morbidity assumptions are generally based on published tables updated to allow for the results of the experience studies. The published tables are generally country specific, and may be product specific. In some cases the table will be provided by a reinsurer.

Lapse/surrender/persistency assumptions tend to be Group specific but may be influenced by market data.

Whilst results on long term risk or annuity business may be relatively sensitive to demographic experience (mortality / morbidity), results tend to be more sensitive to policyholder behaviour due to the much higher absolute level and volatility of rates (e.g. lapse rates typically in the range 2% to 15%).

###### **2. Expense assumptions**

Expense assumptions are based on the results of the expense studies. They are entirely specific to each subsidiary of the Group, not only in the manner that they reflect the actual expense base of the subsidiary, but also in the way that the subsidiary allocates expenses between acquisition and maintenance and by line of business.

###### **3. Economic assumptions**

Solvency II prescribes future capital market economic assumptions to be “risk neutral”, with risk free interest rates published by EIOPA, economic assumptions are effectively limited to expense inflation.

There are also asset volatility assumptions used in the Economic Scenario Generators (ESGs). These too are constrained to the risk neutral framework, subject to certain discretionary calibration choices beyond the scope of the present document.

Further details on the principal assumptions are below as follows:

#### D.2.14.1 Mortality

Mortality rates are set at a country and product level. Base mortality rates are taken from country specific standard industry tables, which vary by age and sex. Depending on the product, experience multipliers and selection factors may also be applied to bring the assumptions in line with our own experience. Where standard tables are not available in a certain country, alternatives have been used which best match the experience (e.g. Greece tables used as the base for Cyprus assumptions).

For certain products, separate mortality rates are used for accidental death and death caused by disease and sickness.

#### D.2.14.2 Morbidity

Morbidity incidence rates are set at a country, product and coverage level. The following split of coverages is used in the models:

- Child Protection Agreement
- Waiver of Premium
- Permanent Disability
- Temporary Disability
- Critical Illness
- Hospitalisation
- Accidental Death

Base morbidity rates are taken from country specific standard industry tables which vary by age and sex. Depending on the product, experience multipliers and selection factors may also be applied to bring the assumptions in line with our own experience.

Where coverage specific standard tables are not available one of two approaches has been used to set the assumptions. The first approach is to look for similar standard tables in other countries. The second approach is to develop bespoke tables based on specific experience.

For products with undefined benefit amounts (e.g. hospital cash), average claim amounts are used in the projection.

#### D.2.14.3 Persistency

##### Lapses

Lapse rates are set for each country within the Group and are defined at a product, premium type (regular or single), distribution channel and policy year level. Lapses for investment rider, child protection agreement and waiver of premium products depend on underlying products.

#### D.2.14.4 Expenses

##### D.2.14.4a. Expense assumption

Expenses are split into initial and renewal expenses. Expenses can be modelled as fixed, as a percentage of premium, as a percentage of sum assured or as a percentage of mathematical reserve. Expenses can vary by country, currency, product, premium type and distribution channel.

##### D.2.14.4b. Expense inflation assumption

Maintenance and overhead expenses are adjusted based on inflation assumptions.

#### D.2.14.4c. Commission assumption

Commissions are defined for each country within the Group and are split into initial and renewal commissions. Standard commission is calculated as % of premium. Depending on product, bonus commission and override commission may be included. Commission rates depend on product, premium payable year, policy year and distribution channel. All standard commission rates are calculated as a percentage of premium.

Commission is not generally an assumption subject to discretionary judgement, rather it is a well-defined parameter of the relevant product.

#### D.2.14.5 Premium Indexation

For certain products, indexation is applied as a percentage increase in premiums over each projection year.

#### D.2.14.6 Benefit escalation

For certain products, escalation is applied as a percentage increase in benefits over each projection year.

#### D.2.14.7 Interest rate

##### D.2.14.7a. Interest rate assumption

The yield curves are generated in line with the prescribed methodology. The risk free interest rate is primarily derived from the rates at which two parties are prepared to swap fixed and floating interest rate obligations. In the absence of financial swap markets, or where information of such transactions is not sufficiently reliable, the risk free interest rate is based on the government bond rates of the country.

The risk free interest rates are:

- Calculated for different time periods, reflecting that the liabilities of insurance and reinsurance undertakings stretch years and decades into the future.
- Calculated in respect of the most important currencies for the EU insurance market.
- Adjusted to reflect that a portion of the interest rate in a swap transaction (or a government bond) will reflect the risk of default of the counterparty and hence without adjustment would not be risk free.
- Based on data available from financial markets. For those periods in the more distant future for which data are not available, the rate is extrapolated from the point at which data is available to a macroeconomic long term equilibrium rate.

##### D.2.14.7b. Credited rate/Excess interest benefit (EIB)

Certain products contain an EIB feature where policyholder benefits may receive an uplift each year depending on the performance of a portfolio of assets allocated to that business.

The future projected yield on these assets is calculated using risk neutral market consistent rates.

##### D.2.14.7c. Reversionary and terminal bonuses

This is not applicable to the Group.

#### D.2.14.8 Fund growth - Unit-linked

The assumed growth rate of unit-linked funds is consistent with the relevant risk-free interest term structure.

#### D.2.14.9 Discount rate/Illiquidity premium

Discounting is performed using the Solvency II risk-free rate methodology as published by EIOPA.

### D.3 Other liabilities

Liabilities of the Group as at December 31, 2016

<b>Liabilities</b>	<b>Solvency II value €'m</b>
Gross Technical Provisions	12,648
Provisions other than technical provisions	15
Pension benefit obligations	3
Deposits from reinsurers	78
Deferred tax liabilities	188
Derivatives	52
Debts owed to credit institutions	19
Insurance and intermediaries payable	231
Reinsurance payables	74
Payables (trade, not insurance)	307
<b>Total Liabilities</b>	<b>13,615</b>
<b>Excess of assets over liabilities</b>	<b>1,978</b>

#### D.3.1 Provisions other than technical provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

Under Solvency II, the amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the balance sheet date, taking into account the risks and uncertainties surrounding the obligation.

#### D.3.2 Pension benefit obligations

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high quality corporate bonds or government bonds that are denominated in the currency in which the benefits will be paid and, which have terms to maturity approximating the terms of the related liability, or estimates of rates which take into account the risk and maturity of the related liabilities where a deep market in such bonds does not exist.

#### D.3.3 Deposits from reinsurers

Deposits from reinsurers refers to cash collateral provided by a reinsurer to cover insurance liabilities and funds withheld arrangements with reinsurers.

Under Solvency II, deposits from reinsurers are stated at fair value on the Solvency II balance sheet.

#### D.3.4 Deferred tax liabilities

Under Solvency II, deferred tax liability is recognised for the estimated future tax effects of temporary differences. For further details, please refer to section D.1.2.

### **D.3.5 Derivatives**

Under Solvency II, derivative liabilities are measured at fair value. The valuation methodology for derivatives is set out in D.1.4.6 Derivatives.

### **D.3.6 Other financial liabilities**

Other financial liabilities comprise of insurance and intermediaries payables, reinsurance payables, and payables (trade, not insurance).

Under Solvency II, these are stated at fair value.

### **D.3.7 Leasing**

The Group does not hold material leases.

### **D.3.8 Employee benefits**

The Company does not employ any staff directly.

### **D.3.9 Risk management**

Information on risks relating to underwriting and reserving, asset-liability management, investment risk management and liquidity risk management is set out in section C.

#### **D.3.10 Level of uncertainty associated with other liabilities**

Due to the short term nature of the other liabilities obligations, the timing of outflows of economic benefits is known with reasonable certainty.

#### **D.4 Alternative methods for valuation**

Information in relation to assets that are not valued using quoted prices is set out in Section D1.4.4.

Additionally MetLife Greece, at a subsidiary level only, uses the volatility and the transitional interest rate adjustment reducing their SCR by €27m. Further details of which are included the Metlife Greece SFCR Section D2.11, D2.12, D2.13 and E1.6.

#### **D.5 Any other information**

All information has been disclosed in the preceding sections.

## E Capital management

### E.1 Own funds

#### E.1.1 Capital management policy

##### Capital management framework

Capital planning is carried out quarterly. Dividends are paid from subsidiaries to the Company in line with the capital plan as appropriate, taking into account any local legal or regulatory restrictions. Once paid into the Company the current practice is to release these dividends to the parent company.

Members of the Company Board are also directors of each of the Groups major subsidiaries MetLife Europe, MetLife Europe Insurance, MetLife Greece and MetLife Poland, and there is appropriate interaction with the Boards of Directors of all entities within the Group, proactively requesting information and challenging the decisions in the matters that may affect the Group. The Board of Directors is responsible for the effectiveness of the Group's risk management system.

##### Roles and responsibilities

- The Board has ultimate responsibility for ensuring adequacy of capital for the Group.
- The CEO is responsible for guiding strategy and overall corporate risk appetite and ensuring that the right people are overseeing each function involved in capital management.
- The CFO is responsible for overseeing capital reporting and financial functions, capital allocation, and to cascade the CEO's strategy, including risk appetite, to all relevant financial divisions.
- The CRO ensures the composition and level of the Group's capitalisation supports the Group's Risk Strategy and Appetite. The CRO is responsible for the systems and structures in place to manage and monitor risks.
- The Finance Function has management responsibility for understanding capital consequences of investment strategies and decisions and coordination with relevant Treasury and Finance personnel to ensure that the capital considerations of investment decisions are properly vetted.
- Both the Risk Management Function and Finance Function ensure that adequate reporting is in place and capital requirement policies are followed correctly.

##### Risk appetite

The Group has developed key risk appetite statements which apply on an on-going basis. The Risk Management Function reviews the Group's actual risk exposure against the overall stated risk appetite on a regular basis, at least quarterly.

The Risk Appetite and Strategy identifies the agreed target solvency level and range for the Group. The appropriateness of the risk appetite is evaluated as part of the Risk Management Function's on-going review and is subject to change over time.

Where deviations from the defined risk appetite measures occur, the Risk Management Function provides the Board with its opinion of the intensity of the deviation, along with a report on actions taken to address the deviation. Following this, the Board determines the materiality of deviations from the defined Risk Appetite measures, and whether such deviations are to be communicated to the regulator in accordance with CBI requirements.

The Chief Risk Officer (CRO) presents regularly to the Board, including strategic decisions and policies on risk management at a Group level; the definition of entities' risk appetite and risk tolerance limits (as set out within the risk policies); the forward-looking assessment of solvency; and the identification, measurement, management, monitoring and reporting of risks at the group level.

The CRO ensures that the risk management framework and policies are implemented consistently across the Group. The Group have in place appropriate and effective tools, procedures and lines of responsibility



and accountability, enabling it to oversee and steer the functioning of the risk management and internal control.

#### Capital planning and dividend policy

The Finance Function develops and maintains the medium term capital plan considering the business and risk strategies.

The capital planning process takes into account the following:

- The most recent business plan;
- Material new business;
- Any known management actions that are expected to materially affect the capital position;
- The planned dividend payments and any scheduled capital increases; and
- The outcome of the most recent Solvency II calculations and ORSA results.

Proposed dividends are considered by the Board on a case by case basis taking into account the expected capital position over a 12 month time horizon and the risks to that capital position.

#### Capital and liquidity management

The Finance Function has the responsibility of managing the excess of assets over liabilities, per established guidelines. Investment of such capital is subject to the portfolio objective of meeting operating cash flow needs and generating a modest return enhancement above risk-free levels by taking moderate duration exposure and limited credit risk. Investments will generally be selected to minimise currency exposure relative to the relevant base currency, although the Finance Function may also consider capital investments in US dollar to manage currency risk.

Investment Guidelines are in place that govern the investment options for all assets owned by the Group.

### E.1.2 Material differences between equity in the financial statements and Group excess of assets over liabilities under Solvency II

The Group is consolidated under Method 1 accounting consolidation- based method, using risk-free rates.

As noted in Section A, the Company does not prepare consolidated financial statements as it has availed of the exemption from the obligation to prepare and deliver group accounts under section 300 of the Companies Act 2014 as outlined in section A.1.2. As such the material differences between the Group results reported for Solvency II and the Company's financial statements are due to consolidation adjustments and the inclusion of the subsidiaries assets and liabilities.

The table summarises the differences at December 31, 2016:

	Section	€m	€m
Excess of assets over liabilities under Solvency II			1,978
Equity per the IFRS financial statements			2,579
			<b>(601)</b>
<b>Material differences between Solvency II and IFRS (unconsolidated):</b>			
· Technical provisions under SII (net)	D.2	(12,422)	
· Assets held for index-linked and unit-linked contracts under SII		8,207	
· Invested assets (other than assets held for index-linked and unit-linked contracts) under SII	D.1.4	6,192	
· Participations (consolidation adjustment)	D.1.4	(2,595)	
· Write off of deferred acquisition costs	D.1.14	—	
· Write off of goodwill and intangible assets	D.1.1	—	
· Increase in deferred tax liability under SII	D.3.3	(99)	
· Other adjustments		63	
· Economic value adjustment to properties under SII	D.1.3	53	<b>(601)</b>

The excess of assets over liabilities is primarily due to the assets and liabilities of the subsidiaries not included in the IFRS unconsolidated Financial Statements.

### E.1.3 Composition and quality of own funds

The items reported are split into three categories depending on different factors such as quality, liquidity and timeline to availability when liabilities arise. Tier 1 own funds include ordinary share capital, non-cumulative preference shares and relevant subordinated liabilities. Tier 2 own funds include cumulative preference shares and subordinated liabilities with a shorter duration. Tier 3 own funds include own funds which do not satisfy the tier 1 or tier 2 requirements.

All of the Group's own funds are categorised as Tier 1 for Solvency II purposes, with the exception of deferred tax assets which are categorised as Tier 3. These deferred tax assets are restricted by €63m (from €89m to €26m). MetLife Greece (€63m) and MetLife Europe Insurance (€0.4m) deferred tax assets are restricted at a subsidiary level for eligibility of own funds to cover the Solvency Capital Requirement (SCR). The Group has restricted the Deferred Tax Asset to the same extent.

The Group's available and eligible own funds are further restricted by €25m to reflect the minority interest held by American Life Insurance Company in MetLife Europe and MetLife Europe Insurance of 3.996% and 6.999% respectively.

The eligible own funds to cover the SCR and minimum consolidated Group SCR amount to €1.89b and €1.86b respectively. There are no items to report in the ancillary own funds.

#### E.1.4 Capital instruments in issue

<b>Instrument</b>	Ordinary share capital
<b>Tier</b>	Tier One
<b>Permanence</b>	Yes
<b>Subordination</b>	Last upon winding
<b>Redemption incentives</b>	None
<b>Amount in Issue</b>	265,153,527
<b>Mandatory service costs</b>	None
<b>Absence of encumbrance</b>	Yes

#### E.1.5 Movement in own funds

	31 Dec 2016 €'m	1 Jan 2016 €'m	Movement €'m
<b>Basic Own Funds</b>			
Tier One	1,864	2,234	(370)
Tier Two	—	—	—
Tier Three	26	31	(5)
<b>Total Basic Own Funds</b>	<b>1,890</b>	<b>2,265</b>	<b>(375)</b>

#### E.1.6 Eligible amount of own funds to cover SCR and MCR

	31 Dec 2016 €'m	1 Jan 2016 €'m	Movement €'m
<b>Total Own Funds</b>	<b>1,978</b>	<b>2,361</b>	<b>(383)</b>
<b>Less Restrictions:</b>			
Deferred Tax Assets	63	65	(2)
Minority Interest	25	31	(6)
<b>Total Eligible Own Funds for SCR</b>	<b>1,890</b>	<b>2,265</b>	<b>(375)</b>
<b>SCR</b>	<b>955</b>	<b>1,012</b>	<b>(57)</b>
<b>Solvency Ratio</b>	<b>198%</b>	<b>224%</b>	<b>(26)%</b>
<b>Total eligible own funds for MCR</b>	<b>1,864</b>	<b>2,234</b>	<b>(370)</b>
<b>MCR</b>	<b>394</b>	<b>398</b>	<b>(4)</b>

The Group has no ancillary own funds or restrictions on eligible own funds.

## Loss absorbency

The Group's Tier One own funds are immediately available to absorb losses.

### E.1.7 Reconciliation reserve - key elements

Reserve item	Amount €'m
Excess of assets over liabilities	1,978
Other basic own funds items	(412)
<b>Reconciliation reserve before deduction for participations</b>	<b>1,566</b>

### E.1.8 Transitional arrangements

This is not applicable to the Group.

### E.1.9 Ancillary own funds

The Group does not have ancillary own funds.

### E.1.10 Restrictions and deductions from own funds

The Group's Deferred Tax Assets (DTA) and Minority Interests (MI) are restricted for the purposes of calculating the eligibility of own funds to cover the Solvency Capital Requirement (SCR).

#### Deferred tax assets (DTA)

The total DTA for the Group is €89m with €63m not available to meet the SCR for Group reporting. The Group is satisfied that the current evidence is sufficient to allow it to recognise a deferred tax asset of €26m, the majority of which relates to net operating losses (NOL) in MetLife Greece. The deferred tax assets have been restricted (as they are Tier III assets) and the Group is satisfied it can gain value for these differences as it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

Please see the grid below for further details:

Group Entity	Deferred Tax Assets (DTA)		
	Total	Tier III non-available	Tier III Asset Balance
MetLife Europe	3		3
MetLife Europe Insurance	4	—	4
MetLife Greece	77	63	14
MetLife Poland	—		—
Non Insurance Entities	5		5
<b>Group Total</b>	<b>89</b>	<b>63</b>	<b>26</b>

#### Minority interest (MI)

The total MI for the Group is €58m with €25m not available to meet the SCR for Group reporting, this restriction represents the minority interest held by American Life Insurance Company in MetLife Europe and MetLife Europe Insurance of 3.996% and 6.999% respectively.

Please see the grid below for further details:

Group Entity	Minority Interest (MI)			Non-available Minority Interest (MI)		
	Total	Tier I	Tier III	Total	Tier I	Tier III
MetLife Europe	54	54	—	22	21	1
MetLife Europe Insurance	4	4	—	3	3	—
<b>Group Total</b>	<b>58</b>	<b>58</b>	<b>—</b>	<b>25</b>	<b>24</b>	<b>1</b>

The total non-available own funds reported for the Group is €88m, represented by €63m DTA and €25m MI.

#### **E.1.11 Own funds - ring fenced funds (RFF)**

The Group does not have RFFs.

## E.2 Solvency Capital Requirement and Minimum Capital Requirement

### E.2.1 Group's approach to Solvency Capital Requirement and Minimum Capital Requirement

#### Calibration of stresses

For the purpose of this section, the Group has adopted the SF approach. This method uses stresses for each of the individual risks as calibrated by EIOPA. EIOPA also provides the standard correlation matrices for the purpose of aggregation.

Undertaking Specific Parameters (USPs) have not been used by the Group.

#### Use of matching adjustments

This is not applicable to the Group.

### E.2.2 Overview of SCR standard formula calculation

This section details the capital requirements for the Group.

The assessment of the SCR using the SF approach is based on a modular approach consisting of a core of life, non-life, market, health and counterparty default risks with associated sub-modules. These are aggregated in the SF using correlation matrices, both at the sub-module and the main module level. An intangible asset module is then added (uncorrelated) to give the Basic Solvency Capital Requirement (BSCR). The operational risk component and adjustments for the risk absorbing effect of future profit sharing and deferred taxes are then allowed for, to give the overall SCR.

Hence, the SCR is calculated as follows:

$$\text{SCR} = \text{BSCR} - \text{Adj} + \text{SCRop}$$

Where

- SCR = The Overall Standard Formula Capital Charge;
- BSCR = Basic Solvency Capital Requirement;
- Adj = Adjustment for Risk Absorbing Effect of Future Profit Sharing and Deferred Taxes; and
- SCRop = The Capital Charge for Operational Risk.

The “delta-Net Asset Value” ( $\Delta\text{NAV}$ ) approach is used for capturing the impact of the underlying risk module. The expression  $\Delta\text{NAV}$  has a sign convention whereby positive values signify a loss.

In order to calculate  $\Delta\text{NAV}$ , the base scenario as well as the stressed assets and liabilities are calculated. The cashflows for each of these scenarios is then discounted to determine the corresponding present value of assets and liabilities. The difference between the base and the stressed assets and liabilities is the  $\Delta\text{NAV}$ .

The  $\Delta\text{NAV}$  is based on the Solvency II balance sheet that excludes the risk margin component of the technical provisions (i.e. uses only the best estimate liability component of the technical provisions). Furthermore when calculating  $\Delta\text{NAV}$  the following need to be allowed for:

- Where risk mitigation techniques are used in the calculation of the SCR, the scenarios required for the calculation of the market risk module incorporate its effect. The impact of hedging instruments where a financial risk mitigation instrument has been utilised;
- The revaluation of technical provisions allowing for any relevant adverse changes in the option take-up behaviour of policyholders in the scenario; and

- For collective investment funds, a look through approach has been used to assess the risk applying to the underlying investment vehicle. Where a collective investment fund is not sufficiently transparent to allow for a reasonable best effort allocation, reference has been made to the investment mandate.

The Group has calculated the non-life risk SCR module for its existing business and its expected new business over the next year. Premium risk under the non-life insurance and non-SLT health insurance business are based on expected premiums for the next twelve months. The stress scenarios for underwriting risks in life insurance and SLT health insurance are instantaneous and do not allow for future new business.

### E.2.3 SCR and MCR results

#### SCR

The following table gives the amounts of the SCR components:

	31 Dec 2016	1 Jan 2016
	€'m	€'m
Market Risk	514	675
Counterparty default risk	68	77
Life underwriting risk	567	533
Health underwriting risk	105	68
Non-life underwriting risk	17	17
Diversification	(348)	(357)
<b>Basic SCR</b>	<b>923</b>	<b>1,013</b>
Operational risk SCR	95	90
Adjustment for the loss absorbing capacity of technical provisions	(2)	(2)
Adjustment for the loss absorbing capacity of deferred taxation	(72)	(101)
Non-controlled participations	1	2
Credit institutions	10	10
<b>SCR</b>	<b>955</b>	<b>1,012</b>

SCR has reduced from 1 January 2016. Changes in the economic environment throughout the year has driven most of the change in the SCR. Additional factors impacting the SCR movements were a net decrease in SCR due to changes in the catastrophic risk treaties in place.

#### MCR

	31 Dec 2016	1 Jan 2016
	€'m	€'m
<b>MCR</b>	<b>394</b>	<b>398</b>

The MCR was stable over 2016.

#### Capital add-ons

The Group is not subject to any capital add-on based on instructions from the supervisor.

### E.2.4 Treatment of participating business

The Group does not have any lines of business with material discretionary benefits.

The EIB business does provide “participating” benefits linked to investment returns where such returns exceed the level guaranteed at issue, however these excess benefits are not subject to material discretion. The EIB portfolios are not treated as Ring Fenced Funds (RFF), on the grounds that the technical provisions cover the entire expected future cost of benefits. Full account of changes in credited rates for EIB business is allowed for in the market stresses.



## **E.2.5 Risk mitigation techniques and future management actions**

### **Treatment of risk mitigation techniques**

Risk mitigation techniques for the Group relate principally to reinsurance evaluated within the technical provisions, in the SCR stresses, and in particular also in the Counterparty Default Risk module of the SCR, with due allowance for counterparty credit rating and loss-given-default.

### **Treatment of future management actions**

Management has issued an action plan to reduce fixed expenses in the event of lapses exceeding certain thresholds in MetLife Europe. This action has been approved by the Board of the subsidiary and is appropriately documented.

## **E.3 Use of the duration-based equity risk sub-module in the calculation of the SCR**

This is not applicable to the Group.

## **E.4 Differences between the standard formula and any internal model used**

This is not applicable to the Group.

## **E.5 Non-compliance with the MCR and non-compliance with the SCR**

The Group has had own funds in excess of both the SCR and MCR requirements over the reporting year.

## **E.6 Any other information**

All information has been disclosed in the preceding sections.

## Glossary of terms

The Company	MetLife EU Holding Company Limited (Holding Company)
The Group	MetLife EU Holding Company Limited and its subsidiaries (Solvency II)
Board	The Board of Directors of the Company, or another Group entity as relevant
MetLife Europe	MetLife Europe d.a.c.
MetLife Europe Insurance	MetLife Europe Insurance d.a.c.
MetLife Poland	MetLife Towarzystwo Ubezpieczen na Zycie i Reasekuracji S.A.
MetLife Greece	MetLife Life Insurance Company S.A.
Solvency II	European Commission Directive 2009/138/EC on the taking-up and pursuit of the business of Insurance and Reinsurance
A&H	Accident and Health
ALM	Asset Liability Matching
BCP	Business Continuity Plan
BEC	Branch Executive Committee
BEL	Best Estimate Liability
BOG	Bank of Greece
BRC	Board Risk Committee
BSCR	Basic Solvency Capital Requirement
CAT	Catastrophe Risk
CBI	Central Bank of Ireland (the Irish Regulatory Authority)
CEO	Chief Executive Officer
CF	Critical Function
CFO	Chief Finance Officer
CoC	Cost of Capital
CPPI	Constant Proportion Portfolio Insurance
CRM	Compliance Risk Management
CRO	Chief Risk Officer
CSA	Credit Support Annexes
DAC	Deferred Acquisition Costs
DR	Disaster Recovery
DTA	Deferred Tax Assets
DtC	Direct to Consumer
DTL	Deferred Tax Liabilities
EB	Employee Benefits
EEA	European Economic Area
EIB	Excess Interest Benefit
EIOPA	European Insurance and Occupational Pensions Authority (the European Regulatory Authority)
EMEA	Europe, Middle East and Africa
ERC	Executive Risk Committee
ERSA	Enterprise Risk Self Assessment
ESG	Economic Scenario Generator
EV	Expected Value

FOS	Freedom of Service
F2F	Face to Face
GAAP	Generally Accepted Accounting Principles
GBP	Great British Pound
GMAB	Guaranteed Minimum Accumulation Benefit
GMDB	Guaranteed Minimum Death Benefit
GMWB	Guaranteed Minimum Withdrawal Benefit
HO	Head Office
HR	Human Resources
IFRS	International Financial Reporting Standards
ILOE	Involuntary Loss of Employment
ISDA	International Swaps and Derivatives Association
ISEP	International Subsidiary Exposure Program
IT	Information Technology
KNF	Komisja Nadzoru Finansowego
MAP	Matching Adjustment Portfolio
MCR	Minimum Capital Requirement
ME	Middle East
MGHC II	MetLife Global Holding Company II GmbH (Swiss)
NAV	Net Asset Value
ORSA	Own Risk Solvency Assessment Process
OTC	Over the Counter
PAD	Provision for Adverse Deviations
PCF	Pre-Approval Controlled Function
PGAAP	Purchase GAAP
PMC	Product Management Committee
PV	Present Value
QRT	Quantitative Reporting Template
RACC	Risk, Audit and Compliance Committee
RAG	Red, Amber or Green
RC	Reserving Committee
RFF	Ring-fenced Fund
RM	Risk Margin
RSR	Regular Supervisory Report
SCR	Solvency Capital Requirement
SF	Solvency II Standard Formula
SFCR	Solvency and Financial Condition Report
SLT	Similar to Life Techniques
TCF	Treating Customers Fairly
TP	Technical Provisions
TTCB	Transforming the Cost Base
UA	Unmodelled Adjustments
USD	United States Dollar
USPs	Undertaking Specific Parameters
US GAAP	Accounting Principles Generally Accepted in the United States of America

VA	Variable Annuity
VOBA	Value of Business Acquired
VUL	Variable Universal Life
WCE	Western and Central Europe

## Appendix

