

Registered Number: 25766

ULSTER BANK IRELAND LIMITED

REPORT OF DIRECTORS AND FINANCIAL STATEMENTS

31 December 2013

ULSTER BANK IRELAND LIMITED

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ULSTER BANK IRELAND LIMITED

BOARD OF DIRECTORS AND SECRETARIES

DIRECTORS

S Bell (Executive Director)
J Brown (Executive Director)
P Stanley (Executive Director)
E Gleeson (Independent Non-Executive Director)
P Nolan (Chairman and Independent Non-Executive Director)
D O'Shea (Independent Non-Executive Director)
R Quinlan (Independent Non-Executive Director)
B Rosewell (Independent Non-Executive Director)

REGISTERED OFFICE

Ulster Bank Group Centre
George's Quay
Dublin 2

SECRETARIES

R Bergin
S Anderson (Joint Secretary)
E Dignam (Deputy Secretary)

AUDITORS

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

ULSTER BANK IRELAND LIMITED

REPORT OF THE DIRECTORS

The directors of Ulster Bank Ireland Limited ("the Bank") present their report, together with audited financial statements of the Bank and its subsidiaries (together "the Group" or "Ulster Bank Ireland Group") for the year ended 31 December 2013. The financial statements are prepared in accordance with International Financial Reporting Standards (IFRS), as adopted by the European Union (EU).

Principal activities

The Bank is a leading retail and commercial bank in the Republic of Ireland. It provides a comprehensive range of financial services through both its Retail Banking and Corporate Banking divisions. Retail Banking provides loan and deposit products through a network of branches and direct channels, including telephony, the internet and mobile apps. Corporate Banking provides services to business and corporate customers, including small and medium enterprises.

Business review

In November 2013 The Royal Bank of Scotland Group ("the RBS Group"), of which Ulster Bank Ireland Group is a subsidiary, announced its intention to establish the RBS Capital Resolution Group ("RCR") from January 2014. RCR will manage the accelerated reduction in non-performing and capital intensive assets from the balance sheet. This will ultimately strengthen the capital position of the RBS Group, speed up the recovery in its core businesses and accelerate the path to privatisation.

RCR will manage a portfolio of Ulster Bank Ireland Group loans and advances. These assets will remain on the Ulster Bank Ireland Group balance sheet with the intention that 85% of the RCR assets will be managed down by specialist teams, through a range of strategies, by the end of 2016. A portfolio of c. €8 billion of assets was identified for management by RCR. Realising these assets over a shorter timeframe will reduce the value that the Ulster Bank Ireland Group can expect to recover and therefore additional impairments of €2.8 billion have been recognised on these assets in December 2013. This brings the total Ulster Bank Ireland Group impairment charge for the year to €4.8 billion (2012: €2.4 billion).

Whilst elevated levels of impairment continued to materially impact Ulster Bank Ireland Group's performance in 2013, the impairment charge excluding the impact of RCR fell by 17% to €2.0 billion (2012: €2.4 billion). This is most evident in the Retail Banking division with the 2013 impairment charge falling by 67% to €274m (2012: €818m) as a result of stabilising house prices combined with improved collections and recoveries activity. Effective customer engagement by the Group through collections and recoveries and better engagement from customers have resulted in a continued reduction in the percentage of mortgage customers more than 90 days in arrears to 13.8% (2012: 15.0%).

A modest return to economic growth in the Republic of Ireland in the latter stages of 2013 is encouraging. There have been positive trends reported in residential property prices, the rate of unemployment and overall economic activity. The directors believe that these positive economic indicators, along with the strategies being implemented will lead to improved future results.

The Group's objective is to become a customer centric, sustainable, "really good bank" whilst dealing with its legacy issues. To achieve the goal of becoming a "really good bank" the Group is implementing changes to simplify its operating model, leveraging RBS Group capabilities and programmes and targeting sectors in which it has a competitive advantage. The Group is committed to reshaping distribution, driving deposit growth, improving margins and fees while optimising its capital position. It is proactively tackling a variety of legacy issues, managing risk and benefitting from the commitment and engagement of its staff. In addition to RCR, measures employed to effectively deal with the Group's legacy issues include developing its collections and recoveries and asset management capabilities.

In 2013 the Group launched the Think Outside The Bank programme to roll out to its staff the Group's values of serving customers, working together, doing the right thing and thinking long term. The programme has resulted in an enhanced focus on the customer across all aspects of the Group's operations. The impact of the renewed focus on customer service has resulted in a 10 point improvement in the Group's net promoter score, which measures how likely the Group's customers are to recommend it to friends and colleagues. The Group is the top ranked bank for net promoter score in the Republic of Ireland.

As part of the Group's strategy of reshaping distribution a significantly enhanced mobile app was launched in 2013 with a multi-channel marketing campaign which has contributed to an 8% increase in transactions now being carried out through digital channels.

In November 2013 the RBS Group also announced that it was initiating a review of all of its on-going businesses, the results of which will be announced in conjunction with the RBS Group full year results on 27 February 2014. The review is considering three areas: what the RBS Group can do to meet more of its customers' needs; the RBS Group's IT systems and the organisation of the RBS Group. Ulster Bank Ireland Group is part of the review and its directors and executives are actively engaged with RBS Group senior management in contributing to the outcome.

ULSTER BANK IRELAND LIMITED

REPORT OF THE DIRECTORS

Business review (continued)

Financial performance

The Group's financial performance is presented in the Consolidated Income Statement on page 9.

The Group's total loss after tax for the year ended 31 December 2013 increased to €4,271m (2012: restated €2,384m) mainly as a result of the increase in the impairment charge from €2,437m to €4,753m, as noted previously.

Net interest income decreased by 10% due to the reduction in the loan book and an increase in the non-performing loans, this was partially mitigated by actions taken on deposits pricing.

Non-interest income increased from €252m to €499m as a result of a €281m gain on the buy back of externally issued debt and €54m as a result of an interest rate swap hedging the basis risk on the Republic of Ireland tracker mortgage book. These were offset by a €34m movement in the credit value adjustment, a charge linked to the Group's customer credit risk on derivatives.

Operating expenses increased by 2% year on year as a result of one-off costs associated with legacy issues, specifically interest rate hedging products ("IRHP") and payment protection insurance ("PPI") redress and administration costs and the impact of mandatory change programmes, including Single European Payments Area, and an increase in the recharge of central RBS Group costs to Ulster Bank Ireland Group. These were offset by the reduction in costs arising from the 2012 technology incident which severely impacted the Ulster Bank Ireland Group.

At the year end the total assets of the Group were €35,375m (2012: restated €40,879m, 2011: restated €44,624m). The Group and Bank financial statements have been restated as a result of a change in accounting standards affecting how the Group accounts for its defined benefits pension schemes. IAS 19 'Employee Benefits' (revised) was implemented from 1 January 2013, the most significant impact of which on the Group's reporting is the requirement to discontinue the 'corridor approach' to accounting for actuarial gains and losses. The impact of the change in accounting policy is detailed in Note 35 to the financial statements.

Risk management

The major risks associated with the Group's businesses are market, liquidity, credit, regulatory, reputational, conduct, operational and sovereign risk, with the principal risk associated with the Group's business being credit risk. The Group has established a comprehensive framework for managing these risks, which is continually evolving as the Group's business activities change in response to market, credit, product, regulatory and other developments. The Group is also exposed to risks from its defined benefit pension scheme. The Group's policies for managing each of these risks and its exposure thereto are detailed in Note 23 to the financial statements.

The Group's future performance and results could be materially different from expected results depending on the outcome of certain potential risks and uncertainties, particularly credit risk.

Accounting policies

The reported results of the Group are sensitive to the accounting policies, assumptions and estimates that underlie the preparation of its financial statements. Details of the Group's critical accounting policies and key sources of accounting judgements are included in the Accounting Policies on pages 22 to 25.

Outlook

The directors note that recent releases of economic data from the Central Statistics Office for Ulster Bank Ireland Group's domestic market have been positive. The latest reports show annual economic growth of 1.7%, a 6.4% annual increase in residential property prices and a reduction in the rate of unemployment to 12.4% from 13.9% at the end of 2012.

The directors believe that these positive economic indicators, along with the actions being taken to build a really good bank, focussed on the customer, while dealing with legacy issues should lead to improved future results for the Group. They consider the Group and the Bank to be in a stable financial position and confirm that it has adequate resources, with on-going support from RBS Group, to continue in business for the foreseeable future. Accordingly they continue to adopt the going concern basis in preparing the financial statements.

Share capital

Details of the share capital can be found in Note 20 to the financial statements.

ULSTER BANK IRELAND LIMITED

REPORT OF THE DIRECTORS

Directors and secretaries

The names of the current members of the Board of Directors are shown on page 1. From 1 January 2013 to date the following changes have taken place:

<u>Directors</u>	<u>Appointed</u>	<u>Resigned</u>
R Quinlan	3 April 2013	
P Stanley	6 August 2013	
S Dorgan		21 June 2013
<u>Secretaries</u>		
R Bergin	1 July 2013	
S Anderson	20 September 2013	
R Curran		1 July 2013

In accordance with the Articles of Association, the directors are not required to retire by rotation.

Interests of directors and secretaries

At 31 December 2013 the directors and secretaries of the Bank had no beneficial interests in the shares or debentures of RBS Group companies other than that disclosed in Note 32 to the financial statements.

Books of account

The measures taken by the directors to ensure compliance with the Bank's obligation to keep proper books of account, under Section 202 of the Companies Act 1990, are the use of appropriate systems and procedures and employment of competent persons. The books of account are kept at the offices of the Bank at Ulster Bank Group Centre, George's Quay, Dublin 2 and Ulster Bank Group Head Office, Donegall Square East, Belfast, BT1 5UB.

Staff involvement

The Group values the input of its employees and actively seeks opportunities to engage with staff at all levels. The annual survey of employee opinions, known as Our View, provides valuable data to decision makers across the Group in support of improving employee engagement and satisfaction.

Employees across the Group continued to give generously, both financially and through volunteering, to many community and other worthy causes. Such giving is encouraged by the Group through its use of matched funding and staff charity funds which support worthy causes at local, national and international level.

The Group is represented on the European Employee Communication Council which facilitates dialogue amongst employee representatives in the European Economic Area.

Employment of disabled persons

The Group's policy is that disabled persons are considered for employment and subsequent training, career development and promotion based on merit. If members of staff become disabled, it is the Group's policy, wherever possible, to retain them in their existing jobs or to re-deploy them in suitable alternative duties.

Diversity

The delivery of an effective equal opportunities policy is a natural and integral part of good management practice. A key element of the Group's policy is to ensure staff know about development opportunities and are encouraged to develop to their full potential. It is the Group's policy to comply with the relevant provisions of legislation and have regard to Codes of Practice affecting employment practices.

The Group's commitment to diversity underpins its desire to be the financial services provider of choice for its customers and to be the employer of choice for its people. The Group will recruit, retain, develop and promote people based solely on merit regardless of their gender, disability, political opinion, race, religious belief or any other characteristics.

Safety, health and wellbeing

The Group recognises that people are key to the success of its business. The Group's vision is for its employees, peers and communities to recognise that the Group's pride and performance in safety, health and wellbeing adds value to them and to the Group's business. Industry leading expertise, innovative tools, products and services and a practical approach to implementation are combined to ensure improved performance continues to be delivered.

ULSTER BANK IRELAND LIMITED

REPORT OF THE DIRECTORS

Safety, health and wellbeing (continued)

During 2013, the Group continued to focus on compliance, governance and managing risks across the Group. Opportunities to improve the efficiency and effectiveness of safety, health and wellbeing management policies and services were monitored and, where relevant, implemented.

Policy and practice on payment of creditors

RBS Group Payables manages the creditors payments process on behalf of various RBS Group entities, including the Group. The majority of suppliers of goods and services will be paid within one month of the Group receiving an appropriate invoice. In order to reduce administration costs certain smaller invoices may be held over for payment with larger invoices. Where a supplier requests it, the Group will endeavour to accommodate specific payment terms. As at 31 December 2013, the amount owed to trade creditors by the RBS Group, expressed as a proportion of the amounts invoiced by suppliers during the year then ended, was 41 days (2012: 25 days).

Charitable contributions

During the year the Group made charitable and community investment donations in the Republic of Ireland totalling €562,977 (2012: €515,167).

Political donations

During the year the Group did not make any political donations (2012: €nil).

Branches outside the Republic of Ireland

The Bank has a branch, within the meaning of European Communities (Credit Institutions: Accounts) Regulations, 1992, in Northern Ireland.

Compliance with the Corporate Governance Code for Credit Institutions and Insurance Undertakings

The Corporate Governance Code for Credit Institutions and Insurance Undertakings ("the Code") imposes minimum core standards upon all credit institutions and insurance undertakings with additional requirements upon entities which are designated as major institutions. The Bank has been designated as a major institution and is therefore subject to the requirements for major institutions included within Appendix 1 of the Code.

Going concern

The Group's business activities, together with the factors likely to affect its future development, performance and position, including potential risks and uncertainties, are set out in the Business review on pages 2 and 3.

The financial position of the Group, its cash flows, liquidity position, capital and funding sources are set out in the financial statements. Notes 8, 23 and 24 to the financial statements include the Group's objectives, policies and processes for managing its capital; its financial risk management objectives; details of its financial instruments and hedging activities; and its exposures to market, credit and liquidity risk.

The Group is part of the RBS Group and receives ongoing capital, funding and liquidity resources which, coupled with other sources of funding and liquidity, enable the Group to meet its obligations as they fall due. Other sources of funding and liquidity include retail, wholesale and central bank liquidity facilities.

The directors are satisfied that the Group will continue to receive support from the RBS Group by way of capital, funding and liquidity facilities. After considering the Group's financial outlook and related funding and capital needs, the directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

Investments in Group undertakings

Investments in Group undertakings are shown in Note 12. All of these companies are consolidated in the Group's financial statements and all have an accounting reference date of 31 December.

Dividends

The directors do not recommend the payment of a dividend (2012: €nil).

ULSTER BANK IRELAND LIMITED

REPORT OF THE DIRECTORS

Post balance sheet events

There have been no significant events between the year end and the date of approval of the financial statements which would require a change or additional disclosure or amendment in the financial statements.

Auditors

The auditors, Deloitte & Touche, Chartered Accountants and Statutory Audit Firm, will continue in office in accordance with Section 160(2) of the Companies Act 1963.

Signed on behalf of the Board:

James Brown
Group Chief Executive

Philip Nolan
Chairman

Paul Stanley
Chief Financial Officer

19 February 2014

ULSTER BANK IRELAND LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES

Irish company law requires the directors to prepare the Group and Bank's financial statements for each financial year which give a true and fair view of the state of affairs of the Group and Bank and of the profit or loss of the Group and Bank for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies for the Group and Bank's financial statements and then apply them consistently;
- make judgements and estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and Bank will continue in business.

The directors are responsible for keeping proper books of account which disclose with reasonable accuracy at any time the financial position of the Group and Bank and to enable them to ensure that the financial statements are prepared in accordance with IFRS as adopted by the EU and comply with Irish statute comprising the Companies Acts, 1963 to 2013 and European Communities (Credit Institutions: Accounts) Regulations, 1992. They are also responsible for safeguarding the assets of the Group and Bank and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Signed on behalf of the Board:

James Brown
Group Chief Executive

Philip Nolan
Chairman

Paul Stanley
Chief Financial Officer

19 February 2014

ULSTER BANK IRELAND LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ULSTER BANK IRELAND LIMITED

We have audited the financial statements of Ulster Bank Ireland Limited ("the Bank") and its subsidiaries (together "the Group") for the year ended 31 December 2013 which comprise the Consolidated Income Statement, the Consolidated Statement of Comprehensive Income, the Balance Sheets, the Statements of Changes in Equity, the Cash Flow Statements, the accounting policies and the related notes 1 to 36. The financial reporting framework that has been applied in their preparation is Irish law and International Financial Reporting Standards (IFRS) as adopted by the European Union.

This report is made solely to the Bank's members, as a body, in accordance with Section 193 of the Companies Act, 1990. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Bank and the Bank's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities, the directors are responsible for the preparation of the financial statements giving a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with Irish law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Group's and the Bank's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion

In our opinion:

- the Group's financial statements give a true and fair view, in accordance with IFRSs as adopted by the European Union, of the state of the affairs of the Group as at 31 December 2013 and of its loss for the year then ended;
- the Group's financial statements have been properly prepared in accordance with the Companies Acts, 1963 to 2013 and the European Communities (Credit Institutions: Accounts) Regulations, 1992;
- the Bank's financial statements give a true and fair view, in accordance with IFRSs, as adopted by the European Union, of the state of affairs of the Bank as at 31 December 2013; and
- the Bank's financial statements have been properly prepared in accordance with the Companies Acts, 1963 to 2013 and the European Communities (Credit Institutions: Accounts) Regulations, 1992.

Matters on which we are required to report by the Companies Acts 1963 to 2013

- We have obtained all the information and explanations which we consider necessary for the purposes of our audit.
- In our opinion proper books of account have been kept by the Bank.
- The Bank's balance sheet is in agreement with the books of account.
- In our opinion the information given in the Report of the Directors is consistent with the financial statements.
- The net assets of the Bank, as stated in the balance sheet are more than half of the amount of its called-up share capital and, in our opinion, on that basis there did not exist at 31 December 2013 a financial situation which under Section 40(1) of the Companies (Amendment) Act, 1983 would require the convening on an extraordinary general meeting of the Bank.

Matters on which we are required to report by exception

We have nothing to report in respect of the provisions in the Companies Acts 1963 to 2013 which require us to report to you if, in our opinion, the disclosures of directors' remuneration and transactions specified by law are not made.

Martin Reilly
For and on behalf of Deloitte & Touche
Chartered Accountants and Statutory Audit Firm
Dublin, Ireland
26 February 2014

ULSTER BANK IRELAND LIMITED

CONSOLIDATED INCOME STATEMENT for the year ended 31 December 2013

	Note	2013 €m	Restated 2012 ⁽¹⁾ €m	Restated 2011 ⁽¹⁾ €m
Interest receivable		1,011	1,230	1,458
Interest payable		(439)	(596)	(745)
Net interest income	1	572	634	713
Fees and commission receivable		109	109	92
Fees and commission payable		(3)	(4)	(4)
Income from trading activities		95	119	23
Gain on redemption of own debt		281	-	291
Other operating income		17	28	20
Non-interest income	2	499	252	422
Total income		1,071	886	1,135
Operating expenses	3	(599)	(587)	(535)
Operating profit before impairment losses		472	299	600
Impairment losses on loans and advances	9	(4,753)	(2,437)	(3,413)
Operating loss before tax		(4,281)	(2,138)	(2,813)
Tax credit/(charge)	6	10	(246)	111
Loss for the year		(4,271)	(2,384)	(2,702)
Attributable to:				
Non-controlling interests		-	-	9
Ordinary shareholders		(4,271)	(2,384)	(2,711)
		(4,271)	(2,384)	(2,702)

⁽¹⁾ For details of the restatement refer to page 92.

The accompanying accounting policies and notes form an integral part of these financial statements.

The financial statements were approved by the Board of Directors on 19 February 2014 and signed on its behalf by:

James Brown
Group Chief Executive

Philip Nolan
Chairman

Paul Stanley
Chief Financial Officer

Robert Bergin
Company Secretary

ULSTER BANK IRELAND LIMITED

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME *for the year ended 31 December 2013*

	2013	Restated	Restated
	€m	2012 ⁽¹⁾	2011 ⁽¹⁾
		€m	€m
Loss for the year	(4,271)	(2,384)	(2,702)
Items that will not be reclassified subsequently to profit or loss:			
Actuarial losses on defined benefit plans and other movements	(26)	(246)	(16)
Items that will be reclassified subsequently to profit or loss:			
Fair value losses on available-for-sale financial assets	-	(1)	(3)
Exchange differences on translation of foreign operations	(7)	8	(1)
Other comprehensive loss after tax	(33)	(239)	(20)
Total comprehensive loss for the year	(4,304)	(2,623)	(2,722)
Attributable to:			
Non-controlling interests	-	-	9
Ordinary shareholders	(4,304)	(2,623)	(2,731)
	(4,304)	(2,623)	(2,722)

⁽¹⁾ For details of the restatement refer to page 92.

The accompanying accounting policies and notes form an integral part of these financial statements.

ULSTER BANK IRELAND LIMITED

BALANCE SHEETS as at 31 December 2013

	Note	Group			Bank		
		2013 €m	Restated 2012 ⁽¹⁾ €m	Restated 2011 ⁽¹⁾ €m	2013 €m	Restated 2012 ⁽¹⁾ €m	Restated 2011 ⁽¹⁾ €m
Assets							
Cash and balances at central banks	8	291	221	272	291	221	272
Loans and advances to banks	8	5,468	4,082	3,404	4,294	3,013	2,274
Loans and advances to customers	8	28,469	35,176	39,013	31,763	37,673	41,277
Debt securities	8,10	-	-	32	10,508	11,079	12,580
Equity shares	8,11	11	8	6	11	8	6
Investments in Group undertakings	8,12	-	-	-	185	191	191
Derivatives	8,15	720	983	1,245	714	980	1,125
Property, plant and equipment	8,14	267	270	265	129	160	184
Prepayments, accrued income and other assets	8,16	59	50	47	60	46	32
Deferred taxation	8,18	90	89	340	90	89	340
Total assets		35,375	40,879	44,624	48,045	53,460	58,281
Liabilities							
Deposits by banks	8	6,760	6,272	12,306	6,689	6,205	12,319
Customer accounts	8	19,226	19,897	17,938	34,900	36,912	36,362
Debt securities in issue	8	2,280	3,989	4,175	11	43	23
Derivatives	8,15	904	1,260	1,673	730	1,076	1,325
Accruals, deferred income and other liabilities	8,17	325	286	322	317	281	310
Retirement benefit liabilities	4,8	278	262	43	278	262	43
Deferred taxation	8,18	1	-	-	1	-	-
Subordinated liabilities	8,19	959	956	946	959	956	946
Total liabilities		30,733	32,922	37,403	43,885	45,735	51,328
Equity							
Non-controlling interests		31	24	23	-	-	-
Shareholders' equity:							
Called up share capital	20	3,592	3,592	3,592	3,592	3,592	3,592
Reserves		1,019	4,341	3,606	568	4,133	3,361
Total equity	8	4,642	7,957	7,221	4,160	7,725	6,953
Total liabilities and equity		35,375	40,879	44,624	48,045	53,460	58,281

⁽¹⁾ For details of the restatement refer to page 92.

The accompanying accounting policies and notes form an integral part of these financial statements.

The financial statements were approved by the Board of Directors on 19 February 2014 and signed on its behalf by:

James Brown
Group Chief Executive

Philip Nolan
Chairman

Paul Stanley
Chief Financial Officer

Robert Bergin
Company Secretary

ULSTER BANK IRELAND LIMITED

STATEMENTS OF CHANGES IN EQUITY for the year ended 31 December 2013

	Group			Bank		
	2013 €m	Restated 2012 ⁽¹⁾ €m	Restated 2011 ⁽¹⁾ €m	2013 €m	Restated 2012 ⁽¹⁾ €m	Restated 2011 ⁽¹⁾ €m
Called up share capital						
At 1 January and 31 December	3,592	3,592	3,592	3,592	3,592	3,592
Share premium account						
At 1 January and 31 December	1,142	1,142	1,142	1,142	1,142	1,142
Available-for-sale reserve						
At 1 January	-	1	4	-	1	4
Unrealised losses in the year	-	-	(3)	-	-	(3)
Realised losses in the year	-	(1)	-	-	(1)	-
At 31 December	-	-	1	-	-	1
Foreign exchange reserve						
At 1 January	21	13	14	1	1	1
Retranslation of net assets	(7)	8	(1)	-	-	-
At 31 December	14	21	13	1	1	1
Retained earnings						
At 1 January	(9,307)	(6,677)	(3,950)	(9,495)	(6,910)	(4,054)
Actuarial losses on defined benefit plans and other movements	(26)	(246)	(16)	(26)	(246)	(24)
Loss attributable to ordinary shareholders	(4,271)	(2,384)	(2,711)	(4,521)	(2,339)	(2,832)
At 31 December	(13,604)	(9,307)	(6,677)	(14,042)	(9,495)	(6,910)
Capital contribution						
At 1 January	12,485	9,127	4,512	12,485	9,127	4,512
Capital contribution received in the year	982	3,358	4,615	982	3,358	4,615
At 31 December	13,467	12,485	9,127	13,467	12,485	9,127
Shareholders' equity at 31 December	4,611	7,933	7,198	4,160	7,725	6,953
Non-controlling interests						
At 1 January	24	23	59	-	-	-
Increase/(decrease) in loans classed as equity	7	1	(45)	-	-	-
Profit attributable to non-controlling interests	-	-	9	-	-	-
At 31 December	31	24	23	-	-	-
Total equity at 31 December	4,642	7,957	7,221	4,160	7,725	6,953

Total comprehensive loss recognised in the Statement of Changes in Equity is attributable as follows:

Non-controlling interests	-	-	9	-	-	-
Ordinary shareholders	(4,304)	(2,623)	(2,731)	(4,547)	(2,586)	(2,859)
	(4,304)	(2,623)	(2,722)	(4,547)	(2,586)	(2,859)

⁽¹⁾ For details of the restatement refer to page 92.

The accompanying accounting policies and notes form an integral part of these financial statements.

ULSTER BANK IRELAND LIMITED

CASH FLOW STATEMENTS for the year ended 31 December 2013

	Note	Group			Bank		
		2013 €m	Restated 2012 ⁽¹⁾ €m	Restated 2011 ⁽¹⁾ €m	2013 €m	Restated 2012 ⁽¹⁾ €m	Restated 2011 ⁽¹⁾ €m
Operating activities							
Operating loss before tax		(4,281)	(2,138)	(2,813)	(4,552)	(2,093)	(2,947)
Adjustments for:							
Depreciation, amortisation and impairment of property, plant and equipment		35	33	23	34	30	20
Gain on redemption of own debt		(281)	-	(291)	-	-	-
Interest on subordinated liabilities		24	32	35	10	19	19
Charge for defined benefit pension schemes		30	20	25	30	20	25
Cash contribution to defined benefit pension schemes		(40)	(47)	(42)	(40)	(47)	(42)
Loan impairment provisions net of recoveries		4,130	2,311	3,235	4,130	2,311	3,235
Impairment of investment in Group undertakings		-	-	-	6	-	-
Elimination of foreign exchange differences		58	14	32	106	8	34
Other non-cash items		(131)	(250)	(239)	(118)	(255)	(264)
Net cash flows from trading activities	26	(456)	(25)	(35)	(394)	(7)	80
Changes in operating assets and liabilities		2,026	(2,406)	(4,114)	628	(2,346)	(6,582)
Net cash flows from operating activities before tax		1,570	(2,431)	(4,149)	234	(2,353)	(6,502)
Income taxes received/(paid)		6	(54)	40	6	(52)	15
Net cash flows from operating activities	26	1,576	(2,485)	(4,109)	240	(2,405)	(6,487)
Investing activities							
Sale and maturity of securities		-	-	176	-	-	176
Purchase of equity shares		(3)	(2)	(4)	(3)	(2)	(4)
Sale of equity shares		4	-	-	4	-	-
Sale of property, plant and equipment		7	1	9	4	2	1
Purchase of property, plant and equipment		(12)	(8)	(9)	(7)	(5)	(5)
Net cash flows from investing activities		(4)	(9)	172	(2)	(5)	168
Financing activities							
Purchase of own debt		(1,219)	-	(1,287)	-	-	-
Capital contribution		982	3,358	4,615	982	3,358	4,615
Dividends received		-	-	-	19	-	-
Interest on subordinated liabilities		(24)	(32)	(35)	(10)	(19)	(19)
Net cash flows from financing activities		(261)	3,326	3,293	991	3,339	4,596
Effect of exchange rate changes on cash and cash equivalents		(18)	23	2	(51)	21	2
Net increase/(decrease) in cash and cash equivalents		1,293	855	(642)	1,178	950	(1,721)
Cash and cash equivalents 1 January	29	4,125	3,270	3,912	3,067	2,117	3,838
Cash and cash equivalents 31 December	29	5,418	4,125	3,270	4,245	3,067	2,117

⁽¹⁾ For details of the restatement refer to page 92.

The accompanying accounting policies and notes form an integral part of these financial statements.

ULSTER BANK IRELAND LIMITED

ACCOUNTING POLICIES

1. Presentation of financial statements

The consolidated financial statements are prepared on a going concern basis and in accordance with IFRS issued by the International Accounting Standards Board (IASB), and interpretations issued by the International Financial Reporting Interpretations Committee of the IASB, as adopted by the EU. The Group and Bank's financial statements are presented in accordance with the Companies Acts 1963 to 2013 and the European Communities (Credit Institutions: Accounts) Regulations, 1992.

The Bank is incorporated and registered in the Republic of Ireland. The Group and Bank's financial statements are prepared on the historical cost basis except that the following assets and liabilities are stated at their fair value: held-for-trading financial assets and financial liabilities, financial assets and financial liabilities that are designated at fair value through profit or loss, available-for-sale financial assets and investment property. Recognised financial assets and financial liabilities in fair value hedges are adjusted for changes in fair value in respect of the risk that is hedged.

2. Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Bank and entities (including certain special purpose entities) that are controlled by the Bank (its subsidiaries). Control exists where the Group has the power to govern the financial and operating policies of the entity so as to obtain benefit from its activities; generally conferred by holding a majority of voting rights.

On acquisition of a subsidiary, its identifiable assets, liabilities and contingent liabilities are included in the consolidated financial statements at their fair value. Any excess of the cost (the fair value of assets given, liabilities incurred or assumed and equity instruments issued by the Group plus any directly attributable costs) of an acquisition over the fair value of the net assets acquired is recognised as goodwill. The interest of non-controlling shareholders is stated at their share of the fair value of the subsidiary's net assets.

The results of subsidiaries acquired are included in the consolidated income statement from the date control passes until the Group ceases to control them through a sale or a significant change in circumstances. Changes in interest that do not result in a loss of control are recognised in equity. Total comprehensive income of subsidiaries is attributed to the owners of the Group and to the non-controlling interests even if this results in the non-controlling interest having a deficit balance.

All intra-group balances, transactions, income and expenses are eliminated on consolidation. The consolidated financial statements are prepared using uniform accounting policies.

3. Revenue recognition

Interest income on financial assets that are classified as loans and receivables, available-for-sale or held-to-maturity and interest expense on financial liabilities other than those at fair value through profit or loss is determined using the effective interest method. The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability (or group of financial assets or liabilities) and of allocating the interest income or interest expense over the expected life of the asset or liability. The effective interest rate is the rate that exactly discounts estimated future cash flows to the instrument's initial carrying amount. Calculation of the effective interest rate takes into account fees payable or receivable, that are an integral part of the instrument's yield, premiums or discounts on acquisition or issue, early redemption fees and transaction costs. All contractual terms of a financial instrument are considered when estimating future cash flows.

Financial assets and financial liabilities held-for-trading or designated as at fair value through profit or loss are recorded at fair value. Changes in fair value are recognised through profit or loss together with dividends, interest receivable and payable.

Commitment and utilisation fees are determined as a percentage of the outstanding facility. If it is unlikely that a specific lending arrangement will be entered into, such fees are taken through profit or loss over the life of the facility otherwise they are deferred and included in the effective interest rate on the advance.

ULSTER BANK IRELAND LIMITED

ACCOUNTING POLICIES

3. Revenue recognition (continued)

Fees in respect of services are recognised as the right to consideration accrues through the provision of the service to the customer. The arrangements are generally contractual and the cost of providing the service is incurred as the service is rendered. The price is usually fixed and always determinable. The application of this policy to significant fee types is outlined below.

Payment services: this income comprises income received for payment services including cheques cashed and direct debits. These are generally charged on a per transaction basis. The income is earned when the payment or transaction occurs. Charges for payment services are usually debited to the customer's account monthly or quarterly in arrears. Income is accrued at period end for services provided but not charged.

Card related services: fees from credit card business include:

- Interchange received: as issuer, the Group receives a fee (interchange) each time a cardholder purchases goods and services. The Group also receives interchange fees from other card issuers for providing cash advances through its branch and automated teller machine networks. These fees are accrued once the transaction has taken place; and
- Annual fees payable by credit card holders: these are deferred and taken to profit or loss over the period of the service i.e. 12 months.

Insurance brokerage: this is made up of fees and commissions received from the agency sale of insurance. Commission on the sale of an insurance contract is earned at the inception of the policy as the insurance has been arranged and placed. However, provision is made where commission is refundable in the event of policy cancellation in line with estimated cancellations.

Investment management fees: fees charged for managing investments are recognised as revenue as the services are provided. Incremental costs that are directly attributable to securing an investment management contract are deferred and charged as an expense as the related revenue is recognised.

Fees and commissions payable: fees and commissions are payable in respect of services provided by third party intermediaries. These are charged through profit or loss over the life of the underlying product.

4. Pensions and other post-retirement benefits

The Group provides post-retirement benefits in the form of pensions to eligible employees.

For defined benefit schemes, scheme liabilities are measured on an actuarial basis using the projected unit credit method and discounted at a rate that reflects the current rate of return on a high quality corporate bond of equivalent term and currency to the scheme liabilities. Scheme assets are measured at their fair value. Past service costs are recognised immediately to the extent that benefits have vested; otherwise they are amortised over the period until the benefits become vested.

Contributions to defined contribution pension schemes are recognised in the income statement when payable.

5. Intangible assets and goodwill

Intangible assets that are acquired by the Group are stated at cost less accumulated amortisation and accumulated impairment losses. The intangible assets of the Group and Bank are fully impaired.

ULSTER BANK IRELAND LIMITED

ACCOUNTING POLICIES

6. Property, plant and equipment

Items of property, plant and equipment (except investment properties – see accounting policy 8) are stated at cost less accumulated depreciation and accumulated impairment losses. Where an item of property, plant and equipment comprises major components having different useful lives, they are accounted for separately.

Depreciation is charged to profit or loss on a straight-line basis so as to write off the depreciable amount of property, plant and equipment (including assets owned and let on operating leases) over their estimated useful lives. The depreciable amount is the cost of an asset less its residual value. Land is not depreciated. Estimated useful lives are as follows:

Freehold and long leasehold buildings	50 years
Short leaseholds	unexpired period of the lease
Property adaptation costs	10 to 15 years
Computer equipment	up to 5 years
Other equipment	4 to 15 years

The residual value and useful life of property, plant and equipment are reviewed at each balance sheet date and updated for any changes.

7. Impairment of intangible assets and property, plant and equipment

At each reporting date, the Group assesses whether there is any indication that the value of its property, plant and equipment is impaired. If any such indication exists, the Group estimates the recoverable amount of the asset and the impairment loss, if any. If an asset does not generate cash flows that are independent from those of other assets or groups of assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs. The recoverable amount of an asset is the higher of its fair value less cost to sell and its value in use. Value in use is the present value of future cash flows from the asset or cash-generating unit discounted at a rate that reflects market interest rates adjusted for risks specific to the asset or cash-generating unit that have not been reflected in the estimation of future cash flows. If the recoverable amount of a tangible asset is less than its carrying value, an impairment loss is recognised immediately in profit or loss and the carrying value of the asset reduced by the amount of the loss. A reversal of an impairment loss on property, plant and equipment is recognised as it arises provided the increased carrying value does not exceed that which it would have been had no impairment loss been recognised.

8. Investment properties

Investment property, which is property held to earn rentals and/or for capital appreciation (including property under construction for such purposes), is measured initially at its cost, including transaction costs. Subsequent to initial recognition, investment property is measured at fair value. Fair value is based on current prices for similar properties in the same location and condition using internal valuation models based on yield comparables and any available recent market transactions taking cognisance of the principles of Royal Institute of Chartered Surveyors (RICS) valuation methodology.

Fair value of the investment properties is determined on at least an annual basis by officers of the Group. A selection of properties may be valued by external appointed surveyors from time to time as the commercial need arises. Gains and losses arising from changes in the fair value of investment property are included in profit or loss in the period in which they arise.

Rental income from investment property is recognised on a straight-line basis over the term of the lease. Lease incentives granted are recognised as an integral part of the total rental income.

ULSTER BANK IRELAND LIMITED

ACCOUNTING POLICIES

9. Foreign currencies

The Group's consolidated financial statements are presented in Euro, which is the functional currency of the Bank.

Transactions in foreign currencies are translated into Euro at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into Euro at the rates of exchange ruling at the balance sheet date. Foreign exchange differences arising on translation are reported in income from trading activities. Non-monetary items denominated in foreign currencies that are stated at fair value are translated into Euro at foreign exchange rates ruling at the dates the values were determined.

Translation differences arising on non-monetary items measured at fair value are recognised in profit or loss except for differences arising on available-for-sale non-monetary financial assets, for example equity shares, which are included in the available-for-sale reserve in equity unless the asset is the hedged item in a fair value hedge.

Assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated into Euro at foreign exchange rates ruling at the balance sheet date. Income and expenses of foreign operations are translated into Euro at average exchange rates unless these do not approximate to the foreign exchange rates ruling at the dates of the transactions. Foreign exchange differences arising on translation of foreign operations are recognised directly in equity and included in profit or loss on its disposal.

10. Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases

As lessor

Contracts with customers to lease assets are classified as finance leases if they transfer substantially all the risks and rewards of ownership of the asset to the customer. Other contracts to lease assets are classified as operating leases.

Finance lease receivables are included in the balance sheet within Loans and advances to banks and Loans and advances to customers at the amount of the net investment in the lease being the minimum lease payments and any unguaranteed residual value discounted at the interest rate implicit in the lease. Finance lease income is allocated to accounting periods so as to give a constant periodic rate of return before tax on the net investment and included in interest receivable. Unguaranteed residual values are subject to regular review to identify potential impairment. If there has been a reduction in the estimated unguaranteed residual value, the income allocation is revised and any reduction in respect of amounts accrued is recognised immediately.

Rental income from operating leases is credited to the income statement on a receivable basis over the term of the lease. Operating lease assets are included within property, plant and equipment and depreciated over their useful lives (see accounting policy 6). Operating lease rentals receivable are included in other operating income.

As lessee

Rentals payable under operating leases are charged to the income statement on a straight-line basis over the term of the relevant lease.

11. Provisions and contingent liabilities

The Group recognises a provision for a present obligation resulting from a past event when it is more likely than not that it will be required to transfer economic benefits to settle the obligation and the amount of the obligation can be estimated reliably.

If the Group has a contract that is onerous, it recognises the present obligation under the contract as a provision. An onerous contract is one where the unavoidable costs of meeting the obligations under it exceed the expected economic benefits. When the Group vacates a leasehold property, a provision is recognised for the costs under the lease less any expected economic benefits (such as rental income).

Contingent liabilities are possible obligations arising from past events whose existence will be confirmed only by uncertain future events or present obligations arising from past events that are not recognised because either an outflow of economic benefits is not probable or the amount of the obligation cannot be reliably measured. Contingent liabilities are not recognised but information about them is disclosed unless the possibility of any outflow of economic benefits in settlement is remote.

ULSTER BANK IRELAND LIMITED

ACCOUNTING POLICIES

12. Taxation

Income tax expense or income, comprising current tax and deferred tax, is recorded in the income statement except income tax on items recognised outside profit or loss which is credited or charged to other comprehensive income or to equity as appropriate.

Current tax is income tax payable or recoverable in respect of the taxable profit or loss for the year arising in income or in equity. Provision is made for current tax at rates enacted or substantively enacted at the balance sheet date.

Deferred tax is the tax expected to be payable or recoverable in respect of temporary differences between the carrying amount of an asset or liability for accounting purposes and its carrying amount for tax purposes. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered. Deferred tax is calculated using tax rates expected to apply in the periods when the assets will be realised or the liabilities settled, based on tax rates and laws enacted, or substantively enacted, at the balance sheet date.

13. Financial assets

On initial recognition financial assets are classified into: held-for-trading; designated as at fair value through profit or loss; loans and receivables; or available-for-sale. Regular way purchases of financial assets classified as loans and receivables are recognised on settlement date; all other regular way purchases are recognised on trade date.

Held-for-trading - a financial asset is classified as held-for-trading if it is acquired principally for sale in the near term, or forms part of a portfolio of financial instruments that are managed together and for which there is evidence of short-term profit taking, or it is a derivative (not in a qualifying hedge relationship). Held-for-trading financial assets are recognised at fair value with transaction costs being recognised in profit or loss. Subsequently they are measured at fair value. Gains and losses on held-for-trading financial assets are recognised in profit or loss as they arise.

Designated as at fair value through profit or loss - financial assets may be designated as at fair value through profit or loss only if such designation: (a) eliminates or significantly reduces a measurement or recognition inconsistency; or (b) applies to a group of financial assets, financial liabilities or both, that the Group manages and evaluates on a fair value basis; or (c) relates to an instrument that contains an embedded derivative which is not evidently closely related to the host contract.

Financial assets that the Group designates on initial recognition as being at fair value through profit or loss are recognised at fair value, with transaction costs being recognised in profit or loss and are subsequently measured at fair value. Gains and losses on financial assets that are designated as at fair value through profit or loss are recognised in profit or loss as they arise.

The Group has designated financial assets as at fair value through profit or loss principally where the assets are economically hedged by derivatives and fair value designation eliminates the measurement inconsistency that would arise if the assets were carried at amortised cost or classified as available-for-sale.

Loans and receivables - non-derivative financial assets with fixed or determinable repayments that are not quoted in an active market are classified as loans and receivables, except those that are classified as available-for-sale or as held-for-trading, or designated as at fair value through profit or loss. Loans and receivables are initially recognised at fair value plus directly related transaction costs. They are subsequently measured at amortised cost using the effective interest method (see accounting policy 3) less any impairment losses.

Available-for-sale - financial assets that are not classified as held-to-maturity; held-for-trading; designated as at fair value through profit or loss; or loans and receivables are classified as available-for-sale. Financial assets can be designated as available-for-sale on initial recognition. Available-for-sale financial assets are initially recognised at fair value plus directly related transaction costs. They are subsequently measured at fair value. Unquoted equity investments whose fair value cannot be measured reliably are carried at cost and classified as available-for-sale financial assets. Impairment losses and exchange differences resulting from retranslating the amortised cost of monetary available-for-sale financial assets denominated in a foreign currency are recognised in profit or loss together with interest calculated using the effective interest method (see accounting policy 3). Other changes in the fair value of available-for-sale financial assets and any related tax are reported in a separate component of shareholders' equity until disposal, when the cumulative gain or loss is recognised in profit or loss.

Fair value – fair value for a net open position in a financial asset that is quoted in an active market is the closing market price times the number of units of the instrument held. Fair values for financial assets not quoted in an active market are determined using appropriate valuation techniques including discounting future cash flows, option pricing models and other methods that are consistent with accepted economic methodologies for pricing financial assets.

ULSTER BANK IRELAND LIMITED

ACCOUNTING POLICIES

14. Impairment of financial assets

The Group assesses at each balance sheet date whether there is any objective evidence that a financial asset or group of financial assets classified as available-for-sale or loans and receivables is impaired. A financial asset or portfolio of financial assets is impaired and an impairment loss incurred if there is objective evidence that an event or events since initial recognition of the asset have adversely affected the amount or timing of future cash flows from the asset.

Financial assets carried at amortised cost - if there is objective evidence that an impairment loss on a financial asset or group of financial assets classified as loans and receivables has been incurred, the Group measures the amount of the loss as the difference between the carrying amount of the asset or group of assets and the present value of estimated future cash flows from the asset or group of assets discounted at the original effective interest rate of the instrument at initial recognition. For collateralised loans and receivables, estimated future cash flows include cash flows that may result from foreclosure less the costs of obtaining and selling the collateral, whether or not foreclosure is probable.

Where, in the course of the orderly realisation of a loan it is exchanged for equity shares or properties, the exchange is accounted for as the sale of the loan and the acquisition of equity securities or investment properties. Where the Group's interest in equity shares following the exchange is such that the Group controls the entity, that entity is consolidated.

Impairment losses are assessed individually for financial assets that are individually significant and individually or collectively for assets that are not individually significant. In making a collective assessment of impairment, financial assets are grouped into portfolios on the basis of similar risk characteristics. Future cash flows from these portfolios are estimated on the basis of the contractual cash flows and historical loss experience for assets with similar credit risk characteristics. Historical loss experience is adjusted, on the basis of current observable data, to reflect current conditions not affecting the period of historical experience.

Impairment losses are recognised in profit or loss and the carrying amount of the financial asset or group of financial assets reduced by establishing an allowance for impairment losses. If in a subsequent period the amount of the impairment loss reduces and the reduction can be ascribed to an event after the impairment was recognised, the previously recognised loss is reversed by adjusting the allowance. Once an impairment loss has been recognised on a financial asset or group of financial assets, interest income is recognised on the carrying amount using the original effective rate of interest at which estimated future cash flows were discounted in measuring impairment.

Impaired loans and receivables are written off, i.e. the impairment provision is applied in writing down the loan's carrying value partially or in full, when the Group concludes that there is no longer any realistic prospect of recovery of part or all of the loan. For portfolios that are collectively assessed for impairment, the timing of write off principally reflects historic recovery experience for each portfolio. For loans that are individually assessed for impairment, the timing of write off is determined on a case-by-case basis. Such loans are reviewed regularly and write offs will be prompted by bankruptcy, insolvency, restructuring and similar events. Amounts recovered after a loan has been written off are credited to the loan impairment charge for the period in which they are received.

Financial assets carried at fair value - when a significant or prolonged decline in the fair value of a financial asset classified as available-for-sale has been recognised directly in equity and there is objective evidence that the asset is impaired, the cumulative loss is removed from equity and recognised in profit or loss. The loss is measured as the difference between the acquisition cost of the financial asset and its current fair value. Impairment losses on available-for-sale equity instruments are not reversed through profit or loss, but those on available-for-sale debt instruments are reversed, if there is an increase in fair value that is objectively related to a subsequent event.

ULSTER BANK IRELAND LIMITED

ACCOUNTING POLICIES

15. Financial liabilities

On initial recognition financial liabilities are classified into held-for-trading; designated as at fair value through profit or loss; or amortised cost.

Held-for-trading - a financial liability is classified as held-for-trading if it is incurred principally for the repurchase in the near term, or forms part of a portfolio of financial instruments that are managed together and for which there is evidence of short-term profit taking, or it is a derivative (not in a qualifying hedge relationship). Held-for-trading financial liabilities are recognised at fair value with transaction costs being recognised in profit or loss. Subsequently they are measured at fair value. Gains and losses are recognised in profit or loss as they arise.

Designated as at fair value through profit or loss - financial liabilities may be designated as at fair value through profit or loss only if such designation (a) eliminates or significantly reduces a measurement or recognition inconsistency; or (b) applies to a group of financial assets, financial liabilities or both that the Group manages and evaluates on a fair value basis; or (c) relates to an instrument that contains an embedded derivative which is not evidently closely related to the host contract.

Financial liabilities that the Group designates on initial recognition as being at fair value through profit or loss are recognised at fair value, with transaction costs being recognised in profit or loss, and are subsequently measured at fair value. Gains and losses on financial liabilities that are designated as at fair value through profit or loss are recognised in profit or loss as they arise.

The principal category of financial liabilities designated as at fair value through profit or loss is structured liabilities issued by the Group: designation significantly reduces the measurement inconsistency between these liabilities and the related derivatives carried at fair value.

Amortised cost - all other financial liabilities are measured at amortised cost using the effective interest method (see accounting policy 3).

Fair value – fair value for a net open position in a financial liability that is quoted in an active market is the closing market price times the number of units of the instrument held or issued. Fair values for financial liabilities not quoted in an active market are determined using appropriate valuation techniques including discounting future cash flows, option pricing models and other methods that are consistent with accepted economic methodologies for pricing financial liabilities. Valuation adjustments are made when fair valuing financial liabilities to reflect the Group's own credit standing.

16. Derecognition

A financial asset is derecognised when it has been transferred and the transfer qualifies for derecognition. A transfer requires that the Group either: (a) transfers the contractual rights to receive the asset's cash flows; or (b) retains the rights to asset's cash flows but assumes a contractual obligation to pay those cash flows to a third party. After a transfer, the Group assesses the extent to which it has retained the risks and rewards of ownership of the transferred asset. If substantially all the risks and rewards have been retained, the asset remains on the balance sheet. If substantially all of the risks and rewards have been transferred, the asset is derecognised. If substantially all the risks and rewards have been neither retained nor transferred, the Group assess whether or not it has retained control of the asset. If it has not retained control, the asset is derecognised. Where the Group has retained control of the asset, it continues to recognise the asset to the extent of its continuing involvement.

A financial liability is removed from the balance sheet when the obligation is discharged, or cancelled, or expires. On the redemption or settlement of debt securities (including subordinated liabilities) issued by the Group, the Group derecognises the debt instrument and records a gain or loss being the difference between the debt's carrying amount and the cost of redemption or settlement. The same treatment applies where the debt is exchanged for a new debt issue that has terms substantially different from those of the existing debt. The assessment of whether the terms of the new debt instrument are substantially different takes into account qualitative and quantitative characteristics including a comparison of the discounted present value of the cash flows under the new terms with the discounted present value of the remaining cash flows of the original debt issue.

ULSTER BANK IRELAND LIMITED

ACCOUNTING POLICIES

17. Sale and repurchase transactions

Securities subject to a sale and repurchase agreement under which substantially all the risks and rewards of ownership are retained by the Group continue to be shown on the balance sheet and the sale proceeds recorded as a deposit. Securities acquired in reverse sale and repurchase transactions under which the Group is not exposed to substantially all the risks and rewards of ownership are not recognised on the balance sheet and the consideration is recorded in Loans and advances to banks or Loans and advances to customers as appropriate.

Securities borrowing and lending transactions are usually secured by cash or securities advanced by the borrower. Borrowed securities are not recognised on the balance sheet or lent securities derecognised. Cash collateral received or given is treated as a loan or deposit; collateral in the form of securities is not recognised. However, where securities borrowed are transferred to third parties, a liability for the obligation to return the securities to the stock lending counterparty is recorded.

18. Netting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Group has a legally enforceable right to set off the recognised amounts; and it intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously. The Group is party to a number of arrangements, including master netting agreements that give it the right to offset financial assets and financial liabilities. Where it does not intend to settle the amounts net or simultaneously the assets and liabilities concerned are presented gross.

19. Capital instruments

The Group classifies a financial instrument that it issues as a financial asset, financial liability or an equity instrument in accordance with the substance of the contractual arrangement. An instrument is classified as a liability if it is a contractual obligation to deliver cash or another financial asset, or to exchange financial assets or financial liabilities on potentially unfavourable terms. An instrument is classified as equity if it evidences a residual interest in the assets of the Group after the deduction of liabilities. The components of a compound financial instrument issued by the Group are classified and accounted for separately as financial assets, financial liabilities or equity as appropriate.

20. Derivatives and hedging

Derivative financial instruments are initially recognised, and subsequently measured, at fair value. Derivative fair values are determined from quoted prices in active markets where available. Where there is no active market for an instrument, fair value is derived from prices for the derivative's components using appropriate pricing or valuation models. Credit valuation adjustments are made when valuing derivative financial assets to incorporate counterparty credit risk. The Group does not apply debt valuation adjustments.

A derivative embedded in a contract is accounted for as a stand-alone derivative if its economic characteristics are not closely related to the economic characteristics of the host contract; unless the entire contract is measured at fair value with changes in fair value recognised in profit or loss.

Gains and losses arising from changes in the fair value of derivatives that are not the hedging instrument in a qualifying hedge are recognised as they arise in non interest income within profit or loss.

The Group enters into hedges of changes in the fair value of a recognised asset or liability or firm commitment (fair value hedges). Hedge relationships are formally designated and documented at inception. The documentation identifies the hedged item and the hedging instrument and details the risk that is being hedged and the way in which effectiveness will be assessed at inception and during the period of the hedge. If the hedge is not highly effective in offsetting changes in fair values attributable to the hedged risk, consistent with the documented risk management strategy, hedge accounting is discontinued. Hedge accounting is also discontinued if the Group revokes the designation of a hedged relationship.

In a fair value hedge, the gain or loss on the hedging instrument is recognised in profit or loss. The gain or loss on the hedged item attributable to the hedged risk is recognised in profit or loss and, where the hedged item is measured at amortised cost, adjusts the carrying amount of the hedged item. Hedge accounting is discontinued if the hedge no longer meets the criteria for hedge accounting; or if the hedging instrument expires or is sold, terminated or exercised; or if hedge designation is revoked. If the hedged item is one for which the effective interest rate method is used, any cumulative adjustment is amortised to profit or loss over the life of the hedged item using a recalculated effective interest rate. The fair value of the hedging instrument and the associated hedged item were immaterial as at 31 December 2013 and 2012.

ULSTER BANK IRELAND LIMITED

ACCOUNTING POLICIES

21. Share-based payments

The Royal Bank of Scotland Group plc awards options over shares to its employees under various share option schemes. IFRS 2 'Share-based Payment' is applied by the RBS Group to grants made under these schemes. The RBS Group recognises an expense for these transactions with its employees based on the fair value on the date the options are granted. It includes the cost of these awards in determining any recharges of employee costs it makes to subsidiaries in the Group.

22. Cash and cash equivalents

In the cash flow statement, cash and cash equivalents comprises cash and demand deposits with banks together with short-term highly liquid investments that are readily convertible to known amounts of cash and subject to insignificant risk of change in value.

23. Investments in Group undertakings

The Bank's investments in its subsidiaries are stated at cost less any accumulated impairment losses.

Critical accounting policies and key sources of accounting judgements

The reported results of the Group are sensitive to the accounting policies, assumptions and estimates that underlie the preparation of its financial statements. Irish company law and IFRS require the directors, in preparing the Group's financial statements, to select suitable accounting policies, apply them consistently and make judgements and estimates that are reasonable and prudent. In the absence of an applicable standard or interpretation, International Accounting Standard (IAS) 8 'Accounting Policies, Changes in Accounting Estimates and Errors', requires management to develop and apply an accounting policy that results in relevant and reliable information in light of the requirements and guidance in IFRS dealing with similar and related issues and the IASB's Framework for the Preparation and Presentation of financial statements.

The judgements and assumptions involved in the Group's accounting policies that are considered by the Board to be the most important to the portrayal of its financial condition are discussed below. The use of estimates, assumptions or models that differ from those adopted by the Group would affect its reported results.

Loan impairment provisions

The Group's loan impairment provisions are established to recognise incurred impairment losses in its portfolio of loans classified as loans and receivables and carried at amortised cost. A loan is impaired when there is objective evidence that events since the loan was granted have affected expected cash flows from the loan. The impairment loss is the difference between the carrying value of the loan and the present value of estimated future cash flows at the loan's original effective interest rate.

At 31 December 2013 the Group's gross loans and advances to customers totalled €43,098m (2012: €45,891m, 2011: €47,647m) and customer loan impairment provisions amounted to €14,629m (2012: €10,715m, 2011: €8,634m).

There are three components to the Group's loan impairment provisions: individual, collective and latent.

Individual component - all impaired loans that exceed specific thresholds are individually assessed for impairment. Individually assessed loans principally comprise the Group's portfolio of commercial loans to medium and large businesses. Impairment losses are recognised as the difference between the carrying value of the loan and the discounted value of management's best estimate of future cash repayments and proceeds from any security held. These estimates take into account the customer's debt capacity and financial flexibility; the level and quality of its earnings; the amount and sources of cash flows; the industry in which the counterparty operates; and the realisable value of any security held. Estimating the quantum and timing of future recoveries involves significant judgement. The size of receipts will depend on the future performance of the borrower and the value of security, both of which will be affected by future economic conditions; additionally, collateral may not be readily marketable. The actual amount of future cash flows and the date they are received may differ from these estimates and consequently actual losses incurred may differ from those recognised in these financial statements.

Collective component - impaired loans that are below individual assessment thresholds are collectively assessed. Collectively assessed provisions are established on a portfolio basis using a present value methodology taking into account the level of arrears, security, past loss experience, credit scores and defaults based on portfolio trends. The most significant factors in establishing these provisions are the expected loss rates and the related average life. These portfolios include smaller commercial loans, credit card receivables and other personal advances including mortgages. The future credit quality of these portfolios is subject to uncertainties that could cause actual credit losses to differ materially from reported loan impairment provisions. These uncertainties include the economic environment, notably interest rates and their effect on customer spending, the unemployment level, payment behaviour and bankruptcy trends.

ULSTER BANK IRELAND LIMITED

ACCOUNTING POLICIES

Critical accounting policies and key sources of accounting judgements (continued)

Loan impairment provisions (continued)

Latent component – this consists of loan losses that have been incurred but have not been separately identified at the balance sheet date. Latent loss provisions are held against estimated impairment losses in the performing portfolio that have yet to be identified as at the balance sheet date. To assess that latent loss within its portfolios, the Group has developed methodologies to estimate the time that an asset can remain impaired within a performing portfolio before it is identified and reported as such.

Forbearance

The forbearance policies are the main response to managing mortgage customers in financial difficulty and are deployed through the Group's forbearance initiative. Forbearance is applied to secured retail products where temporary relief is offered through the renegotiation of the original contract, although on terms not generally available on a commercial basis. This may include offering contract revision by various means including reduced repayment, interest only arrangements, negative amortisation, payment moratorium, term extensions, lifetime reduced repayment and/or interest rate reduction; these forbearance arrangements are subject to heightened monitoring.

Forbearance offered by the Group on loans where an impairment loss provision has been previously recognised will result in such loans retaining their classification as non-performing. Where the customer met the loan terms prior to modification and there is a realistic expectation that the customer will adhere to forbearance terms, these loans are classified as performing loans. In recognising their credit risk profile, they carry a provision incorporating an expectation that some customers will fail to comply with the terms of the forbearance together with the associated loss rate.

Deferred tax

The Group makes provision for deferred tax on short-term and other temporary differences where tax recognition occurs at a different time from accounting recognition. Net deferred tax assets of €89m were recognised as at 31 December 2013 (2012: restated €89m, 2011: restated €340m). Deferred tax assets of €1,644m (2012: €1,087m, 2011: €591m) have not been recognised in respect of tax losses carried forward where doubt exists over the availability of future taxable profits.

The Group has recognised deferred tax assets in respect of losses and short term temporary differences. Deferred tax assets are recognised in respect of unused tax losses to the extent that it is probable that there will be future taxable profits against which the losses can be utilised. Current management business projections indicate that sufficient future taxable income will be available against which to offset the recognised deferred tax asset within 5 years (2012: 7 years). While business projections may support an asset write back, the asset has been retained at the 2012 level in recognition of uncertainty pending completion of the Group's strategic review. The Group's cumulative losses are principally attributable to the continuing unparalleled market conditions.

Pensions

There are two defined benefit pension schemes in operation within the Group: Ulster Bank Pension Scheme (Republic of Ireland) and First Active Pension Scheme. The assets of defined benefit schemes are measured at their fair value at the balance sheet date. Scheme liabilities are measured using the projected unit method, which takes account of projected earnings increases, using actuarial assumptions that give the best estimate of the future cash flows that will arise under the scheme liabilities. These cash flows are discounted at an interest rate based on the yields of high-quality corporate bonds of appropriate duration, with high-quality almost universally understood to mean AA-rated. The choice of discount rate is a source of estimation uncertainty, due to a lack of appropriate Euro-denominated AA-rated bonds of equivalent duration to the pension schemes' liabilities.

The approach used is to fit a yield curve to an appropriate dataset of AA bonds, and derive the discount rate from that curve. To increase the number of reference bonds available at the end of the reporting period, equivalent AA yields were extrapolated for longer dated A and AAA rated bonds by applying a credit spread adjustment to their actual yields. These were then included in the dataset used to create the yield curve.

In determining the value of scheme liabilities, financial and demographic assumptions are made as to price inflation, pension increases, earnings growth and employee life expectancy. A range of assumptions could be adopted in valuing the schemes' liabilities. Different assumptions could significantly alter the amount of the surplus or deficit recognised in the balance sheet and the pension cost charged to the income statement. The assumptions adopted for the Group's pension schemes are set out in Note 4 to the financial statements together with sensitivities of the balance sheet and income statement to changes in those assumptions.

The Group has reduced the allowance made for future discretionary increases to pensions in payment, in light of recent experience.

ULSTER BANK IRELAND LIMITED

ACCOUNTING POLICIES

Critical accounting policies and key sources of accounting judgements (continued)

Pensions (continued)

The Group has applied IAS 19 'Employee Benefits (revised)' (IAS 19 revised) from 1 January 2013. IAS 19 revised requires: the immediate recognition of all actuarial gains and losses; interest cost to be calculated on the net pension liability or asset at the long-term bond rate, such that an expected rate of return will no longer be applied to assets; and all past service costs to be recognised immediately when a scheme is curtailed or amended. Implementation of IAS 19 resulted in the net pension asset of €33m becoming a net pension liability of €262m as at 31 December 2012. The loss after tax decreased by €4m for the period ended 31 December 2012. Prior periods have been restated accordingly (see Note 35).

Fair value - financial instruments

Financial instruments classified as held-for-trading or designated as at fair value through profit or loss and financial assets classified as available-for-sale are recognised in the financial statements at fair value. All derivatives are measured at fair value. On the balance sheet, financial assets carried at fair value are included within equity shares, and derivatives as appropriate. Financial liabilities carried at fair value are included within deposits by banks, customer accounts and derivatives. Derivative assets and derivative liabilities are shown separately on the face of the balance sheets. Gains or losses arising from changes in fair value of financial instruments classified as held-for-trading or designated as at fair value through profit or loss are included in the income statement. Unrealised gains and losses on available-for-sale financial assets are recognised directly in equity unless an impairment loss is recognised. The carrying value of a financial asset or a financial liability carried at cost or amortised cost that is the hedged item in a qualifying hedge relationship is adjusted by the gain or loss attributable to the hedged risk.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair values are determined by reference to observable market prices where available and reliable. Where representative market prices for an instrument are not available or are unreliable because of poor liquidity, the fair value is derived from prices for its components using appropriate pricing or valuation models that are based on independently sourced market parameters, including interest rate yield curves, option volatilities and currency rates. Financial assets carried at fair value include government and corporate debt securities, reverse repos, loans, corporate equity shares and derivatives. Financial liabilities carried at fair value include deposits, repos, debt securities issued and derivatives. Fair value for a substantial proportion of these instruments is based on observable market prices or derived from observable market parameters. Where observable prices are not available, fair value is based on appropriate valuation techniques or management estimates.

The Group's derivative products include swaps, forwards, futures and options. Exchange traded instruments are valued using quoted prices. The fair value of over-the-counter instruments is derived from pricing models which take account of contract terms, including maturity, as well as quoted market parameters such as interest rates and volatilities. Most of the Group's pricing models do not entail material subjectivity because the methodologies utilised do not incorporate significant judgement and the parameters included in the models can be calibrated to actively quoted market prices. Values established from pricing models are adjusted for credit risk, liquidity risk and future operational costs.

A negligible proportion of the Group's trading derivatives are valued directly from quoted prices, the remaining majority being valued using appropriate valuation techniques. The fair value of substantially all securities positions carried at fair value is determined directly from quoted prices. Fair value for a net open position in a financial instrument in an active market is the number of units of the instrument held times the closing market price. In determining the fair value of derivative financial instruments gross long and short positions measured at current mid market prices are adjusted by bid-offer reserves calculated on a portfolio basis. Credit valuation adjustments are made when valuing derivative financial assets to incorporate counterparty credit risk. Valuation adjustments are made when fair valuing financial liabilities to reflect the Group's own credit standing. Where the market for a financial instrument is not active, fair value is established using a valuation technique. These valuation techniques involve a degree of estimation, the extent of which depends on the instrument's complexity and the availability of market-based data.

More details about the Group's valuation methodologies of the fair value of financial instruments valued using techniques where at least one significant input is unobservable are given in Note 8.

ULSTER BANK IRELAND LIMITED

ACCOUNTING POLICIES

Critical accounting policies and key sources of accounting judgements (continued)

Valuation of investment property

Investment property, which is property held to earn rentals and/or for capital appreciation (including property under construction for such purposes), is measured initially at its cost, including transaction costs. Subsequent to initial recognition, investment property is measured at fair value. Fair value is based on current prices for similar properties in the same location and condition using internal valuation models based on yield comparables and any available recent market transactions taking cognisance of the principles of Royal Institute of Chartered Surveyors (RICS) valuation methodology.

Fair value of the investment properties is determined on at least an annual basis by officers of the Group. A selection of properties may be valued by external appointed surveyors from time to time as the commercial need arises. Gains and losses arising from changes in the fair value of investment property are included in profit or loss in the period in which they arise.

Provisions for liabilities

As set out in Note 17, at 31 December 2013 the Group recognised provisions for liabilities in respect of Interest Rate Hedging Products and Payment Protection Insurance. Provisions are liabilities of uncertain timing or amount, and are recognised when there is a present obligation as a result of a past event, the outflow of economic benefit is probable and the outflow can be estimated reliably. Judgement is involved in determining whether an obligation exists, and in estimating the probability, timing and amount of any outflows. Where the Group can look to another party such as an insurer to pay some or all of the expenditure required to settle a provision, any reimbursement is recognised when, and only when, it is virtually certain that it will be received. The provisions are management's best estimate of the anticipated costs of redress and related administration expenses. As at 31 December 2013 the Group is experiencing take up rates of 86% in relation to PPI claims and is upholding 100% of these.

Accounting developments

A number of IFRSs and amendments to IFRS were in issue at 31 December 2013 that had effective dates of 1 January 2014 or later.

International Financial Reporting Interpretations Committee 21 'Levies' (IFRIC 21) was issued in May 2013. This interpretation provides guidance on accounting for the liability to pay a government imposed levy. IFRIC 21 is effective for annual periods beginning on or after 1 January 2014. Implementation of IFRIC 21 will not have a material effect on the Group's financial statements.

IAS 36 'Recoverable Amount Disclosures for Non-Financial Assets (Amendments to IAS 36)' was issued in May 2013. The amendments align IAS 36's disclosure requirements about recoverable amounts with the IASB's original intentions. They are effective for annual periods beginning on or after 1 January 2014. Implementation of the amendments to IAS 36 is not expected to have a material effect on the Group's financial statements.

IAS 39 'Novation of Derivatives and Continuation of Hedge Accounting (Amendments to IAS 39)' was issued in June 2013. The amendments provide relief from discontinuing hedge accounting when novation of a derivative designated as a hedging instrument meets certain criteria. They are effective for annual periods beginning on or after 1 January 2014. Implementation of the amendments to IAS 39 will not have a material effect on the Group's financial statements.

IAS 19 'Defined Benefit Plans: Employee Contributions' was issued in November 2013. This amendment distinguishes the accounting for employee contributions that are related to service from those that are independent of service. It is effective for annual periods beginning on or after 1 July 2014. The amendment is not expected to have a material effect on the Group's financial statements.

Annual Improvements to IFRS 2010 - 2012 and 2011 - 2013 cycles were issued in December 2013. There are a number of minor changes to IFRS that will not have a material effect on the Group's financial statements. All amendments are effective for annual periods beginning on or after 1 July 2014.

In November 2009, the IASB issued IFRS 9 'Financial Instruments' simplifying the classification and measurement requirements in IAS 39 in respect of financial assets. The standard reduces the measurement categories for financial assets to two: fair value and amortised cost. A financial asset is classified on the basis of the entity's business model for managing the financial asset and the contractual cash flow characteristics of the financial asset. Only assets with contractual terms that give rise to cash flows on specified dates that are solely payments of principal and interest on principal and which are held within a business model whose objective is to hold assets in order to collect contractual cash flows are classified as amortised cost. All other financial assets are measured at fair value. Changes in the value of financial assets measured at fair value are generally taken to profit or loss.

ULSTER BANK IRELAND LIMITED

ACCOUNTING POLICIES

Accounting developments (continued)

In October 2010, IFRS 9 was updated to include requirements in respect of the classification and measurement of liabilities. These do not differ markedly from those in IAS 39 except for the treatment of changes in the fair value of financial liabilities that are designated as at fair value through profit or loss attributable to own credit; these must be presented in other comprehensive income.

In December 2011, the IASB issued amendments to IFRS 9 and to IFRS 7 'Financial Instruments: Disclosures' delaying the effective date of IFRS 9 to annual periods beginning on or after 1 January 2015 and introducing revised transitional arrangements including additional transition disclosures. If an entity implements IFRS 9 in 2012 the amendments permit it either to restate comparative periods or to provide the additional disclosures. Additional transition disclosures must be given if implementation takes place after 2012.

IFRS 9 makes major changes to the framework for the classification and measurement of financial instruments and will have a significant effect on the Group's financial statements. The Group is assessing the effect of IFRS 9 which will depend on the results of IASB's reconsideration of IFRS 9's classification and measurement requirements and the outcome of the other phases in the development of IFRS 9.

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

1. Net interest income

	Group		
	2013	2012	2011
	€m	€m	€m
Loans and advances to customers	974	1,187	1,391
Loans and advances to banks	37	43	61
Debt securities	-	-	6
Interest receivable	1,011	1,230	1,458
Customer accounts	(222)	(277)	(271)
Deposits by banks	(178)	(248)	(371)
Debt securities in issue	(15)	(39)	(68)
Subordinated liabilities	(24)	(32)	(35)
Interest payable	(439)	(596)	(745)
Net interest income	572	634	713

Included within net interest income is €212m (2012: €249m, 2011: €233m) of interest on impaired loans.

2. Non-interest income

	Group		
	2013	2012	2011
	€m	€m	€m
Fees and commission receivable	109	109	92
Fees and commission payable	(3)	(4)	(4)
Income from trading activities ⁽¹⁾ :			
Foreign exchange	44	19	26
Interest rates	51	100	(3)
Gain on redemption of own debt ⁽²⁾	281	-	291
Other operating income	17	28	20
Non-interest income	499	252	422

(1) The analysis of trading income is based on how the business is organised and the underlying risks managed.

Trading income comprises gains and losses on financial instruments held-for-trading, both realised and unrealised, interest income and dividends and the related funding costs.

- i) Foreign exchange: spot foreign exchange contracts, currency swaps and options, emerging markets and related hedges and funding.
- ii) Interest rates: interest rate swaps, forward foreign exchange contracts, forward rate agreements, interest rate options, interest rate futures and related hedges and funding.

(2) During the year ended 31 December 2013 the Group bought back certain externally issued mortgage securitisation bonds at a discount to par and realised a gain of €281m (2012: €nil, 2011: €291m).

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

3. Operating expenses

	Group		
	2013	Restated 2012	Restated 2011
	€m	€m	€m
Wages, salaries and other staff costs	196	220	214
Social security costs	20	25	22
Pension costs:			
- defined benefit schemes (see Note 4)	30	20	25
- defined contribution schemes (see Note 4)	3	3	2
Restructure costs	9	23	3
Staff costs	258	291	266
Premises and equipment	104	86	112
Administration	202	177	134
Other expenses	306	263	246
Property, plant and equipment depreciation (see Note 14)	20	22	23
Impairment of property, plant and equipment (see Note 14)	15	11	-
Depreciation, amortisation and impairment	35	33	23
	599	587	535

Included within operating expenses for the year is €9m in respect of mandatory change programmes, including Single European Payments Area (SEPA) (2012: €1m, 2011: €nil).

Included within operating expenses for the year ended 31 December 2013 were staff costs of €nil (2012: €5m, 2011: €nil) and other expenses of €nil (2012: €54m, 2011: €nil) incurred as a result of the technology incident that impacted the Group.

The average number of persons employed by the Group during the year, excluding temporary staff was 3,262 (2012: 3,486, 2011: 3,543). The average number of temporary employees during 2013 was 158 (2012: 166, 2011: 151). The number of persons employed by the Group at 31 December, excluding temporary staff, was as follows:

	Group		
	2013	2012	2011
	Number	Number	Number
Employee Numbers			
Retail banking	1,249	1,288	1,450
Corporate banking	612	702	1,054
Others	1,238	1,434	1,043
	3,099	3,424	3,547
	2013	2012	2011
	€'000	€'000	€'000
Auditors' remuneration			
Statutory audit work	916	958	902
Non audit work:			
- Other services pursuant to legislation	-	-	10
	916	958	912

In 2012, €82k of the total statutory audit work balance comprised of services provided in relation to the technology incident. Other than the amounts disclosed above, no additional remuneration was payable to the auditors for any other services.

Auditors' remuneration is disclosed exclusive of VAT.

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

4. Pension costs

The Group operates the following defined benefit pension schemes, the assets of which are independent of the Group's finances:

Name of schemes

Ulster Bank Pension Scheme (Republic of Ireland)
First Active Pension Scheme

The Group's main pension scheme in the Republic of Ireland, The Ulster Bank Pension Scheme (Republic of Ireland) ("UBPS"), operates under Republic of Ireland trust law and is managed and administered on behalf of its members in accordance with the terms of the trust deed; the scheme rules; and Republic of Ireland legislation (principally the Pension Schemes Act 1990). Under Republic of Ireland legislation a defined benefit pension scheme is required to build up and maintain enough funds to pay members their pension entitlements should the scheme be wound up. Pension fund trustees are required to obtain regular actuarial valuations and reports, put in place a recovery plan addressing any funding shortfall and submit that plan to the Irish Pensions Board for approval.

The corporate Trustee of the UBPS is Ulster Bank Pension Trustees R.I. Limited ("UBPTRIL"), a wholly owned subsidiary of Ulster Bank Holdings (ROI) Limited. UBPTRIL is the legal owner of the scheme assets which are held separately from the assets of the Group. The board of UBPTRIL comprises 3 trustee directors nominated by the unions and 6 appointed by the Group. The board is responsible for operating the scheme in line with its formal rules and pensions law. It has a duty to act in the best interests of all scheme members, including pensioners and those who are no longer employed by the Group, but who still have benefits in the scheme.

Similar governance principles apply to the First Active Pension Scheme.

The schemes were closed to new entrants in 2009, when a new defined contribution scheme was launched.

Employees make contributions at varying levels depending on which section of the scheme they are in. In addition, employees may make voluntary contributions to secure additional benefits on a money-purchase basis.

The Group and Bank also makes contributions to a small number of RBS Group Pension Schemes, the costs of which are accounted for as defined contributions.

The Group made contributions of €3,356k to defined contribution schemes in 2013 (2012: €3,304k, 2011: €2,184k). The Bank made contributions of €3,356k to defined contribution schemes in 2013 (2012: €3,304k, 2011: €2,147k).

An interim valuation of the scheme was prepared to 31 December 2013 by an independent actuary, using the following assumptions:

Principal actuarial assumptions at 31 December	Group and Bank		
	2013	2012	2011
Discount rate	3.80%	4.10%	5.75%
Rate of increase in salaries	1.75% - 3.00%	1.75%	1.00% - 3.00%
Rate of increase in pensions in payment	0% - 2.00%	1.50% - 2.00%	1.50% - 2.00%
Inflation assumption	2.00%	2.00%	2.00%

Discount rate

The Euro yield curve is constructed by reference to yields on 'AA' corporate bonds from which a single discount rate is derived based on a cash flow profile similar in structure and duration to the pension obligations. Significant judgement is required when setting the criteria for bonds to be included in the population from which the yield curve is derived. The criteria include issuance size, quality of pricing and the exclusion of outliers. Judgement is also required in determining the shape of the yield curve at long durations. Euro curve rates at longer durations are derived by extrapolating yields on "A" and "AAA" corporate bonds to derive equivalent AA yields.

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

4. Pension costs (continued)

Major classes of plan assets as a percentage of total plan assets	Group and Bank		
	2013	2012	2011
Quoted assets			
Quoted equities	34%	45%	44%
Index-linked bonds	-	6%	13%
Government fixed interest bonds	2%	2%	5%
Corporate and other bonds	26%	19%	16%
Unquoted assets			
Private equity	1%	-	-
Hedge funds	1%	11%	7%
Real estate	3%	4%	5%
Derivatives	1%	1%	-
Cash and other assets	32%	12%	10%

Post-retirement mortality assumptions (Main scheme)	Group and Bank		
	2013	2012	2011
Longevity at age 70 for current pensioners (years)			
Males	17.5	17.3	17.1
Females	18.9	18.7	18.6
Longevity at age 63 for future pensioners (years)			
Males	24.1	23.9	23.7
Females	25.6	25.5	25.4

These post-retirement mortality assumptions are derived from standard mortality tables used by the scheme actuary.

Changes in value of net pension liability	Group and Bank		
	Fair value of plan assets €m	Present value of defined benefit obligations €m	Net pension asset/(liability) €m
At 1 January 2013	834	(1,096)	(262)
<i>Income statement:</i>			
Expected return	35	-	35
Interest cost	-	(45)	(45)
Current service cost	-	(32)	(32)
Past service cost	-	12	12
	35	(65)	(30)
<i>Statement of comprehensive income:</i>			
Actuarial gains and losses due to experience gains and losses	(9)	54	45
Actuarial gains and losses due to changes in financial assumptions	-	(71)	(71)
Actuarial gains and losses due to changes in demographic assumptions	-	-	-
Contributions by employer	40	-	40
Contributions by plan participants	3	(3)	-
Benefits paid	(24)	24	-
Expenses included in service cost	(1)	1	-
At 31 December 2013	878	(1,156)	(278)

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

4. Pension costs (continued)

	Group and Bank		
	Fair value of plan assets €m	Present value of defined benefit obligations €m	Net pension asset/(liability) €m
Restated changes in value of net pension liability			
At 1 January 2012	725	(768)	(43)
<i>Income statement:</i>			
Expected return	42	-	42
Interest cost	-	(44)	(44)
Current service cost	-	(21)	(21)
Past service cost	-	3	3
	42	(62)	(20)
<i>Statement of comprehensive income:</i>			
Actuarial gains and losses due to experience gains and losses	39	5	44
Actuarial gains and losses due to changes in financial assumptions	-	(290)	(290)
Actuarial gains and losses due to changes in demographic assumptions	-	-	-
Contributions by employer	47	-	47
Contributions by plan participants	3	(3)	-
Benefits paid	(21)	21	-
Expenses included in service cost	(1)	1	-
At 31 December 2012	834	(1,096)	(262)

Of the expense for the year, €30m (2012: restated €20m) has been included in the income statement within staff costs (see Note 3). Cumulative net actuarial losses of €26m (2012: restated €246m) have been recognised in the statement of comprehensive income. The past service gain of €12m (2012: €3m) relates to the pension levy.

The Group expects to contribute €44m to its defined benefit pension schemes in 2014.

The weighted average duration of the Group's defined benefit obligation is 23 years.

History of defined benefit schemes (Group and Bank)	2013	Restated	Restated	Restated	Restated
	€m	2012	2011	2010	2009
		€m	€m	€m	€m
Present value of defined benefit obligations	(1,156)	(1,096)	(768)	(756)	(667)
Fair value of plan assets	878	834	725	720	503
Net deficit	(278)	(262)	(43)	(36)	(164)
Experience gains on plan liabilities	54	5	7	97	11
Experience gains/(losses) on plan assets	(9)	39	(57)	30	52
Actual return on pension scheme assets	26	81	(16)	56	69

The table below sets out the sensitivities of the pension cost for the year and the present value of defined benefit obligations at the balance sheet dates to a change in the principal actuarial assumptions:

	Group and Bank					
	(Decrease)/increase in pension cost for the year			(Decrease)/increase in obligation at 31 December		
	2013	Restated	Restated	2013	Restated	Restated
	€m	2012	2011	€m	2012	2011
		€m	€m		€m	€m
0.25% increase in the discount rate	(4)	(4)	(4)	(64)	(59)	(32)
0.25% increase in inflation	3	2	2	47	64	34
0.25% additional rate of increase in pensions in payment	3	2	2	35	34	19
0.25% additional rate of increase in deferred pensions	-	-	-	13	8	4
0.25% additional rate of increase in salaries	2	2	2	18	20	11
Longevity increase of 1 year	2	1	1	29	22	13

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

4. Pension costs (continued)

The Finance (No.2) Act 2011 introduced a levy at the rate of 0.6% per annum for each of the next four years, 2011 to 2014. In October 2013, the Government introduced an additional levy of 0.15% of the Scheme's assets which is payable in 2014 and 2015. The Act states that payment is due by 25 September each year. The levy is payable on all of a scheme's assets (other than "excluded assets"). During 2013, an amount of €5m (excluding Additional Voluntary Contributions) was deducted from the asset value of the Ulster Bank Pension Scheme (Republic of Ireland) and First Active Pension Schemes within the statutory deadlines (2012: €4.4m).

5. Emoluments of directors

	2013 €	2012 €
Emoluments for the provision of directors' services:		
Non-executive directors - emoluments	146,275	124,752
Chairman and executive directors - emoluments	958,172	1,128,854
Contributions and allowances in respect of pension schemes	-	36,978
Total emoluments received by directors	<u>1,104,447</u>	<u>1,290,584</u>

The emoluments include an allocation of the remuneration paid by other Group companies for all of the executive directors in respect of their services to the Bank. The emoluments have been incurred wholly for services as directors during the year.

Performance related bonuses are awarded on the basis of measuring annual performance against certain specified financial targets, which include both corporate performance objectives and key strategic objectives.

During the year there were no emoluments in respect of compensation payments for loss of office (2012: €nil).

The executive directors may also participate in the RBS Group's executive share option and sharesave schemes. Details of their interests in the RBS Group shares arising from their participation are given in Note 32.

6. Taxation

	Group		
	2013	Restated 2012	Restated 2011
	€m	€m	€m
Current taxation:			
<i>Corporation Tax</i>			
Credit for the year	8	9	4
Over/(under) provision in respect of prior periods	2	(4)	30
Total current taxation	<u>10</u>	<u>5</u>	<u>34</u>
Deferred taxation:			
(Charge)/credit for the year	(4)	(3)	71
Over/(under) provision in respect of prior periods	4	(248)	6
Total deferred taxation	<u>-</u>	<u>(251)</u>	<u>77</u>
Tax credit/(charge) for the year	<u>10</u>	<u>(246)</u>	<u>111</u>

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

6. Taxation (continued)

The standard rate of tax for the year, based on the Irish standard rate of Corporation Tax is 12.5% (2012 and 2011: 12.5%). The actual tax credit/(charge) for the current and previous year differs from the standard rate for the reasons set out below:

	2013 €m	Restated 2012 €m	Restated 2011 €m
Operating loss before taxation	(4,281)	(2,138)	(2,813)
Tax credit on operating loss at the standard rate	535	267	352
<i>Factors affecting the credit for the year:</i>			
Unrecognised losses	(562)	(258)	(292)
De-recognition of a deferred tax asset	-	(250)	-
Other temporary differences	32	(3)	12
Tax arising at rates other than the standard rate of tax	(1)	-	3
Adjustments to tax credit in respect of prior periods	6	(2)	36
Actual tax credit/(charge) for the year	10	(246)	111

The effective tax rate for the year was 0.2% (2012: restated (11.5%), 2011: restated 3.9%).

7. Loss dealt with in the financial statements of the Bank

In accordance with section 149(4) of the Companies Act, 1963 and Section 7(1A) of the Companies (Amendment) Act 1986, the Bank is availing of the exemption from presenting its individual Income Statement and from filing it with the Registrar of Companies. The Bank's loss for the financial year, determined in accordance with IFRS as adopted by the EU, was €4,521m (2012: restated €2,339m, 2011: restated €2,832m).

8. Financial instruments

The following tables analyse the financial assets and financial liabilities in accordance with the categories of financial instruments in accordance with International Accounting Standard 39 'Financial Instruments: Recognition and Measurement' ("IAS 39"). Assets and liabilities outside the scope of IAS 39 are shown separately.

	Group							Total €m
	Held-for- trading €m	Designated as at fair value through profit or loss €m	Available- for-sale €m	Loans and receivables €m	Other (amortised cost) €m	Non financial assets/ liabilities €m		
2013								
Assets								
Cash and balances at central banks	-	-	-	291	-	-	291	
Loans and advances to banks ⁽¹⁾	-	-	-	5,468	-	-	5,468	
Loans and advances to customers ⁽²⁾	-	-	-	28,469	-	-	28,469	
Equity shares	-	2	9	-	-	-	11	
Derivatives	720	-	-	-	-	-	720	
Property, plant and equipment	-	-	-	-	-	267	267	
Prepayments, accrued income and other assets	-	-	-	-	-	59	59	
Deferred taxation	-	-	-	-	-	90	90	
	720	2	9	34,228	-	416	35,375	
Liabilities								
Deposits by banks ⁽³⁾	50	-	-	-	6,710	-	6,760	
Customer accounts ⁽⁴⁾	-	2,237	-	-	16,989	-	19,226	
Debt securities in issue ⁽⁵⁾	-	-	-	-	2,280	-	2,280	
Derivatives	904	-	-	-	-	-	904	
Accruals, deferred income and other liabilities	-	-	-	-	-	325	325	
Retirement benefit liabilities	-	-	-	-	-	278	278	
Deferred taxation	-	-	-	-	-	1	1	
Subordinated liabilities	-	-	-	-	959	-	959	
	954	2,237	-	-	26,938	604	30,733	
Equity							4,642	
							35,375	

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

8. Financial instruments (continued)

Restated 2012	Group						Total €m
	Held-for- trading €m	Designated as at fair value through profit or loss €m	Available- for-sale €m	Loans and receivables €m	Other (amortised cost) €m	Non financial assets/ liabilities €m	
Assets							
Cash and balances at central banks	-	-	-	221	-	-	221
Loans and advances to banks ⁽¹⁾	16	-	-	4,066	-	-	4,082
Loans and advances to customers ⁽²⁾	-	30	-	35,146	-	-	35,176
Equity shares	-	-	8	-	-	-	8
Derivatives	983	-	-	-	-	-	983
Property, plant and equipment	-	-	-	-	-	270	270
Prepayments, accrued income and other assets	-	-	-	-	-	50	50
Deferred taxation	-	-	-	-	-	89	89
	999	30	8	39,433	-	409	40,879
Liabilities							
Deposits by banks ⁽³⁾	71	-	-	-	6,201	-	6,272
Customer accounts ⁽⁴⁾	-	2,076	-	-	17,821	-	19,897
Debt securities in issue ⁽⁵⁾	-	-	-	-	3,989	-	3,989
Derivatives	1,260	-	-	-	-	-	1,260
Accruals, deferred income and other liabilities	-	-	-	-	-	286	286
Retirement benefit liabilities	-	-	-	-	-	262	262
Subordinated liabilities	-	-	-	-	956	-	956
	1,331	2,076	-	-	28,967	548	32,922
Equity							7,957
							40,879

Restated 2011	Group						Total €m
	Held-for- trading €m	Designated as at fair value through profit or loss €m	Available- for-sale €m	Loans and receivables €m	Other (amortised cost) €m	Non financial assets/ liabilities €m	
Assets							
Cash and balances at central banks	-	-	-	272	-	-	272
Loans and advances to banks ⁽¹⁾	25	-	-	3,379	-	-	3,404
Loans and advances to customers ⁽²⁾	-	38	-	38,975	-	-	39,013
Debt securities	-	-	32	-	-	-	32
Equity shares	-	-	6	-	-	-	6
Derivatives	1,245	-	-	-	-	-	1,245
Property, plant and equipment	-	-	-	-	-	265	265
Prepayments, accrued income and other assets	-	-	-	-	-	47	47
Deferred taxation	-	-	-	-	-	340	340
	1,270	38	38	42,626	-	652	44,624
Liabilities							
Deposits by banks ⁽³⁾	71	-	-	-	12,235	-	12,306
Customer accounts ⁽⁴⁾	8	1,583	-	-	16,347	-	17,938
Debt securities in issue ⁽⁵⁾	-	-	-	-	4,175	-	4,175
Derivatives	1,673	-	-	-	-	-	1,673
Accruals, deferred income and other liabilities	-	-	-	-	-	322	322
Retirement benefit liabilities	-	-	-	-	-	43	43
Subordinated liabilities	-	-	-	-	946	-	946
	1,752	1,583	-	-	33,703	365	37,403
Equity							7,221
							44,624

For notes relating to the tables above refer to page 36.

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

8. Financial instruments (continued)

	Bank						Total €m
	Held-for-trading €m	Designated as at fair value through profit or loss €m	Available-for-sale €m	Loans and receivable €m	Other (amortised cost) €m	Non financial assets/liabilities €m	
2013							
Assets							
Cash and balances at central banks	-	-	-	291	-	-	291
Loans and advances to banks ⁽¹⁾	-	-	-	4,294	-	-	4,294
Loans and advances to customers ⁽²⁾	-	-	-	31,763	-	-	31,763
Debt securities ⁽⁶⁾	-	-	-	10,508	-	-	10,508
Equity shares	-	2	9	-	-	-	11
Investments in Group undertakings	-	-	-	-	-	185	185
Derivatives	714	-	-	-	-	-	714
Property, plant and equipment	-	-	-	-	-	129	129
Prepayments, accrued income and other assets	-	-	-	-	-	60	60
Deferred taxation	-	-	-	-	-	90	90
	714	2	9	46,856	-	464	48,045
Liabilities							
Deposits by banks ⁽³⁾	50	-	-	-	6,639	-	6,689
Customer accounts ⁽⁴⁾	-	2,237	-	-	32,663	-	34,900
Debt securities in issue ⁽⁵⁾	-	-	-	-	11	-	11
Derivatives	730	-	-	-	-	-	730
Accruals, deferred income and other liabilities	-	-	-	-	-	317	317
Retirement benefit liabilities	-	-	-	-	-	278	278
Deferred taxation	-	-	-	-	-	1	1
Subordinated liabilities	-	-	-	-	959	-	959
	780	2,237	-	-	40,272	596	43,885
Equity							4,160
							48,045

	Bank						Total €m
	Held-for-trading €m	Designated as at fair value through profit or loss €m	Available-for-sale €m	Loans and receivable €m	Other (amortised cost) €m	Non financial assets/liabilities €m	
Restated 2012							
Assets							
Cash and balances at central banks	-	-	-	221	-	-	221
Loans and advances to banks ⁽¹⁾	16	-	-	2,997	-	-	3,013
Loans and advances to customers ⁽²⁾	-	30	-	37,643	-	-	37,673
Debt securities ⁽⁶⁾	-	-	-	11,079	-	-	11,079
Equity shares	-	-	8	-	-	-	8
Investments in Group undertakings	-	-	-	-	-	191	191
Derivatives	980	-	-	-	-	-	980
Property, plant and equipment	-	-	-	-	-	160	160
Prepayments, accrued income and other assets	-	-	-	-	-	46	46
Deferred taxation	-	-	-	-	-	89	89
	996	30	8	51,940	-	486	53,460
Liabilities							
Deposits by banks ⁽³⁾	51	-	-	-	6,154	-	6,205
Customer accounts ⁽⁴⁾	-	2,076	-	-	34,836	-	36,912
Debt securities in issue ⁽⁵⁾	-	-	-	-	43	-	43
Derivatives	1,076	-	-	-	-	-	1,076
Accruals, deferred income and other liabilities	-	-	-	-	-	281	281
Retirement benefit liabilities	-	-	-	-	-	262	262
Subordinated liabilities	-	-	-	-	956	-	956
	1,127	2,076	-	-	41,989	543	45,735
Equity							7,725
							53,460

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

8. Financial instruments (continued)

Restated 2011	Bank					Non financial assets/liabilities €m	Total €m
	Held-for-trading €m	Designated as at fair value through profit or loss €m	Available-for-sale €m	Loans and receivable €m	Other (amortised cost) €m		
Assets							
Cash and balances at central banks	-	-	-	272	-	-	272
Loans and advances to banks ⁽¹⁾	25	-	-	2,249	-	-	2,274
Loans and advances to customers ⁽²⁾	-	61	-	41,216	-	-	41,277
Debt securities ⁽⁶⁾	-	-	32	12,548	-	-	12,580
Equity shares	-	-	6	-	-	-	6
Investments in Group undertakings	-	-	-	-	-	191	191
Derivatives	1,125	-	-	-	-	-	1,125
Property, plant and equipment	-	-	-	-	-	184	184
Prepayments, accrued income and other assets	-	-	-	-	-	32	32
Deferred taxation	-	-	-	-	-	340	340
	1,150	61	38	56,285	-	747	58,281
Liabilities							
Deposits by banks ⁽³⁾	71	-	-	-	12,248	-	12,319
Customer accounts ⁽⁴⁾	8	1,583	-	-	34,771	-	36,362
Debt securities in issue ⁽⁵⁾	-	-	-	-	23	-	23
Derivatives	1,325	-	-	-	-	-	1,325
Accruals, deferred income and other liabilities	-	-	-	-	-	310	310
Retirement benefit liabilities	-	-	-	-	-	43	43
Subordinated liabilities	-	-	-	-	946	-	946
	1,404	1,583	-	-	47,988	353	51,328
Equity							6,953
							58,281

(1) Includes items in the course of collection from other banks of €87m (2012: €155m, 2011: €148m) for Group and Bank.

(2) Ulster Bank Ireland Limited has advances secured on residential property subject to non-recourse funding. Under IAS 39, these securitised mortgages qualify for full recognition on the balance sheet at 31 December 2013 and are included in loans and advances to customers. As at 31 December 2013 €11,176m (2012: €12,987m, 2011: €13,998m) are included in loans and advances to customers.

(3) Includes repurchase agreements of €2,250m (2012: €2,300m, 2011: €1,651m) and items in the course of transmission to other banks of €296m (2012: €267m, 2011: €142m) for Group and Bank. Included within deposits by banks are gross amounts relating to reverse repurchase agreements totalling €1,432m (2012: €728m, 2011: €nil) which are subject to enforceable offset arrangements. No netting has taken place therefore the net effective Balance Sheet value is equal to the gross amounts.

(4) The carrying amount of other customer accounts designated as at fair value through profit or loss is €32m higher (2012: €33m less, 2011: €69m less) than the principal amount.

(5) Comprises bonds and medium term notes of €2,270m (2012: €3,946m, 2011: €4,152m) and certificates of deposit and other commercial paper of €10m (2012: €43m, 2011: €23m).

(6) Of the debt securities balance above, an amount of €53m (2012: €nil, 2011: €nil) is pledged as collateral to Ulster Bank Pension Trustees (RI) Limited in respect of the funding of the Bank's pension scheme liabilities.

The following table shows the financial instruments carried at fair value by valuation method.

2013	Group			Total €m
	Level 1 ⁽¹⁾ €m	Level 2 ⁽²⁾ €m	Level 3 ⁽³⁾ €m	
Assets				
Equity shares	2	-	9	11
Derivatives	-	720	-	720
Total	2	720	9	731
Liabilities				
Deposits by banks	-	50	-	50
Deposits by customers	-	2,237	-	2,237
Derivatives	-	904	-	904
Total	-	3,191	-	3,191

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

8. Financial instruments (continued)

2012	Group			
	Level 1 ⁽¹⁾ €m	Level 2 ⁽²⁾ €m	Level 3 ⁽³⁾ €m	Total €m
Assets				
Loans and advances to banks	-	16	-	16
Loans and advances to customers	-	30	-	30
Equity shares ⁽⁴⁾	-	-	8	8
Derivatives	-	983	-	983
Total	-	1,029	8	1,037
Liabilities				
Deposits by banks	-	71	-	71
Deposits by customers	-	2,076	-	2,076
Derivatives	-	1,260	-	1,260
Total	-	3,407	-	3,407
2011				
2011	Group			
	Level 1 ⁽¹⁾ €m	Level 2 ⁽²⁾ €m	Level 3 ⁽³⁾ €m	Total €m
Assets				
Loans and advances to banks	-	25	-	25
Loans and advances to customers	-	38	-	38
Debt securities	32	-	-	32
Equity shares ⁽⁴⁾	-	-	6	6
Derivatives	-	1,245	-	1,245
Total	32	1,308	6	1,346
Liabilities				
Deposits by banks	-	71	-	71
Deposits by customers	-	1,591	-	1,591
Derivatives	-	1,673	-	1,673
Total	-	3,335	-	3,335
2013				
2013	Bank			
	Level 1 ⁽¹⁾ €m	Level 2 ⁽²⁾ €m	Level 3 ⁽³⁾ €m	Total €m
Assets				
Equity shares	2	-	9	11
Derivatives	-	714	-	714
Total	2	714	9	725
Liabilities				
Deposits by banks	-	50	-	50
Deposits by customers	-	2,237	-	2,237
Derivatives	-	730	-	730
Total	-	3,017	-	3,017

For notes relating to the table above refer to page 38.

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

8. Financial instruments (continued)

2012	Bank			Total €m
	Level 1 ⁽¹⁾ €m	Level 2 ⁽²⁾ €m	Level 3 ⁽³⁾ €m	
Assets				
Loans and advances to banks	-	16	-	16
Loans and advances to customers	-	30	-	30
Equity shares ⁽⁴⁾	-	-	8	8
Derivatives	-	980	-	980
Total	-	1,026	8	1,034
Liabilities				
Deposits by banks	-	51	-	51
Deposits by customers	-	2,076	-	2,076
Derivatives	-	1,076	-	1,076
Total	-	3,203	-	3,203

2011	Bank			Total €m
	Level 1 ⁽¹⁾ €m	Level 2 ⁽²⁾ €m	Level 3 ⁽³⁾ €m	
Assets				
Loans and advances to banks	-	25	-	25
Loans and advances to customers	-	61	-	61
Debt securities	32	-	-	32
Equity shares ⁽⁴⁾	-	-	6	6
Derivatives	-	1,125	-	1,125
Total	32	1,211	6	1,249
Liabilities				
Deposits by banks	-	71	-	71
Deposits by customers	-	1,591	-	1,591
Derivatives	-	1,325	-	1,325
Total	-	2,987	-	2,987

(1) Valued using unadjusted quoted prices in active markets for identical financial instruments. This category includes listed equity shares and government securities.

(2) Valued using techniques based significantly on observable market data. Instruments in this category are valued using:

- quoted prices for similar instruments or identical instruments in markets which are not considered to be active; or
- valuation techniques where all the inputs that have a significant effect on the valuation are directly or indirectly based on observable market data.

The type of instruments that trade in markets that are not considered to be active, but are based on quoted market prices, broker dealer quotations or alternative pricing sources with reasonable levels of price transparency and those instruments valued using techniques include most government agency securities, investment-grade corporate bonds, certain mortgage products, certain bank and bridge loans, repos and reverse repos, less liquid equities, state and municipal obligations, most physical commodities, certain money market securities and loan commitments and most OTC derivatives.

(3) Instruments in this category have been valued using a valuation technique where at least one input (which could have a significant effect on the instrument's valuation) is not based on observable market data. Where inputs can be observed from market data without undue cost and effort, the observed input is used. Otherwise, the Group determines a reasonable level for the input.

Financial instruments included within Level 3 of the fair value hierarchy primarily consist of cash instruments which trade infrequently, certain syndicated and commercial mortgage loans, unlisted equity shares, certain residual interests in securitisations, super senior tranches of high grade and mezzanine collateralised debt obligations (CDO's), and other mortgage-based products and less liquid debt securities, certain structured debt securities in issue and OTC derivatives where valuation depends upon unobservable inputs such as certain credit and exotic derivatives. No gain or loss is recognised on the initial recognition of a financial instrument valued using a technique incorporating significant unobservable data.

(4) For the years ending 31 December 2012 and 2011 the Group and Bank reclassified €8m (2011: €6m) of equity shares from level 2 to level 3 to better reflect the valuation method used.

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

8. Financial instruments (continued)

Level 3 portfolio movement tables

	Group and bank		
	2013 €m	Reclassified 2012 €m	Reclassified 2011 €m
Equity shares			
At 1 January	8	6	4
Additions	5	3	3
Disposals	(4)	(1)	-
Impairment	-	-	(1)
At 31 December	9	8	6

The following tables show the carrying values and the fair values of financial instruments on the balance sheet carried at amortised cost. All assets and liabilities carried at amortised cost on the balance sheet fall within level 3 of the valuation methodologies, as set out on page 38.

	Group					
	2013 Carrying value €m	2013 Fair value €m	2012 Carrying value €m	2012 Fair value €m	2011 Carrying value €m	2011 Fair value €m
Financial assets						
Cash and balances at central banks	291	291	221	221	272	272
Loans and advances to banks	5,468	5,468	4,066	4,066	3,379	3,380
Loans and advances to customers	28,469	22,252	35,146	27,814	38,975	30,461
Financial liabilities						
Deposits by banks	6,710	6,710	6,201	6,201	12,235	12,236
Customer accounts	16,989	17,048	17,821	17,928	16,347	16,477
Debt securities in issue	2,280	1,881	3,989	2,646	4,175	2,501
Subordinated liabilities	959	959	956	956	946	947

	Bank					
	2013 Carrying value €m	2013 Fair value €m	2012 Carrying value €m	2012 Fair value €m	2011 Carrying value €m	2011 Fair value €m
Financial assets						
Cash and balances at central banks	291	291	221	221	272	272
Loans and advances to banks	4,294	4,294	2,997	2,997	2,249	2,249
Loans and advances to customers	31,763	25,547	37,643	30,311	41,216	32,726
Debt securities (1)	10,508	8,243	11,079	7,309	12,548	7,517
Financial liabilities						
Deposits by banks	6,639	6,639	6,154	6,154	12,248	12,249
Customer accounts	32,663	32,721	34,836	34,943	34,771	32,955
Debt securities in issue	11	11	43	43	23	23
Subordinated liabilities	959	959	956	956	946	947

(1) 2011 fair values have been amended to present a more accurate position.

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS *for the year ended 31 December 2013*

8. Financial instruments (continued)

The fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Quoted market values are used where available; otherwise, fair values have been estimated based on discounted expected future cash flows and other valuation techniques. These techniques involve uncertainties and require assumptions and judgments covering prepayments, credit risk and discount rates.

Changes in these assumptions would significantly affect estimated fair values. The fair values reported would not necessarily be realised in an immediate sale or settlement. As a wide range of valuation techniques is available, it may be inappropriate to compare the Group's fair value information to independent markets or other financial institutions' fair values.

The assumptions and methodologies underlying the calculation of fair values of financial instruments at the balance sheet date are set out below:

The fair value of financial instruments that are of short maturity (3 months or less) approximates their carrying value. This applies mainly to cash and balances at central banks, items in the course of collection from other banks, settlement balances, items in the course of transmission to other banks and demand deposits.

The Group uses a number of methodologies to determine the fair values of financial instruments for which observable prices in active markets for identical instruments are not available. These techniques include: relative value methodologies based on observable prices for similar instruments; present value approaches where future cash flows from the asset or liability are estimated and then discounted using a risk-adjusted interest rate; option pricing models (such as Black-Scholes or binomial option pricing models) and simulation models such as Monte-Carlo.

The principal inputs to these valuation techniques are listed below. Values between and beyond available data points are obtained by interpolation and extrapolation. When utilising valuation techniques, the fair value can be significantly affected by the choice of valuation model and by underlying assumptions concerning factors such as the amounts and timing of cash flows, discount rates and credit risk.

- Bond prices - quoted prices are generally available for government bonds, certain corporate securities and some mortgage-related products.
- Credit spreads - where available, these are derived from prices of credit default swaps or other credit based instruments, such as debt securities. For others, credit spreads are obtained from pricing services.
- Interest rates - these are principally benchmark interest rates such as the European Interbank Offered Rate (EURIBOR) and quoted interest rates in the swap, bond and futures markets.
- Foreign currency exchange rates - there are observable markets both for spot and forward contracts and futures in the world's major currencies.

Loans and advances to banks and customers

Fair value is estimated by grouping loans into homogeneous portfolios and applying a discount rate to the cash flows. The discount rate is based on the market rate applicable at the balance sheet date for a similar portfolio with similar maturity and credit risk characteristics. Where no similar market rates are available, values have been estimated based on expected future cash flows and other valuation techniques which involve uncertainties and require assumptions and judgements covering credit risk and observable market data.

Debt securities

Fair values are determined using quoted prices where available or by reference to quoted prices of similar instruments.

Deposits by banks and customer accounts

The fair values of deposits are estimated using discounted cash flow valuation techniques.

Debt securities in issue and subordinated liabilities

Fair values are determined using quoted prices where available or by reference to valuation techniques, adjusting for own credit spreads where appropriate.

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

8. Financial instruments (continued)

Remaining maturity

2013	Group		Total €m
	Less than 12 months €m	More than 12 months €m	
Assets			
Cash and balances at central banks	291	-	291
Loans and advances to banks	5,468	-	5,468
Loans and advances to customers	5,865	22,604	28,469
Equity shares	-	11	11
Derivatives	93	627	720
Liabilities			
Deposits by banks	5,310	1,450	6,760
Customer accounts	16,985	2,241	19,226
Debt securities in issue	10	2,270	2,280
Derivatives	72	832	904
Subordinated liabilities	73	886	959

2012	Group		Total €m
	Less than 12 months €m	More than 12 months €m	
Assets			
Cash and balances at central banks	221	-	221
Loans and advances to banks	4,078	4	4,082
Loans and advances to customers	7,924	27,252	35,176
Equity shares	-	8	8
Derivatives	119	864	983
Liabilities			
Deposits by banks	4,862	1,410	6,272
Customer accounts	17,790	2,107	19,897
Debt securities in issue	39	3,950	3,989
Derivatives	106	1,154	1,260
Subordinated liabilities	77	879	956

2011	Group		Total €m
	Less than 12 months €m	More than 12 months €m	
Assets			
Cash and balances at central banks	272	-	272
Loans and advances to banks	3,404	-	3,404
Loans and advances to customers	7,634	31,379	39,013
Debt securities	10	22	32
Equity shares	-	6	6
Derivatives	237	1,008	1,245
Liabilities			
Deposits by banks	12,077	229	12,306
Customer accounts	16,203	1,735	17,938
Debt securities in issue	6	4,169	4,175
Derivatives	161	1,512	1,673
Subordinated liabilities	-	946	946

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

8. Financial instruments (continued)

Remaining maturity (continued)

	Bank		Total €m
	Less than 12 months €m	More than 12 months €m	
2013			
Assets			
Cash and balances at central banks	291	-	291
Loans and advances to banks	4,294	-	4,294
Loans and advances to customers	9,106	22,657	31,763
Debt securities	10,508	-	10,508
Equity shares	-	11	11
Derivatives	93	621	714
Liabilities			
Deposits by banks	5,236	1,453	6,689
Customer accounts	32,445	2,455	34,900
Debt securities in issue	11	-	11
Derivatives	72	658	730
Subordinated liabilities	73	886	959

	Bank		Total €m
	Less than 12 months €m	More than 12 months €m	
2012			
Assets			
Cash and balances at central banks	221	-	221
Loans and advances to banks	3,009	4	3,013
Loans and advances to customers	10,424	27,249	37,673
Debt securities	11,079	-	11,079
Equity shares	-	8	8
Derivatives	119	861	980
Liabilities			
Deposits by banks	4,795	1,410	6,205
Customer accounts	34,650	2,262	36,912
Debt securities in issue	39	4	43
Derivatives	104	972	1,076
Subordinated liabilities	77	879	956

	Bank		Total €m
	Less than 12 months €m	More than 12 months €m	
2011			
Assets			
Cash and balances at central banks	272	-	272
Loans and advances to banks	2,274	-	2,274
Loans and advances to customers	9,655	31,622	41,277
Debt securities	12,559	21	12,580
Equity shares	-	6	6
Derivatives	357	768	1,125
Liabilities			
Deposits by banks	12,088	231	12,319
Customer accounts ⁽¹⁾	32,234	4,128	36,362
Debt securities in issue	6	17	23
Derivatives	136	1,189	1,325
Subordinated liabilities	-	946	946

(1) For the year ending 31 December 2011 certain amounts have been reclassified from more than 12 months to less than 12 months to better reflect the underlying nature of the balances.

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NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

9. Financial assets - impairment

The following table shows the movement in the provision for impairment losses for loans and advances:

	Group and Bank			
	Individually assessed €m	Collectively assessed €m	Latent €m	Total €m
At 1 January 2013	7,413	2,405	897	10,715
Currency translation and other adjustments	(3)	-	(1)	(4)
Amounts written-off ⁽¹⁾	(555)	(68)	-	(623)
Charged to the income statement	4,030	590	133	4,753
Unwind of discount	(168)	(44)	-	(212)
At 31 December 2013 ⁽²⁾	10,717	2,883	1,029	14,629

	Group and Bank			
	Individually assessed €m	Collectively assessed €m	Latent €m	Total €m
At 1 January 2012	6,657	1,366	611	8,634
Currency translation and other adjustments	17	1	1	19
Transfer	(215)	215	-	-
Amounts written-off ⁽¹⁾	(80)	(46)	-	(126)
Charged to the income statement	1,247	905	285	2,437
Unwind of discount	(213)	(36)	-	(249)
At 31 December 2012 ⁽²⁾	7,413	2,405	897	10,715

	Group and Bank			
	Individually assessed €m	Collectively assessed €m	Latent €m	Total €m
At 1 January 2011	4,326	723	560	5,609
Currency translation and other adjustments	22	-	1	23
Amounts written-off ⁽¹⁾	(148)	(30)	-	(178)
Charged to the income statement	2,661	702	50	3,413
Unwind of discount	(204)	(29)	-	(233)
At 31 December 2011 ⁽²⁾	6,657	1,366	611	8,634

⁽¹⁾ Amounts written off do not include any loans and advances to banks.

⁽²⁾ Impairment losses at 31 December 2013, 31 December 2012 and 31 December 2011 do not include any loans and advances to banks.

Loan impairment

The Group considers financial assets to be impaired when there is no longer a reasonable prospect of receiving the contractual cash flows in accordance with the contract and the net present value of any security is less than the outstanding amount.

At 31 December 2013, the non-accrual loans and loans past due 90 days amounted to €19,432m (2012: €19,235m, 2011: €16,598m) for both Group and Bank. Loan impairment provisions of €13,600m (2012: €9,817m, 2011: €8,023m) were held against the loans.

The following table shows analysis of impaired financial assets:

	2013			2012			2011		
	Cost €m	Provision €m	Net book value €m	Cost €m	Provision €m	Net book value €m	Cost €m	Provision €m	Net book value €m
Group and Bank									
Impaired financial assets									
Loans and advances to customers	19,236	(13,600)	5,636	18,520	(9,817)	8,703	16,288	(8,023)	8,265

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

9. Financial assets - impairment (continued)

	Group and Bank		
	2013 €m	2012 €m	2011 €m
Impaired financial assets - individually assessed:			
Loans and advances to customers	10,717	7,413	6,657

	Group and Bank		
	2013 €m	2012 €m	2011 €m
Gross income not recognised but which would have been recognised under the original terms of non-accrual and restructured loans:			
Domestic	1,940	1,561	1,020

The following assets were past due at the balance sheet date but not considered impaired:

Group and Bank	Past due 1-29 days €m	Past due 30-59 days €m	Past due 60-89 days €m	Past due more than 90 days €m	Total €m
2013					
Loans and advances to customers	944	490	461	196	2,091
2012					
Loans and advances to customers	1,435	625	437	714	3,211
2011					
Loans and advances to customers	1,527	653	482	310	2,972

The Group holds collateral in respect of certain loans and advances to banks and to customers that are past due or impaired. Such collateral includes mortgages over property (both personal and commercial); charges over business assets such as plant, inventories and trade receivables; and guarantees of lending from parties other than the borrower.

The following table shows financial and non-financial assets, recognised on the Group and Bank's balance sheets, obtained during the year by taking possession of collateral or calling on other credit enhancements:

	Group			Bank		
	2013 €m	2012 €m	2011 €m	2013 €m	2012 €m	2011 €m
Residential property	-	31	21	-	24	21
Other property	10	24	5	-	2	-
	10	55	26	-	26	21

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NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

10. Debt securities

	Group		
	Other central and local government €m	Mortgage backed securities €m	Total €m
2013			
Available-for-sale	-	-	-
Gross unrealised gains	-	-	-
2012			
Available-for-sale	-	-	-
Gross unrealised gains	-	-	-
2011			
Available-for-sale	32	-	32
Gross unrealised gains	1	-	1
	Bank		
	Other central and local government €m	Mortgage backed securities €m	Total €m
2013			
Loans and receivables	-	10,508	10,508
Gross unrealised gains	-	-	-
2012			
Loans and receivables	-	11,079	11,079
Gross unrealised gains	-	-	-
2011			
Available-for-sale	32	-	32
Loans and receivables	-	12,548	12,548
	32	12,548	12,580
Gross unrealised gains	1	-	1

Mortgage backed securities included within the Bank consist solely of balances with other Group companies.

11. Equity shares

	Group and Bank								
	2013			2012			2011		
	Listed €m	Unlisted €m	Total €m	Listed €m	Unlisted €m	Total €m	Listed €m	Unlisted €m	Total €m
Designated as at fair value through profit or loss	2	-	2	-	-	-	-	-	-
Available-for-sale	-	9	9	-	8	8	-	6	6
	2	9	11	-	8	8	-	6	6

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

12. Investments in Group undertakings

Investments in Group undertakings are carried at cost less impairment.

	Bank		
	2013 €m	2012 €m	2011 €m
At 1 January	191	191	191
Impairment	(6)	-	-
At 31 December	185	191	191

The principal subsidiary undertakings of the Bank are shown below. Their capital consists of ordinary shares which are unlisted. All of these undertakings are owned directly or indirectly through intermediate holding companies and are all wholly-owned.

Undertaking	Nature of business	Place of incorporation
Ulster Bank Investment Funds Limited	Fund administration services	Republic of Ireland
Easycash (Ireland) Limited	Provision of ATMs in convenient locations	Republic of Ireland
Ulster Bank Wealth	Wealth management services	Republic of Ireland

In presenting details of its subsidiary undertakings, the exemption permitted by Regulation 10 of the European Communities (Credit Institutions: Accounts) Regulations, 1992, has been availed of. A full list of subsidiary undertakings will be annexed to the annual return for the Bank. All of these undertakings are consolidated in the Group's financial statements and have an accounting reference date of 31 December.

There are a number of entities in which the Group holds less than half the voting rights which are consolidated when the substance of the relationship between the Group and the entity indicates that the entity is controlled by the Group. Such entities are deemed to be controlled by the Group when relationships with such entities give rise to benefits that are in substance no different from those that would arise were the entity a subsidiary.

The Group holds 23.75% of the issued ordinary share capital of Jury's Inn Holdings Limited, a holding company incorporated in Jersey, which has its registered office at Ogier House, The Esplanade, St Helier, Jersey, JE4 9WG. The Group have availed of the exemption under IAS 28 'Investments in Associates and Joint Ventures' and measured the investment at fair value through profit and loss.

13. Intangible assets

Intangible assets comprising goodwill, computer software and other acquired intangibles were fully impaired as at 31 December 2013, 31 December 2012 and 31 December 2011. No further intangible assets were developed or acquired in the current or the previous year.

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

14. Property, plant and equipment

2013	Group					Total €m
	Investment properties €m	Freehold land and buildings €m	Leases of 50 years or more unexpired €m	Leases of 50 years or less unexpired €m	Computer and other equipment €m	
Cost or valuation:						
At 1 January 2013	108	120	24	88	154	494
Additions	14	2	1	3	2	22
Disposals	(1)	(3)	-	(2)	(35)	(41)
Revaluation	17	-	-	-	-	17
At 31 December 2013	138	119	25	89	121	492
Accumulated impairment, depreciation and amortisation:						
At 1 January 2013	-	62	17	31	114	224
Disposals	-	(1)	-	(2)	(31)	(34)
Impairments	-	11	3	1	-	15
Depreciation charge for the year	-	3	1	8	8	20
At 31 December 2013	-	75	21	38	91	225
Carrying amount at 31 December 2013	138	44	4	51	30	267

2012	Group					Total €m
	Investment properties €m	Freehold land and buildings €m	Leases of 50 years or more unexpired €m	Leases of 50 years or less unexpired €m	Computer and other equipment €m	
Cost or valuation:						
At 1 January 2012	77	120	24	87	149	457
Additions	31	-	-	3	5	39
Disposals	-	-	-	(2)	-	(2)
At 31 December 2012	108	120	24	88	154	494
Accumulated impairment, depreciation and amortisation:						
At 1 January 2012	-	49	15	24	104	192
Disposals	-	-	-	(1)	-	(1)
Impairments	-	10	1	-	-	11
Depreciation charge for the year	-	3	1	8	10	22
At 31 December 2012	-	62	17	31	114	224
Carrying amount at 31 December 2012	108	58	7	57	40	270

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

14. Property, plant and equipment (continued)

2011	Group					Total €m
	Investment properties €m	Freehold land and buildings €m	Leases of 50 years or more unexpired €m	Leases of 50 years or less unexpired €m	Computer and other equipment €m	
Cost or valuation:						
At 1 January 2011	131	121	18	111	148	529
Reclassifications	12	-	14	(26)	-	-
Additions	5	-	-	2	2	9
Disposals	-	(1)	(8)	-	(1)	(10)
Revaluation	(71)	-	-	-	-	(71)
At 31 December 2011	77	120	24	87	149	457
Accumulated depreciation and amortisation:						
At 1 January 2011	3	46	10	16	95	170
Reclassifications	(3)	-	3	-	-	-
Disposals	-	-	-	-	(1)	(1)
Depreciation charge for the year	-	3	2	8	10	23
At 31 December 2011	-	49	15	24	104	192
Carrying amount at 31 December 2011	77	71	9	63	45	265

Rental income from investment properties totalled €6m in 2013 (2012: €5m, 2011: €2m). Direct operating expenses of €8m (2012: €3m, 2011: €2m) were incurred in relation to income generating investment properties. No direct operating expenses were incurred for investment properties not generating income (2012: €nil, 2011: €10m).

2013	Bank					Total €m
	Investment properties €m	Freehold land and buildings €m	Leases of 50 years or more unexpired €m	Leases of 50 years or less unexpired €m	Computer and other equipment €m	
Cost or valuation:						
At 1 January 2013	2	118	18	88	140	366
Additions	-	2	-	3	2	7
Disposals	(1)	(3)	-	(2)	(32)	(38)
At 31 December 2013	1	117	18	89	110	335
Accumulated impairment, depreciation and amortisation:						
At 1 January 2013	-	61	12	30	103	206
Disposals	-	(1)	-	(2)	(31)	(34)
Impairments	-	11	3	1	-	15
Depreciation charge for the year	-	3	1	7	8	19
At 31 December 2013	-	74	16	36	80	206
Carrying amount at 31 December 2013	1	43	2	53	30	129

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

14. Property, plant and equipment (continued)

2012	Bank					Total €m
	Investment properties €m	Freehold land and buildings €m	Leases of 50 years or more unexpired €m	Leases of 50 years or less unexpired €m	Computer and other equipment €m	
Cost or valuation:						
At 1 January 2012	-	118	18	87	138	361
Additions	2	-	-	3	2	7
Disposals	-	-	-	(2)	-	(2)
At 31 December 2012	2	118	18	88	140	366
Accumulated impairment, depreciation and amortisation:						
At 1 January 2012	-	49	10	24	94	177
Disposals	-	-	-	(1)	-	(1)
Impairments	-	10	1	-	-	11
Depreciation charge for the year	-	2	1	7	9	19
At 31 December 2012	-	61	12	30	103	206
Carrying amount at 31 December 2012	2	57	6	58	37	160

2011	Bank				Total €m
	Freehold land and buildings €m	Leases of 50 years or more unexpired €m	Leases of 50 years or less unexpired €m	Computer and other equipment €m	
Cost or valuation:					
At 1 January 2011	119	18	85	137	359
Additions	-	-	2	2	4
Disposals	(1)	-	-	(1)	(2)
At 31 December 2011	118	18	87	138	361
Accumulated depreciation and amortisation:					
At 1 January 2011	46	10	16	86	158
Disposals	-	-	-	(1)	(1)
Depreciation charge for the year	3	-	8	9	20
At 31 December 2011	49	10	24	94	177
Carrying amount at 31 December 2011	69	8	63	44	184

Loss on disposal of freehold land and buildings in the year totalled €1m (2012 and 2011: €nil).

Investment properties are valued using techniques based on observable market data. This methodology falls within Level 2 of the valuation methods as set out in Note 8.

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

15. Derivatives

Companies in the Group transact derivatives as principal either as a trading activity or to manage balance sheet foreign exchange, interest rate and credit risk.

	Group								
	2013			2012			2011		
	Notional amounts	Assets	Liabilities	Notional amounts	Assets	Liabilities	Notional amounts	Assets	Liabilities
€m	€m	€m	€m	€m	€m	€m	€m	€m	€m
Over-the-counter derivatives									
Foreign exchange contracts:									
Spot, forwards and futures	1,889	25	29	2,102	13	19	4,679	148	83
Currency swaps	1,656	73	227	1,834	68	216	1,838	62	234
Interest rate contracts:									
Interest rate swaps	59,905	440	645	61,153	772	1,022	62,712	970	1,342
Options purchased	2,339	3	-	638	3	-	1,155	14	-
Options written	291	-	3	420	-	3	1,001	-	14
Equity and commodity contracts	2,356	179	-	2,369	127	-	1,431	51	-
	68,436	720	904	68,516	983	1,260	72,816	1,245	1,673

	Bank								
	2013			2012			2011		
	Notional amounts	Assets	Liabilities	Notional amounts	Assets	Liabilities	Notional amounts	Assets	Liabilities
€m	€m	€m	€m	€m	€m	€m	€m	€m	€m
Over-the-counter derivatives									
Foreign exchange contracts:									
Spot, forwards and futures	1,889	25	29	2,102	13	19	4,679	148	83
Currency swaps	999	73	72	1,117	68	66	1,090	61	60
Interest rate contracts:									
Interest rate swaps	50,281	434	626	49,768	769	988	47,614	851	1,168
Options purchased	2,339	3	-	638	3	-	1,025	14	-
Options written	291	-	3	420	-	3	1,001	-	14
Equity and commodity contracts	2,356	179	-	2,369	127	-	1,431	51	-
	58,155	714	730	56,414	980	1,076	56,840	1,125	1,325

16. Prepayments, accrued income and other assets

	Group			Bank		
	2013	2012	2011	2013	2012	Restated 2011
	€m	€m	€m	€m	€m	€m
Prepayments	12	14	21	14	11	14
Accrued income	11	9	11	6	5	7
Other assets	36	27	15	40	30	11
	59	50	47	60	46	32

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

17. Accruals, deferred income and other liabilities

	Group			Bank		
	2013 €m	2012 €m	Restated 2011 €m	2013 €m	Restated 2012 €m	Restated 2011 €m
Accruals	158	180	209	152	177	207
Deferred income	1	2	7	1	2	7
Other liabilities	166	104	106	164	102	96
	325	286	322	317	281	310

Provisions of €149m (2012: €90m, 2011: €65m) for the Group and €148m (2012: €88m, 2011: €63m) for the Bank are included in other liabilities.

The following amounts are included within provisions:

	Group					
	Property €m	Interest rate hedge products €m	Technology incident redress €m	PPI €m	Other €m	Total €m
Provisions as at 1 January 2013	55	12	8	11	4	90
Charge to the income statement	14	59	-	22	-	95
Utilised in year	(13)	-	(6)	(14)	(1)	(34)
Release of provision	-	-	(2)	-	-	(2)
Provisions as at 31 December 2013	56	71	-	19	3	149

	Bank					
	Property €m	Interest rate hedge products €m	Technology incident redress €m	PPI €m	Other €m	Total €m
Provisions as at 1 January 2013	55	12	8	11	2	88
Charge to the income statement	14	59	-	22	1	96
Utilised in year	(13)	-	(6)	(14)	(1)	(34)
Release of provision	-	-	(2)	-	-	(2)
Provisions as at 31 December 2013	56	71	-	19	2	148

Property

The property provisions principally comprise provisions for onerous lease contracts. Provision is made for future rentals payable in respect of vacant leasehold property and for any shortfall where leased property is sub-let at a rental lower than the lease rentals payable by the Group.

Interest rate hedge products

The CBI has requested the Group, along with a number of other Irish banks, to carry out a review of interest rate hedging products sold in the Republic of Ireland in the period 2001 to 2012. This review is being processed in line with the RBS Group approach and with the infrastructure of the wider RBS Group project. The Group is currently a defendant in three cases to the sale of such products.

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

17. Accruals, deferred income and other liabilities (continued)

Interest rate hedge products (continued)

The Group has estimated its liability based on the regulatory authority's guidance, an analysis of its portfolio of interest rate hedging products and the results of the pilot exercise.

As the redress and review exercise progresses it is likely that the level of the provision will change. There remain significant uncertainties over the number of transactions that will qualify for redress and the nature and cost of that redress.

Technology incident redress

The Group has experienced technology incidents that have had a negative impact on its customers. The costs associated with this have been substantially settled and no further significant costs are anticipated.

Payment Protection Insurance (PPI)

The PPI provision has been calculated following a review of a sample of policies sold since July 2007. The Group has also taken into consideration the potential for redress for policies sold prior to this date. While the final impact may differ from the amount provided, the Group will continue to monitor the position closely and update its position based on information as it becomes available.

18. Deferred taxation

Provision for deferred taxation has been made as follows:

	Group and Bank		
	2013 €m	Restated 2012 €m	Restated 2011 €m
Deferred tax asset	90	89	340
Deferred tax liability	(1)	-	-
Net deferred tax	89	89	340

	Group and Bank					
	Pension €m	Accelerated capital allowances €m	Deferred gains €m	Available for sale €m	Tax losses €m	Total €m
Restated						
At 1 January 2011	5	-	(4)	(1)	262	262
(Charge)/credit to income statement	(5)	1	4	-	77	77
Other	-	-	-	1	-	1
At 1 January 2012	-	1	-	-	339	340
Charge to income statement	-	(1)	-	-	(250)	(251)
At 1 January 2013	-	-	-	-	89	89
Credit/(charge) to income statement	1	(1)	-	-	-	-
At 31 December 2013	1	(1)	-	-	89	89

Deferred tax assets are recognised depending on the availability of future taxable profits in excess of profits arising from the reversal of other temporary differences. Current management business projections indicate that sufficient future taxable income will be available against which to offset the recognised deferred tax asset within 5 years (2012: 7 years). While business projections may support a write back of the asset in respect of unused losses, the asset has been retained at €89m in recognition of uncertainty pending completion of the Group's strategic review. Deferred tax assets of €1,644m (2012: €1,087m, 2011: €591m) have not been recognised in respect of tax losses carried forward.

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

19. Subordinated liabilities

	Group and Bank		
	2013 €m	2012 €m	2011 €m
Dated loan capital	770	763	755
Dated subordinated bonds	73	77	76
Perpetual subordinated bonds	106	106	105
Undated loan capital	10	10	10
	959	956	946

	Group and Bank		
	2013 €m	2012 €m	2011 €m
Dated loan capital:			
Euro loan capital repayable 2022: - held by Ulster Bank Limited	430	431	431
Euro loan capital repayable 2022: - held by RBS plc	100	100	100
Euro (floating rate) repayable 2015: -held by First Active plc	165	157	149
Euro (floating rate) repayable 2020: - held by Ulster Bank Limited	35	35	35
Euro (floating rate) repayable 2019: - held by Ulster Bank Limited	40	40	40
	770	763	755
Dated subordinated bonds £60m 6.375% subordinated bonds 2018	73	77	76
Perpetual subordinated bonds:			
Euro (fixed: 11.375%)	63	63	63
Sterling (fixed: 11.75%)	41	41	40
Sterling (floating rates)	2	2	2
	106	106	105
Undated loan capital Sterling loan capital - held by parent company	10	10	10
Total	959	956	946

Dated loan capital

Claims in respect of the Group's and Bank's loan capital are subordinate to the claims of other creditors. None of the loan capital is secured.

Interest on Euro-denominated loan capital is payable quarterly at a margin over Euro Interbank Offer rates. Early repayment of the dated loan may take place at any time with a notice period of at least 30 days, subject to the prior agreement of the Central Bank of Ireland (CBI).

Dated subordinated bonds

The Sterling fixed subordinated bonds mature on 4 April 2018 but are callable quarterly, at any interest payment date. The claims of the holders of the bonds are subordinate to the claims of all trade payables of the Bank other than the holders of the perpetual subordinated bonds.

Perpetual subordinated bonds

The subordinated perpetual bonds were issued by First Active plc, in the Republic of Ireland, at par on conversion of First National Building Society to a public limited company pursuant to Section 107 of the Building Societies Act, 1989 to replace the issued fixed and floating rate permanent interest bearing shares of the Society. The claims of the holders of the bonds are subordinate to the claims of all creditors of the Bank.

Undated loan capital

The Sterling loan stock, which is perpetual, is held by another RBS Group company and is repayable at the option of the Bank only with prior consent of the CBI.

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

20. Share capital

	Group and Bank					
	Allotted, called up and fully paid			Authorised		
	2013 €m	2012 €m	2011 €m	2013 €m	2012 €m	2011 €m
<i>Equity shares:</i>						
Ordinary B shares of €1.27	1,825	1,825	1,825	2,223	2,223	2,223
Ordinary B shares of €1	1,745	1,745	1,745	2,400	2,400	2,400
Ordinary A shares of stg £1	22	22	22	37	37	37
Total share capital	3,592	3,592	3,592	4,660	4,660	4,660

Number of shares	Allotted, called up and fully paid			Authorised		
	2013 Millions	2012 Millions	2011 Millions	2013 Millions	2012 Millions	2011 Millions
	<i>Equity shares:</i>					
Ordinary B shares of €1.27	1,437	1,437	1,437	1,750	1,750	1,750
Ordinary B shares of €1	1,745	1,745	1,745	2,400	2,400	2,400
Ordinary A shares of stg £1	15	15	15	25	25	25
Total share capital	3,197	3,197	3,197	4,175	4,175	4,175

All share classes rank pari passu in all respects.

21. Leases

Future minimum amounts payable under non-cancellable operating leases:

Period in which payment will occur:	Group and Bank							
	2013				2012			
	Within 1 year €m	After 1 year but within 5 years €m	After 5 years €m	Total €m	Within 1 year €m	After 1 year but within 5 years €m	After 5 years €m	Total €m
Operating lease obligations:								
Premises	21	75	56	152	22	80	73	175
Equipment	1	-	-	1	1	2	-	3
	22	75	56	153	23	82	73	178

Amounts recognised as expense	Group and Bank	
	2013 €m	2012 €m
Operating lease payables - minimum payments	22	23

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

22. Collateral and securitisations

Securities repurchase agreements and lending transactions

The Group enters into securities repurchase agreements and securities lending transactions under which it receives or transfers cash or securities as collateral in accordance with normal practice. Generally, the agreements require additional collateral to be provided if the value of the securities fall below a predetermined level.

Under standard terms for repurchase transactions in the Republic of Ireland, the recipient of the collateral has an unrestricted right to sell or repledge it, subject to returning equivalent securities on settlement of the transaction.

The fair value (and carrying value) of securities transferred under repurchase transactions included within debt securities are shown on the balance sheet. Securities received as collateral under reverse repurchase agreements amounted to €nil (2012: €18m).

Other collateral given

	Group	
	2013	2012
Group assets charged as security for liabilities	€m	€m
Loans and advances to customers	12,583	16,056
Investment properties	-	1
Derivatives	-	10
	12,583	16,067

	Group	
	2013	2012
Liabilities secured by charges on assets	€m	€m
Debt securities in issue	2,270	3,946
Deposits by banks	2,268	2,311
Derivatives	31	32
	4,569	6,289

Included in deposits by banks is the Group's obligation to the Central Bank of Ireland (CBI) under the terms of the Mortgage Backed Promissory Note programme. These obligations are secured by way of a floating charge to the CBI over all its right, title, interest and benefit.

Securitisations and other asset transfers

The Group undertakes securitisations to fund specific portfolios of assets. In a securitisation, assets, or interests in a pool of assets, are transferred generally to a special purpose entity (SPE) which then issues liabilities to third party investors. SPEs are vehicles established for a specific, limited purpose, usually do not carry out a business or trade and typically have no employees. They take a variety of legal forms - trusts, partnerships and companies - and fulfil many different functions.

The following section aims to address the significant exposures which arise from the Group's activities through specific types of SPEs.

The table below sets out the asset categories together with the carrying amounts of the assets and associated liabilities for those securitisations where substantially all the risks and rewards of the asset have been retained by the Group and continue to be presented in its balance sheet.

	2013		2012	
	Assets	Liabilities	Assets	Liabilities
	€m	€m	€m	€m
Residential mortgages	11,176	2,270	12,987	3,946
Corporate and commercial loans	-	-	905	-
	11,176	2,270	13,892	3,946

Of the Bank's debt securities balance, an amount of €53m (2012: €nil) is pledged as collateral to Ulster Bank Pension Trustees (RI) Limited in respect of the funding of the Bank's pension scheme liabilities.

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS *for the year ended 31 December 2013*

23. Risk management

The major risks associated with the Group's businesses are market, liquidity, credit, regulatory, reputational, conduct, operational and sovereign risk, with the principal risk associated with the Group's business being credit risk. The Group has established a comprehensive framework for managing these risks which is continually evolving as the Group's business activities change in response to market, credit, product and other developments. The Group is also exposed to risks from its defined benefit pension schemes.

The Group has established clear risk policies, including limits, reporting lines and control procedures. This framework is designed to provide tight control and is reviewed regularly by both Executive and Board committees.

Market risk

Market risk is defined as the risk of loss as a result of adverse changes in market factors. The risk factors include interest rates, foreign currency and equity prices together with related parameters such as market volatilities.

The principal market risks to which the Group is exposed are interest rate and foreign exchange risks. The RBS Group manages market risk within its trading and non-trading portfolios through a comprehensive market risk management framework. This framework includes limits based on, but not limited to Value at Risk ("VaR"), scenario analysis, position and sensitivity analysis. The Group, in conjunction with the RBS Group Market Risk and Group Treasury, annually agree sub limits based on the Group's approved market risk appetite.

At the RBS Group level, the risk appetite is expressed in the form of a combination of VaR, sensitivity and scenario limits. VaR is a technique that produces estimates of the potential change in the market value of a portfolio over a specified time horizon at given confidence levels. For internal risk management purposes, the Group's VaR assumes a time horizon of one trading day and confidence level of 99% as it is considered that this provides greater clarity in respect of more severe potential economic outcomes. The Group's VaR model is based on a historical simulation model utilising data from the previous two years' trading results.

The VaR disclosure is broken down into trading and non-trading, where trading VaR relates to the trading activities and non-trading reflects the VaR associated with reclassified assets, money market business and the management of internal funds flow within the Group's businesses.

The Group calculates VaR using historical simulation models but does not make any assumption about the nature or type of underlying loss distribution other than implied by history. The methodology uses the previous 500 trading days of market data and calculates both general market risk (the risk due to movement in general market benchmarks) and idiosyncratic market risk (the risk due to movements in the value of securities by reference to specific issuers). The Group VaR should be interpreted in light of the limitations of the methodology used as follows:

- Historical simulation VaR may not provide the best estimate of future market movements. It can only provide a prediction of the future based on events that occurred in the time series horizon. Therefore, events that are more severe than those in the historical data series cannot be predicted;
- VaR that uses a 99% confidence level does not reflect the extent of potential losses beyond that percentile;
- VaR that uses a one-day time horizon will not fully capture the profit or loss implications of positions that cannot be liquidated or hedged within one day; and
- The Group computes the VaR of trading portfolios and non trading money markets portfolio at the close of business. Treasury Interest Rate risk VaR is computed monthly.

A 'Risks not in VaR' framework has been developed to address those market risks not adequately captured by the market standard VaR methodology. Where risks are not included in the model, various non-VaR controls (for example, position monitoring, sensitivity limits, triggers or stress limits) are in place. These limitations mean that the Group cannot guarantee that losses will not exceed the VaR.

(i) Trading portfolios

The Group eliminates its market risk in these portfolios by entering into back-to-back positions with its ultimate parent company, The Royal Bank of Scotland Group plc.

(ii) Non-trading

The principal market risks arising from the Group's non-trading activities are interest rate risk and currency risk. Non-trading risk is managed by Treasury, and arises from mismatches between the repricing of assets and liabilities in its wholesale markets, retail bank and corporate bank.

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

23. Risk management - market risk (continued)

Total VaR

Treasury is responsible for raising funding in the international wholesale and repo markets and funding the corporate loan book.

Total VaR is presented in the table below:

	31 December 2013 €m	Maximum €m	Minimum €m	Average €m
Value-at-Risk	0.3	1.4	0.2	0.6
	31 December 2012 €m	Maximum €m	Minimum €m	Average €m
Value-at-Risk	0.5	1.7	0.4	0.8

Interest rate VaR

The Interest Rate VaR limit is a sub limit of the Total VaR limit and is monitored daily.

Interest Rate VaR is presented in the table below:

	31 December 2013 €m	Maximum €m	Minimum €m	Average €m
Value-at-Risk	0.3	1.4	0.2	0.6
	31 December 2012 €m	Maximum €m	Minimum €m	Average €m
Value-at-Risk	0.5	1.7	0.4	0.8

Treasury interest rate risk

The Group's portfolio of non-trading financial instruments principally comprises retail and commercial banking loans and deposits, debt securities issued, capital and hedging instruments.

Non-trading interest rate risk is calculated on the basis of establishing the repricing behaviour of each asset, liability and off-balance sheet product. For many products, the actual interest rate repricing characteristics differ from the contractual repricing. In most cases, the repricing maturity is determined by the market interest rate that most closely fits the historical behaviour of the product interest rate. For example with non-interest bearing current accounts, the repricing maturity is determined by the stability of the portfolio. The repricing maturities used are approved by the Ulster Bank Asset and Liability Committee ("ALCO") at least annually. Key conventions are reviewed annually by ALCO. Short-term exposures are reviewed in terms of net interest income sensitivity over 12 months to a 1% parallel movement in interest rates. Risk is managed through arm's length cash transactions, bonds and derivatives, principally interest rate swaps.

A static maturity gap report is produced as at the month-end, in each functional currency based on the behavioural repricing for each product. It is Group policy to include in the gap report non-financial assets and liabilities, mainly property, plant and equipment and the Group's capital and reserves, spread over medium and longer term maturities. This report also includes hedge transactions, principally derivatives.

Any residual non-trading interest rate exposures are controlled by limiting repricing mismatches in the balance sheets. Potential exposures to interest rate movements in the medium to long term are measured and controlled using a version of the same VaR methodology that is used for the Group's trading portfolios but without discount factors. Net accrual income exposures are measured and controlled in terms of sensitivity over time to movements in interest rates.

Risk is managed within VaR limits approved by ALCO through the execution of cash and derivative instruments. Execution of the hedging is carried out by the relevant division through the Group's Treasury function. The residual risk position is reported to ALCO on a monthly basis.

Non-trading interest rate VaR are Euro currency balances to which risk limits are applied. At 31 December 2013, Euro VaR was calculated to be €312,000 (2012: €249,000).

Principal amounts only are included. Average balances are used for products where this is considered to provide a more accurate representation of the exposure. A separate ladder is produced for each material currency.

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

23. Risk management - market risk (continued)

Treasury interest rate risk (continued)

Option risk in the non-trading businesses principally occurs in certain fixed rate assets and liabilities. It arises where businesses undertake to provide funding to, or to accept deposits from, customers at a future date at a pre-determined fixed interest rate. Derivatives are used to manage the risk of interest rate movements from the date a commitment is made to a customer to the date the transaction closes. Option risk also arises where customers can repay fixed rate loans or withdraw fixed rate deposits prior to their maturity. In managing this risk, historic early repayment rates are taken into account.

The Group generally seeks to protect itself from early repayment risk through the imposition of contract breakage fees.

Foreign exchange risk

Foreign exchange risk in the Banking Book represents exposures to changes in the values of current holdings and future cash flows denominated in other currencies. Hedging instruments used to mitigate these risks include foreign currency options, currency swaps, futures, forwards and deposits. Foreign exchange risk results from the Group's investments in overseas subsidiaries, associates and branches in three principal forms:

- Structural foreign currency exposures that arise from net investment in overseas subsidiaries, associates and branches;
- Transactional/commercial foreign currency exposures that arise from mismatches in the currency balance sheet; and
- Foreign currency profit streams.

The Group does not maintain material non-trading open currency positions other than the structural foreign currency translation exposures arising from its investments in foreign subsidiaries and associated undertakings and their related currency funding. The Group's policy in relation to structural positions is to match fund the structural foreign currency exposure arising from net asset value, including goodwill, in foreign subsidiaries, equity accounted investments and branches, except where doing so would materially increase the sensitivity of either the Group's or the subsidiary's regulatory capital ratios to currency movements. The policy requires structural foreign exchange positions to be reviewed regularly by ALCO.

Foreign exchange differences arising on the translation of foreign operations are recognised directly in equity together with the effective portion of foreign exchange differences arising on hedging liabilities.

The table below sets out the Group's structural foreign currency exposures as at 31 December 2013:

2013						
	Net assets of overseas investment €m	Minority interest €m	Net investments €m	Currency borrowings €m	Economic hedges €m	Structural foreign currency exposures €m
GBP	294	-	294	-	-	294
2012						
	Net assets of overseas investment €m	Minority interest €m	Net investments €m	Currency borrowings €m	Economic hedges €m	Structural foreign currency exposures €m
GBP	296	-	296	-	-	296

At 31 December 2013, a 5% strengthening of foreign currencies would result in a structural foreign currency gain of €15m in equity (2012: €15m) and a 5% weakening of foreign currencies would result in a structural foreign currency loss of €15m in equity (2012: €15m).

Changes in foreign exchange rates affect the Group's earnings and equity through differences on the retranslation of the net assets and related funding of overseas subsidiaries from the local functional currency to Sterling. Gains or losses on foreign currency investments in subsidiary and associated undertakings, net of any losses or gains on related foreign currency funding, are recognised in reserves. In 2013 exchange losses of €7m (2012: gains €8m) have been charged to reserves.

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS *for the year ended 31 December 2013*

23. Risk management (continued)

Liquidity risk

Liquidity risk is the risk that the Group is unable to meet its financial obligations, including financing wholesale maturities or customer deposit withdrawals as and when they fall due. Liquidity risk is highly dependent on company specific characteristics such as the maturity profile and composition of the Group's asset and liabilities, the quality and marketable value of its liquidity buffer and broader market factors, such as wholesale market conditions alongside depositor and investor behaviour.

The Group has in place a comprehensive set of policies to manage liquidity risk that reflect best market practice and comply with prevailing regulatory strictures.

These policies are designed to address three broad issues which ensure that:

- the Group maintains adequate liquidity resources to meet liabilities as and when they fall due;
- the Group maintains an adequate liquidity buffer appropriate to the business activities of the Group and their risk profile; and
- the Group has in place robust strategies, policies, systems and procedures for identifying, measuring, monitoring and managing liquidity risk.

At their simplest, these policies determine the sources of liquidity risk and the steps the Group can take when these risks exceed certain tolerances. These include, not only, when and how to use the Group's liquidity buffer but also what other adjustments to the Group's balance sheet could be undertaken to manage these risks back within Group appetite. These policies are reviewed at least annually, or sooner if the Group's own liquidity position changes, or if market conditions and/or regulatory rules warrant further amendment or refinement.

Policy, framework and governance

The Group has in place a robust and comprehensive set of policies and procedures for assessing, measuring and managing the liquidity risk within the Group. This ensures that the Group always maintains sufficient eligible and appropriate financial resources to meet its forward looking financial commitments as they fall due.

Guided by ALCO, the Bank's Board of directors are responsible for defining and approving the Group's liquidity policy and setting acceptable parameters and risk limits that align with the overall RBS Group standard and risk appetite. The Group's liquidity buffer is managed by the Treasury function which monitors and controls the Group's funding and liquidity position.

Similar provisions and requirements exist for each entity within the Group whereby they must comply with both internal standards and local regulatory frameworks.

Liquidity measurement and monitoring

Liquidity risk is measured and assessed on a daily basis at the Group level in compliance with requirements laid out by the CBI. The Group uses a set of internal metrics and analysis to assess liquidity risk.

The Group uses limits to manage and control the overall extent of liquidity risk within the balance sheet. Limits will focus on the aggregate amount and composition of particular sources of liabilities, asset liability mismatches and third party counterparty concentrations.

As further described herein, stress testing is used to help inform a broader understanding of liquidity risk as well as to model specific liquidity risk events; for example the secession of a country from the Euro.

The Group actively monitors a range of market and firm specific indicators on an ongoing basis which are designed to act as early warning indicators that liquidity stresses are emerging. Some of these indicators will be based upon actual performance of the business against pre-agreed limits, for example customer deposit outflows. Others will be based around general or specific market movements.

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS *for the year ended 31 December 2013*

23. Risk management - liquidity risk (continued)

Liquidity measurement and monitoring (continued)

Liquidity risk performance reports are reviewed by ALCO. Any breach or material deterioration of these metrics will set in motion a series of actions and escalations.

The Group's liquidity risk framework is subject to internal oversight, challenge and governance both at Board level and via internal control functions such as Internal Audit. The Group is also subject to regulatory review and challenge.

Stress testing

The strength of any bank's liquidity risk management can only be evaluated based on its ability to survive under stress. The Group evaluates its ability to survive when subjected to simulated stress conditions.

Simulated liquidity stress testing is regularly performed. Stress tests are designed to look at the impact of a variety of firm-specific and market-related scenarios on the adequacy of the Group's liquidity resources at various points in time. Stress tests can therefore be run on an ad hoc basis in response to the emergence of one of these risks.

Scenarios include assumptions about significant changes in key funding sources, external credit ratings, contingent uses of funding and political and economic conditions or events in particular countries. Stress scenarios are applied to both on-balance sheet instruments and off-balance sheet activities to provide a comprehensive view of potential cash flows.

In determining the adequacy of the Group's liquidity resources the Group focuses on the stressed outflows it could anticipate experiencing as a result of any stress scenario occurring. These outflows are measured as occurring over certain time periods which extend from any given day, out to two weeks or to as long as three months. The Group is expected to be able to withstand these stressed outflows through its own resources (principally the use of the liquidity buffer) over these time horizons without having to revert to extraordinary central bank or government assistance.

Stress tests are augmented from time to time to reflect firm specific or emerging market risks that could have a material impact on the Group's liquidity position.

The results of stress testing are an active part of management and strategy in balance sheet management and inform allocation, target and limit discussions. In short, limits in the business-as-usual environment are bounded by capacity to satisfy the Group's liquidity needs in the stress environments.

Balance sheet composition

The Group's balance sheet composition is a function of the broad array of product offerings and diverse markets served. The structural composition of the balance sheet is enhanced as needed through active management of both asset and liability portfolios. The objective of these activities is to optimise liquidity transformation in normal business environments, while ensuring adequate coverage of all cash requirements under extreme stress conditions.

The Group also accesses professional markets funding by way of public and private debt issuances on an unsecured and secured basis. These debt issuance programmes are spread across multiple currencies and maturities, to appeal to a broad range of investor types and preferences around the world. This market-based funding supplements the Group's structural liquidity needs and, in some cases, achieves certain capital objectives.

The Group is part of the RBS Group and receives ongoing capital, funding and liquidity resources which, coupled with other sources of funding and liquidity, enable the Group to meet its obligations as they fall due. Other sources of funding and liquidity include retail, wholesale and central bank liquidity facilities.

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

23. Risk management - liquidity risk (continued)

Contractual maturity

The tables below analyse the contractual undiscounted cash flows receivable and payable up to a period of twenty years including future receipts and payments of interest on the on balance sheet items by contractual maturity. The balances in the tables below do not agree directly to the Group or Bank balance sheets, as the tables include all cash flows relating to principal and future coupon payments presented on an undiscounted basis.

	Group					
	0-3 months €m	3-12 months €m	1-3 years €m	3-5 years €m	5-10 years €m	10-20 years €m
2013						
Assets by contractual maturity						
Cash and balances at central banks	291	-	-	-	-	-
Loans and advances to banks	5,468	-	-	-	-	-
Total maturing assets	5,759	-	-	-	-	-
Loans and advances to customers	5,003	5,125	6,139	3,752	5,903	5,975
Total assets	10,762	5,125	6,139	3,752	5,903	5,975
Liabilities by contractual maturity						
Deposits by banks	5,252	63	1,442	8	1	-
Debt securities in issue	61	149	343	295	560	623
Subordinated liabilities	14	12	194	99	665	82
Other liabilities	24	-	-	-	-	-
Total maturing liabilities	5,351	224	1,979	402	1,226	705
Customer accounts	14,015	3,031	1,094	937	217	-
Total liabilities	19,366	3,255	3,073	1,339	1,443	705
Maturity gap	(8,604)	1,870	3,066	2,413	4,460	5,270
Cumulative maturity gap	(8,604)	(6,734)	(3,668)	(1,255)	3,205	8,475

	Group					
	0-3 months €m	3-12 months €m	1-3 years €m	3-5 years €m	5-10 years €m	10-20 years €m
2012						
Assets by contractual maturity						
Cash and balances at central banks	221	-	-	-	-	-
Loans and advances to banks	4,075	2	4	-	-	-
Total maturing assets	4,296	2	4	-	-	-
Loans and advances to customers	2,560	8,860	5,449	4,110	7,610	12,228
Total assets	6,856	8,862	5,453	4,110	7,610	12,228
Liabilities by contractual maturity						
Deposits by banks	4,854	16	1,412	3	2	-
Debt securities in issue	104	251	536	456	870	988
Subordinated liabilities	4	86	182	24	675	94
Other liabilities	7	22	-	-	-	-
Total maturing liabilities	4,969	375	2,130	483	1,547	1,082
Customer accounts	14,012	3,925	1,411	515	165	-
Total liabilities	18,981	4,300	3,541	998	1,712	1,082
Maturity gap	(12,125)	4,562	1,912	3,112	5,898	11,146
Cumulative maturity gap	(12,125)	(7,563)	(5,651)	(2,539)	3,359	14,505

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

23. Risk management - liquidity risk (continued)

Contractual maturity (continued)

	Bank					
	0-3 months €m	3-12 months €m	1-3 years €m	3-5 years €m	5-10 years €m	10-20 years €m
2013						
Assets by contractual maturity						
Cash and balances at central banks	291	-	-	-	-	-
Loans and advances to banks	4,294	-	-	-	-	-
Debt securities	10,508	-	-	-	-	-
Total maturing assets	15,093	-	-	-	-	-
Loans and advances to customers	8,238	5,131	6,165	3,755	5,927	5,975
Total assets	23,331	5,131	6,165	3,755	5,927	5,975
Liabilities by contractual maturity						
Deposits by banks	5,175	65	1,445	8	1	-
Debt securities in issue	2	9	-	-	-	-
Subordinated liabilities	14	12	194	99	665	82
Other liabilities	27	-	-	-	-	-
Total maturing liabilities	5,218	86	1,639	107	666	82
Customer accounts	29,503	3,003	1,093	939	429	-
Total liabilities	34,721	3,089	2,732	1,046	1,095	82
Maturity gap	(11,390)	2,042	3,433	2,709	4,832	5,893
Cumulative maturity gap	(11,390)	(9,348)	(5,915)	(3,206)	1,626	7,519

	Bank					
	0-3 months €m	3-12 months €m	1-3 years €m	3-5 years €m	5-10 years €m	10-20 years €m
2012						
Assets by contractual maturity						
Cash and balances at central banks	221	-	-	-	-	-
Loans and advances to banks	3,007	2	4	-	-	-
Debt securities	11,079	-	-	-	-	-
Total maturing assets	14,307	2	4	-	-	-
Loans and advances to customers	5,061	8,860	5,422	4,110	7,634	12,228
Total assets	19,368	8,862	5,426	4,110	7,634	12,228
Liabilities by contractual maturity						
Deposits by banks	4,787	16	1,412	3	2	-
Debt securities in issue	25	15	4	-	-	-
Subordinated liabilities	4	86	182	24	675	94
Other liabilities	7	25	-	-	-	-
Total maturing liabilities	4,823	142	1,598	27	677	94
Customer accounts	30,870	3,925	1,411	517	318	-
Total liabilities	35,693	4,067	3,009	544	995	94
Maturity gap	(16,325)	4,795	2,417	3,566	6,639	12,134
Cumulative maturity gap	(16,325)	(11,530)	(9,113)	(5,547)	1,092	13,226

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

23. Risk management - liquidity risk (continued)

Other contractual cash obligations

	Group					
	0-3 months	3-12 months	1-3 years	3-5 years	5-10 years	10-20 years
2013	€m	€m	€m	€m	€m	€m
Operating leases	6	16	41	34	35	19
Contractual obligations to purchase goods or services	1	2	2	3	-	-
	7	18	43	37	35	19

	Group					
	0-3 months	3-12 months	1-3 years	3-5 years	5-10 years	10-20 years
2012	€m	€m	€m	€m	€m	€m
Operating leases	6	17	44	38	48	22
Contractual obligations to purchase goods or services	1	2	2	-	-	-
	7	19	46	38	48	22

	Bank					
	0-3 months	3-12 months	1-3 years	3-5 years	5-10 years	10-20 years
2013	€m	€m	€m	€m	€m	€m
Operating leases	6	16	41	34	35	19
Contractual obligations to purchase goods or services	1	2	2	3	-	-
	7	18	43	37	35	19

	Bank					
	0-3 months	3-12 months	1-3 years	3-5 years	5-10 years	10-20 years
2012	€m	€m	€m	€m	€m	€m
Operating leases	6	17	44	38	48	22
Contractual obligations to purchase goods or services	1	2	2	-	-	-
	7	19	46	38	48	22

Financial assets have been reflected in the time band of the latest date on which they could be repaid unless earlier repayment can be demanded by the Group; financial liabilities are included at the earliest date on which the counterparty can require repayment regardless of whether or not such early repayment results in a penalty.

If the repayment of a financial asset or liability is triggered by, or is subject to, specific criteria such as market price hurdles being reached, the asset is included in the latest date on which it can repay regardless of early repayment whereas the liability is included at the earliest possible date that the conditions could be fulfilled without considering the probability of the conditions being met. For example, if a structured note is automatically prepaid when an equity index exceeds a certain level, the cash outflow will be included in the less than three months period whatever the level of the index at the year end. The settlement date of debt securities in issue issued by certain securitisation vehicles consolidated by the Group depends on when cash flows are received from the securitised assets. Where these assets are prepayable, the timing of the cash outflow relating to securities assumes that each asset will be prepaid at the earliest possible date. As the repayment of assets and liabilities are linked, the repayment of assets in securitisations are shown on the earliest date that the asset can be prepaid as this is the basis used for liabilities.

The principal amounts of financial assets and liabilities that are repayable after 20 years or where the counterparty has no right to repayment of the principal are excluded from the table as are interest payments after 20 years.

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS *for the year ended 31 December 2013*

23. Risk management (continued)

Credit Risk

Credit risk is the risk of financial loss due to the failure of a customer to meet its obligation to settle outstanding amounts. The Group is exposed to credit risk as a result of a wide range of business activities. The most significant source of credit risk is direct credit risk to customers and banks, which arises from lending activities. The second most significant source is counterparty credit risk, which results from the Group's activities in the derivatives and security financing transaction markets.

The Group offers a number of lending products where it has an irrevocable obligation to provide credit facilities to a customer. Security can be obtained to mitigate the risk of loss in the form of physical collateral such as commercial real estate assets and residential housing, or financial collateral such as cash or bonds.

Derivatives and security financing transactions expose the Group to counterparty credit risk, which is the risk of loss arising from a failure of a customer to meet obligations which vary in value by reference to a market factor.

The Group holds debt securities with the intention of selling them resulting in exposure to market risk. However, it also holds some debt securities until maturity and is exposed to credit risk as a result.

The Group is exposed to credit risk from off balance sheet products such as trade finance activities and guarantees.

Objectives, organisation and governance

The existence of a strong credit risk management function is vital to support the ongoing profitability of the Group. The potential for loss through economic cycles is mitigated through the embedding of a robust credit risk culture within the business units and through a focus on the importance of sustainable lending practices. The credit risk management function is responsible for credit approval, concentration and credit risk control frameworks and acts as the ultimate authority for the approval of credit. This, together with strong independent oversight and challenge, enables the business to maintain a sound lending environment.

Responsibility for development of RBS Group-wide policies, credit risk frameworks, RBS Group-wide portfolio management and assessment of provision adequacy resides with the Group Credit Risk ("GCR") function under the management of the Group Chief Risk Officer. Responsibility for application of these policies within the Group resides with the Ulster Bank Group Chief Risk Officer.

Ulster Bank Credit Risk ("UBCR") works together with GCR to ensure that the expressed risk appetite is met, within a clearly defined and managed control environment. UBCR operates under the management of the Ulster Bank Group Chief Risk Officer with matrix responsibility to the RBS Group Chief Risk Officer.

Material aspects of the RBS Group's credit risk management framework, such as credit risk appetite and limits for portfolios of strategic significance, are considered and approved by the Executive Risk Forum ("ERF"). The ERF has delegated authority to the RBS Group Credit Risk Committee, a functional sub-committee of RBS Group Risk Committee, to act on credit risk matters. These include, but are not limited to, credit risk appetite and limits (within the overall risk appetite set by the Board and the ERF), credit risk strategy and frameworks, credit risk policy and the oversight of the credit profile across the RBS Group.

In the Group material sector concentrations are reviewed by the Executive Risk Committee ("ERC") while other sector limits are approved by the Concentration Risk Committee.

The RBS Group Audit Committee ("GAC") provides oversight of the RBS Group's provision adequacy. The RBS Group Chief Credit Officer ("GCCO") is accountable to the GAC for the adequacy of the Group's provisions, both individual and collective. The RBS Group Provisions Committee, which is chaired by either the RBS Group Chief Risk Officer ("GCRO") or the GCCO, approves recommendations from the divisional provisions committees. In Ulster Bank Group the equivalent roles are filled by the Ulster Bank Audit Committee and Provisions Committee.

Credit risk management framework

Risk appetite is set using specific quantitative targets under stress. Of particular relevance are the targets for earnings volatility and capital adequacy. The Group's credit risk framework has therefore been designed around the factors that influence the Group's ability to meet those targets. These include product and asset class, industry sector, single name and country concentrations. Any of these factors could generate higher earnings volatility under stress and, if not adequately controlled, could undermine capital adequacy. Tools such as stress testing and economic capital are used to measure credit risk volatility and develop links between Group risk appetite targets and the credit risk control framework. The framework is supported by a suite of policies that set out the risk parameters. The Group also manages its exposures to counterparty credit risk closely, using portfolio limits and specific tools to control more volatile or capital-intensive business areas.

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS *for the year ended 31 December 2013*

23. Risk management - credit risk (continued)

Risk appetite and concentration risk management

Risk appetite has been expressed by the Board through the setting of specific quantitative risk appetite targets under stress. Of particular relevance in the management of credit risk are the targets for earnings volatility and capital adequacy. The Group's credit risk framework has therefore been designed around the factors that influence the Group's ability to meet these targets. These include the limiting of excess credit risk concentrations which generate higher volatility under stress and, if not adequately controlled, can undermine capital adequacy.

The Group's credit concentration frameworks are designed to limit concentration by product/asset class, industry sector, customer or counterparty (i.e. single name) and country. The frameworks are supported by a suite of policies that set out the risk parameters within which business units may operate.

Product/asset class concentration framework

The Group manages certain lines of business where the nature of credit risk assumed could result in a concentration or a heightened risk in some other form. This will include specific credit risk types such as settlement, wrong-way risk and products such as long-dated derivatives and securitisation. These product and asset classes may require formal policies, expertise, tailored monitoring and reporting measures. In some cases specific limits and thresholds are deployed to ensure that the credit risk inherent in these lines of business and products is adequately controlled. Product and asset classes are reviewed regularly. The reviews consider the risks inherent in each product or asset class, the risk controls applied, monitoring and reporting of the risk, the client base, and any emerging risks to ensure risk appetite remains appropriate.

Sector concentration

Exposures are assigned to, and reviewed in the context of, a defined set of industry sectors. Risk appetite and portfolio strategies are set either at the sector or sub-sector level, depending on where exposures may result in excessive concentration or where trends in both external factors and internal portfolio performance give cause for concern. Regular formal reviews are undertaken at Group or divisional level depending on materiality. Reviews may include an assessment of the Group's franchise in a particular sector, an analysis of the outlook, identification of key vulnerabilities and stress testing.

As a result of the reviews carried out in 2013, the Group further reduced its risk appetite in the corporate sectors of commercial real estate and retail.

Single-name concentration

A single name concentration framework addresses the risk of outsized exposure to a borrower or borrower group. The framework includes elevated approval authority, additional reporting and monitoring, and the requirement for plans to address excess exposures.

A number of credit risk mitigation techniques are available to reduce single name concentrations. If the Group decides that its exposure is too high, it may decide to sell excess exposures. Alternatively, it may decide to take additional security or guarantees such as cash, bank or government guarantees or credit default swaps. Credit risk mitigants must be effective in terms of legal certainty and enforceability. In addition, maturity or expiry dates must be the same, or later, than the underlying obligations.

Wholesale

Four formal frameworks are used to manage wholesale credit concentration risk. The Group continually reassesses its frameworks to ensure that they remain appropriate for its varied business franchises, current economic conditions and to reflect further refinements in the Group's risk measurement models.

The credit risk function assesses, approves and manages the credit risk associated with a borrower or group of related borrowers.

The GCCO has established a framework of individual delegated authorities, which requires at least two individuals to approve each credit decision, one from the business and one from the credit risk function. Both must hold appropriate delegated authority, granted through a framework set out in the Group Credit Risk Policy, which is dependent on their experience and expertise. Only a small number of senior executives hold the highest authority provided under the framework. While both parties are accountable for the quality of each decision taken, the credit risk approver holds ultimate sanctioning authority.

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS *for the year ended 31 December 2013*

23. Risk management - credit risk (continued)

Risk appetite and concentration risk management (continued)

In all circumstances the risks associated with any proposal to provide, increase, review or change the terms or conditions of credit facilities must be assessed prior to a credit decision being made.

Assessments of credit risk must, at a minimum, specifically address the following elements:

- Amount, terms, tenor, structure, conditions, purpose and appropriateness of all credit facilities;
- Compliance with applicable Group and/or divisional credit policies;
- The customer's ability to meet obligations based on an analysis of financial information and a review of payment and covenant compliance history;
- The source of repayment and the customer's risk profile, including sector analysis and sensitivity to economic and market developments and credit risk mitigation;
- Refinancing risk - the risk of loss arising from the failure of a customer to settle an obligation on expiry of a facility through the drawdown of another credit facility provided by the Group or by another lender;
- Consideration of all other risks such as environmental, social and ethical, regulatory and reputational risks; and
- Portfolio impact of the transaction including impact on any credit risk concentration limits or agreed divisional risk appetite.

At a minimum, credit relationships are reviewed and re-approved annually. The renewal process addresses borrower performance, including reconfirmation or adjustment of risk parameter estimates; the adequacy of security; compliance with terms and conditions; and refinancing risk.

Retail

Retail lending entails making a large number of small value loans. To ensure that it makes these lending decisions consistently, the Group analyses the historical debt servicing behaviour of customers, including their behaviour with respect to their other lenders. The Group then uses the results of these analyses to set its lending rules, developing different rules for different products. The resulting credit decision-making process is then largely automated, with customers receiving a credit score that reflects the outcome of a comparison of their credit profile with the rule set. However, in the case of relatively high-value, complex personal or small business loans, including some residential mortgage lending, specialist credit managers make the final lending decisions.

The Group's business and credit teams are supported by specialist in-house documentation teams. The Group uses industry-standard loan and security documentation wherever possible. However, when the Group uses non-standard documentation, external lawyers prepare it on a case-by-case basis.

Since 2009, the Group has been managing its corporate exposures to reduce concentrations and align its appetite for future business to the Group's broader strategies for its large corporate franchises. The Group is continually reviewing its single name concentration framework to ensure that it remains appropriate for current economic conditions and in line with improvements in the Group's risk measurement models.

In 2012 the Group implemented further refinements to the single name exposure management controls that were already in place, to be more closely aligned with market best practice and to allow the Group to differentiate more consistently between the different risk types.

Significant progress has been made in putting in place and embedding the necessary risk management frameworks to monitor and manage the risk inherent in the portfolios, as set out above. Notwithstanding this progress it is noted that the overall credit risk profile of the balance sheet remains outside the desired risk appetite predominantly due to the need to address and rectify the impact on the balance sheet from the legacy portfolios. The announcement of the accelerated disposal of a significant portfolio of legacy wholesale assets represents an important step towards bringing the credit risk profile back within the desired appetite. Successful execution of this strategy over the coming three years will represent material progress in this regard.

Global Restructuring Group

Global Restructuring Group ("GRG") manages the Group's wholesale problem debt portfolio in cases where its exposure to the customer exceeds €1.25m. The primary function of GRG is to restore customers to an acceptable credit condition and minimise losses to the Group.

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS *for the year ended 31 December 2013*

23. Risk management – credit risk (continued)

Global Restructuring Group (continued)

The common factor to all customers managed by GRG is that the Group's exposure is outside risk appetite. Customers transferred to GRG typically show symptoms of significant financial stress, such as cash flow pressures, or show evidence that the management team has limited experience of managing a business in difficulty. In addition, a business may be transferred to GRG if the Group has imperfect information available on which to make decisions.

GRG relationship managers use their skill, experience and judgement to support customers through these difficulties while seeking to minimise losses to protect the Group's capital.

When the relationship is transferred, GRG conducts a detailed assessment of the viability of the business as well as the ability of management to deal with the causes of financial stress. Following GRG's initial file assessment and wider due diligence, with input from independent experts (sector experts, accountants and surveyors), various options are presented to the customer. A strategy is then agreed for dealing with the distressed loan.

The objective is to find a mutually acceptable solution, including refinancing or exit if that is the customer's preferred option. If the business is not viable and a turnaround is not possible, insolvency may be one of the options.

Retail collections and recoveries

There are collections and recoveries functions in each of the consumer businesses. Their role is to provide support and assistance to customers who are currently experiencing difficulties meeting their financial obligations. Where possible, the aim of the collections and recoveries teams is to return the customer to a satisfactory position by working with them to restructure their finances. If this is not possible, the team has the objective of reducing the loss to the Group.

Forbearance

Within the Group's retail businesses forbearance generally occurs when the business, grants a permanent or temporary concession to a customer. Forbearance is granted following an assessment of the customer's individual circumstances and ability to pay.

Mortgage Arrears Resolution Strategies ("MARS") is a CBI sponsored initiative for all banks in the Republic of Ireland that aims to increase the level of engagement and options available to mortgage customers in financial difficulty. The Bank started to develop new MARS contact strategies and treatments in September 2011 and presented for approval to Board in October 2012. The MARS strategies went live in December 2012.

Identification of forbearance

Customers who contact the Bank directly because of financial difficulties, or who are already in payment arrears, may be granted forbearance. In the course of assisting customers, more than one forbearance treatment may be granted.

Types of retail forbearance

Forbearance options include, but are not limited to, payment concessions, capitalisations of arrears, term extensions and temporary conversions to interest only.

- Payment concessions - A temporary reduction in, or elimination of, the periodic (usually monthly) loan repayment is agreed with the customer. At the end of the concessionary period, forborne principal and accrued interest outstanding is scheduled for repayment over an agreed period.
- Capitalisation of arrears - The arrears are repaid over the remaining term of the mortgage and the customer returns to an up-to-date position.
- Term extensions - The maturity date of the loan is extended.
- Interest Only Conversions - The customer converts from principal and interest repayment to interest only repayment on a temporary or permanent basis.

For unsecured portfolios, forbearance treatments entail reduced or deferred payments. Arrangements to facilitate the repayment of overdraft excesses or loan arrears can be agreed dependent on affordability. Where repayment arrangements are not affordable debt consolidation loans can be provided to customers in collections.

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

23. Risk management - credit risk (continued)

Forbearance (continued)

The mortgage arrears information for retail accounts in forbearance and related provisions are shown in the table below:

Arrears status and provisions	2013		2012	
	Balance €m	Provisions €m	Balance €m	Provisions €m
No missed payments	1,608	198	624	118
1-3 months in arrears	751	90	652	71
>3 months in arrears	941	385	1,086	232
Total	3,300	673	2,362	421

The incidence of the main types of retail forbearance on the balance sheet as at 31 December 2013 is analysed below. Definitions are based on those used within the CBI forbearance guidelines. For a small proportion of mortgages, more than one forbearance type applies.

	2013 €m	2012 €m
Interest only conversions – temporary and permanent	596	1,118
Term extensions – capital repayment and interest only	383	221
Payment concession/holidays	1,870	915
Capitalisation of arrears	588	144
Total	3,437	2,398
% of total mortgage stock	16.4%	11.4%

Provisioning Methodology

If there is objective evidence that an impairment loss has been incurred, the amount of the loss is measured as the difference between the asset carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate. The Group uses one of the following three different methods to assess the amount of provision required: individual; collective; and latent.

Individually assessed provisions

Loans and securities above a defined threshold deemed to be individually significant are assessed on a case-by-case basis. Assessments of future cash flows take into account the impact of any guarantees or collateral held. Projections of cash flow receipts are based on the Group's judgement and facts available at the time. Projected cash flows are reviewed on subsequent assessment dates as new information becomes available.

Collectively assessed provisions

Provisions on impaired credits below an agreed threshold are assessed on a portfolio basis, reflecting the homogeneous nature of the assets. The Group segments wholesale and retail portfolios according to product type, such as credit cards, personal loans and mortgages. The approach taken to assess impaired assets in provisioning differs from that taken in Collections and Recoveries.

The provision is determined based on a quantitative review of the relevant portfolio. It takes account of the level of arrears, the value of any security, and historical and projected cash recovery trends over the recovery period. The provision also incorporates any adjustments that may be deemed appropriate given current economic conditions. Such adjustments may be determined based on a review of the latest cash collections profile; and operational processes used in managing exposures.

Latent loss provisions

In the performing portfolio, provisions are held against losses incurred but not identified before the balance sheet date.

Latent loss provisions reflect probability of default ("PD") and loss given default ("LGD") as well as emergence periods. The emergence period is defined as the period between the occurrence of the impairment event and a loan being identified and reported as impaired.

Impairment charges have increased significantly from €2.4bn in 2012 to €4.8bn in 2013. The significant increase is attributed to the placing of c. €8bn of Ulster Bank's loans into the RBS Capital Resolution Group ("RCR"), which is designated for accelerated realisation. This has significantly shortened the amount of time the Group has before it can realise the underlying collateral on the affected loans, to a scenario where 55-70% of all RCR assets must be disposed of before the end of 2015 and 85% by the end of 2016. Disposing of these RCR assets over a shorter timeframe will reduce the value the Group can expect to recover, and will lead to accelerated and increased impairments.

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS *for the year ended 31 December 2013*

23. Risk management - credit risk (continued)

Provisioning for retail customers

Provisions are assessed in accordance with the Group's provisioning policies which comply with IAS 39 'Financial Instruments: Recognition and Measurement'. For the non-performing population, a collective assessment is made. Within the performing book, latent loss provisions are held for those loans that are impaired but not yet identified.

The majority of mortgage accounts subject to forbearance remain in the performing book but these accounts are identified and monitored separately from other performing accounts. They are subject to higher provisioning rates than the remainder of the performing book (currently approximately eight times higher). These rates are reviewed monthly. Once forbearance is granted, the account continues to be assessed separately for latent provisioning until the forbearance period expires. After that point, the account is no longer separately identified for latent provisioning. Non-performing mortgage accounts that have been granted forbearance carry the same provision rate as non-forborne accounts.

Controls and assurance

The Group's credit control and assurance framework comprises three key components: credit policy, policy compliance assurance and independent assurance.

The foundation is the RBS Group Credit Policy Standard, which as part of the Group Policy Framework ("GPF"), sets out the rules the Group's businesses must follow to ensure that credit risks are identified and effectively managed through the credit lifecycle. During 2012, a major revision of the RBS Group's key credit policies was completed. This revision has provided support in ensuring that the Group's control environment is appropriately aligned to the approved risk appetite, and provides a sound basis for the Group's independent audit and assurance activities across the credit risk function.

The second component is a policy assurance activity that GCR undertakes to provide the GCCO with evidence of the effectiveness of the controls in place across the Group to manage credit risk. The results of these reviews are presented to the Group Credit Risk Committee on a regular basis in support of the self-certification that GCR is obliged to complete under the GPF.

Lastly, a strong independent assurance function is an important element of a sound control environment. During 2011, the RBS Group took the decision to strengthen its Credit Quality Assurance ("CQA") activities and moved all divisional CQA resources under the centralised management of GCR. The benefits of this action are already apparent in greater consistency of standards and cross-utilisation of resources, ensuring that subject matter experts bring their expertise to bear where relevant.

Reviews undertaken consistently address the four underlying risk pillars of: risk management, risk appetite, ratings and data integrity, and asset quality. Appropriate identification, escalation, remediation and related tracking of control breaches and improvements in operational processes are firmly embedded in the assurance process to ensure that divisions act upon review findings.

Credit risk measurement

Credit risk models are used throughout the Group to support the quantitative risk assessment element within the credit approval process, ongoing credit risk management, monitoring and reporting and portfolio analytics.

The Group is undertaking a significant programme of updates and improvements to its wholesale credit risk models, including the incorporation of more recent data and reflecting updated regulatory requirements applying to some aspects of wholesale Internal Ratings Based (IRB) modelling. Material updates to certain models, notably those used in sovereign and financial institution asset classes, have been implemented and are reflected in measures of risk reported in the Group's disclosures. Further updates are planned.

The model updates are generally in segments of the portfolio where risk experience has remained limited even in recent periods and primarily result in increases to measures that still remain within ranges representing lower risk business relative to the Group's broader risk profile; in terms of probability of default models, for example, the changes occur largely within ranges equivalent to investment grade ratings.

Material aspects of these changes have been anticipated in risk frameworks and in other areas that are dependent on these measures, notably including the Group's risk appetite framework. In some portfolios the anticipated impact on risk weighted assets has been realised, as part of a process defined with regulators, prior to introduction of the updated models.

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS *for the year ended 31 December 2013*

23. Risk management - credit risk (continued)

Credit risk measurement (continued)

These models assess the probability that a customer will fail to make full and timely repayment of its obligations. The probability of a customer failing to do so is measured over a one year period through the economic cycle, although certain retail scorecards use longer periods for business management purposes.

Wholesale businesses - As part of the credit assessment process, each counterparty is assigned an internal credit grade derived from a default probability. There are a number of different credit grading models in use across the Group, each of which considers risk characteristics particular to that type of customer. The credit grading modules score a combination of quantitative inputs (for example recent financial performance) and qualitative inputs (for example management performance of sector outlook).

Retail businesses - Each customer account is separately scored using models based on the most material drivers of default. In general, scorecards are statistically derived using customer data. Customers are assigned a score, which in turn is mapped to a probability of default. The probabilities of default are used to support automated credit decision making and to group customers into risk pools for regulatory capital calculations.

Exposure at default

Facility usage models estimate the expected level of utilisation of a credit facility at the time of a borrower's default. For revolving and variable draw-down type products which are not fully drawn, the exposure at default ("EAD") will typically be higher than the current utilisation. The methodologies used in EAD modelling provide an estimate of potential exposure and recognise that customers may make more use of their existing credit facilities as they approach default.

Counterparty credit risk exposure measurement models are used for derivatives and other traded instruments, where the amount of credit risk exposure may be dependent upon one or more underlying market variables, such as interest or foreign exchange rates. These models drive internal credit risk management activities such as limit and excess management.

Loss given default

These models estimate the economic loss that may be experienced (the amount that cannot be recovered) by the Group on a credit facility in the event of default. The Group's loss given default models take into account both borrower and facility characteristics for unsecured or partially unsecured facilities, as well as the quality of any risk mitigation that may be in place for secured facilities, the cost of collections and a time discount factor for the delay in cash recovery.

Credit risk assets

In the tables and commentary below, exposure refers to credit risk assets, which consist of:

- *Lending* - Comprises gross loans and advances to: central and local governments; central banks, including cash balances; other banks and financial institutions, incorporating overdraft and other short-term credit lines; corporations, in large part loans and leases; and individuals, comprising mortgages, personal loans and credit card balances. Lending includes both impaired loans and those loans where an impairment event has taken place, but no impairment provision is recognised.
- *Derivatives* - Comprises the mark-to-market value of such contracts after the effect of enforceable netting agreements, but before the effect of collateral. In the event of a counterparty default, this is the amount due from the counterparty. Figures shown apply counterparty netting within the regulatory capital model used.
- *Contingent obligations* - Comprises primarily letters of credit and guarantees.

Credit risk assets exclude issuer risk (primarily debt securities) and reverse repurchase arrangements. They take account of legal netting arrangements that provide a right of legal set-off, but do not meet the offset criteria under IFRS.

Asset quality

Internal reporting and oversight of risk assets is principally differentiated by credit grades. Customers are assigned credit grades based on various credit grading models that reflect the key drivers of default for each customer type. All credit grades across the Group map to both a Group level asset quality scale, used for external financial reporting, and a master grading scale for wholesale exposures, used for internal management reporting across portfolios. Accordingly, measures of risk exposure may be readily aggregated and reported at increasing levels of granularity depending on stakeholder or business need.

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

23. Risk management - credit risk (continued)

Asset quality (continued)

The table below shows credit risk assets by asset quality (AQ) band:

Asset Quality Grade	Minimum	Maximum
AQ1	0.000	0.034
AQ2	0.034	0.048
AQ3	0.048	0.095
AQ4	0.095	0.381
AQ5	0.381	1.076
AQ6	1.076	2.153
AQ7	2.153	6.089
AQ8	6.089	17.222
AQ9	17.222	100.000
AQ10	100.000	100.000

The following table provides an analysis of the credit quality of third party financial assets by probability of default.

2013	Group					
	Cash and balances at central banks €m	Loans and advances to banks €m	Loans and advances to customers €m	Derivatives €m	Commitments €m	Contingent liabilities €m
AQ1	-	5,221	621	478	210	41
AQ2	-	-	21	83	228	89
AQ3	-	19	61	3	34	55
AQ4	291	225	665	69	678	48
AQ5	-	2	1,185	6	299	56
AQ6	-	-	3,729	5	545	60
AQ7	-	1	6,128	10	340	17
AQ8	-	-	647	21	91	9
AQ9	-	-	8,714	45	49	2
AQ10	-	-	-	-	400	67
Accruing past due	-	-	2,091	-	-	-
Non-accrual	-	-	19,236	-	-	-
Impairment provisions	-	-	(14,629)	-	-	-
Total	291	5,468	28,469	720	2,874	444

2012	Group					
	Cash and balances at central banks €m	Loans and advances to banks €m	Loans and advances to customers €m	Derivatives €m	Commitments €m	Contingent liabilities €m
AQ1	-	4,010	820	591	144	1
AQ2	-	1	17	49	180	57
AQ3	-	3	80	47	22	39
AQ4	221	67	771	52	844	139
AQ5	-	1	866	6	232	29
AQ6	-	-	4,498	3	461	60
AQ7	-	-	9,832	8	350	61
AQ8	-	-	2,166	82	127	53
AQ9	-	-	5,110	144	60	10
AQ10	-	-	-	1	349	77
Accruing past due	-	-	3,211	-	-	-
Non-accrual	-	-	18,520	-	-	-
Impairment provisions	-	-	(10,715)	-	-	-
Total	221	4,082	35,176	983	2,769	526

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

23. Risk management - credit risk (continued)

Asset quality (continued)

2013	Bank						Contingent liabilities €m
	Cash and balances at central banks €m	Loans and advances to banks €m	Loans and advances to customers €m	Derivatives €m	Commitments €m		
AQ1	-	4,049	3,915	472	210	41	
AQ2	-	-	21	83	228	89	
AQ3	-	19	61	3	34	55	
AQ4	291	224	665	69	678	48	
AQ5	-	1	1,185	6	299	56	
AQ6	-	-	3,729	5	545	60	
AQ7	-	1	6,129	10	340	17	
AQ8	-	-	647	21	91	9	
AQ9	-	-	8,713	45	49	2	
AQ10	-	-	-	-	400	67	
Accruing past due	-	-	2,091	-	-	-	
Non-accrual	-	-	19,236	-	-	-	
Impairment provisions	-	-	(14,629)	-	-	-	
Total	291	4,294	31,763	714	2,874	444	

2012	Bank						Contingent liabilities €m
	Cash and balances at central banks €m	Loans and advances to banks €m	Loans and advances to customers €m	Derivatives €m	Commitments €m		
AQ1	-	2,941	3,319	588	144	1	
AQ2	-	1	17	49	180	57	
AQ3	-	3	80	47	22	39	
AQ4	221	67	771	52	844	139	
AQ5	-	1	866	6	232	29	
AQ6	-	-	4,497	3	461	60	
AQ7	-	-	9,830	8	350	61	
AQ8	-	-	2,166	82	127	53	
AQ9	-	-	5,110	144	60	10	
AQ10	-	-	-	1	349	77	
Accruing past due	-	-	3,211	-	-	-	
Non-accrual	-	-	18,521	-	-	-	
Impairment provisions	-	-	(10,715)	-	-	-	
Total	221	3,013	37,673	980	2,769	526	

Loans and advances to customers, past due at balance sheet date but not considered impaired are shown in Note 9.

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

23. Risk management - credit risk (continued)

Credit risk assets by industry and geography

Industry analysis plays an important part in assessing the potential for concentration risk in the loan portfolio. Particular attention is given to industry sectors where the Group believes there is a high degree of risk or potential for volatility in the future. The table below analyses credit risk assets by geographical region (based on location of transaction office) and sector:

	Group				
	Gross loans and advances to banks and customers €m	Debt securities and equity shares €m	Derivatives €m	Total €m	Netting and offset ⁽¹⁾ €m
2013					
Republic of Ireland					
Central and local government	67	-	-	67	-
Manufacturing	699	-	20	719	10
Construction	537	-	-	537	25
Finance	6,265	9	555	6,829	-
Service industries and business activities	4,994	2	112	5,108	70
Agriculture, forestry and fishing	1,065	-	3	1,068	35
Property	11,659	-	30	11,689	6
Individuals					
Home mortgages	20,163	-	-	20,163	-
Other	869	-	-	869	1
Interest accruals	39	-	-	39	-
Total Republic of Ireland	46,357	11	720	47,088	147
UK					
Manufacturing	80	-	-	80	-
Construction	5	-	-	5	-
Finance	10	-	-	10	-
Service industries and business activities	193	-	-	193	-
Property	1,916	-	-	1,916	-
Individuals					
Other	1	-	-	1	-
Interest accruals	4	-	-	4	-
Total UK	2,209	-	-	2,209	-
Total					
Central and local government	67	-	-	67	-
Manufacturing	779	-	20	799	10
Construction	542	-	-	542	25
Finance	6,275	9	555	6,839	-
Service industries and business activities	5,187	2	112	5,301	70
Agriculture, forestry and fishing	1,065	-	3	1,068	35
Property	13,575	-	30	13,605	6
Individuals					
Home mortgages	20,163	-	-	20,163	-
Other	870	-	-	870	1
Interest accruals	43	-	-	43	-
	48,566	11	720	49,297	147

⁽¹⁾ This column shows the amount by which the Group's credit risk exposures is reduced through arrangements, such as master netting agreements, which give the Group a legal right to set-off the financial asset against a financial liability due to the same counterparty. In addition, the Group holds collateral in respect of individual loans and advances to banks and customers. This collateral includes mortgages over property (both personal and commercial); charges over business assets such as plant, inventories and trade receivables; and guarantees of lending from parties other than the borrower. The Group obtains collateral in the form of securities in reverse repurchase agreements. Cash and securities are received as collateral in respect of derivative transactions.

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

23. Risk management - credit risk (continued)

Credit risk assets by industry and geography (continued)

2012	Group				
	Gross loans and advances to banks and customers €m	Debt securities and equity shares €m	Derivatives €m	Total €m	Netting and offset ⁽¹⁾ €m
Republic of Ireland					
Central and local government	51	-	-	51	-
Manufacturing	752	-	21	773	10
Construction	624	-	-	624	25
Finance	4,837	8	712	5,557	2
Service industries and business activities	5,876	-	99	5,975	73
Agriculture, forestry and fishing	863	-	1	864	36
Property	12,561	-	150	12,711	6
Individuals					
Home mortgages	20,707	-	-	20,707	1
Other	1,107	-	-	1,107	-
Interest accruals	34	-	-	34	-
Total Republic of Ireland	47,412	8	983	48,403	153
UK					
Manufacturing	116	-	-	116	-
Construction	7	-	-	7	-
Finance	7	-	-	7	-
Service industries and business activities	153	-	-	153	-
Property	2,274	-	-	2,274	-
Individuals					
Other	3	-	-	3	-
Interest accruals	1	-	-	1	-
Total UK	2,561	-	-	2,561	-
Total					
Central and local government	51	-	-	51	-
Manufacturing	868	-	21	889	10
Construction	631	-	-	631	25
Finance	4,844	8	712	5,564	2
Service industries and business activities	6,029	-	99	6,128	73
Agriculture, forestry and fishing	863	-	1	864	36
Property	14,835	-	150	14,985	6
Individuals					
Home mortgages	20,707	-	-	20,707	1
Other	1,110	-	-	1,110	-
Interest accruals	35	-	-	35	-
	49,973	8	983	50,964	153

⁽¹⁾ This column shows the amount by which the Group's credit risk exposures is reduced through arrangements, such as master netting agreements, which give the Group a legal right to set-off the financial asset against a financial liability due to the same counterparty. In addition, the Group holds collateral in respect of individual loans and advances to banks and customers. This collateral includes mortgages over property (both personal and commercial); charges over business assets such as plant, inventories and trade receivables; and guarantees of lending from parties other than the borrower. The Group obtains collateral in the form of securities in reverse repurchase agreements. Cash and securities are received as collateral in respect of derivative transactions.

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

23. Risk management - credit risk (continued)

Credit risk assets by industry and geography (continued)

2013	Bank				Netting and offset ⁽¹⁾ €m
	Gross loans and advances to banks and customers €m	Debt securities and equity shares €m	Derivatives €m	Total €m	
Republic of Ireland					
Central and local government	67	-	-	67	-
Manufacturing	699	-	20	719	10
Construction	537	-	-	537	25
Finance	8,385	10,517	549	19,451	-
Service industries and business activities	4,994	2	112	5,108	70
Agriculture, forestry and fishing	1,065	-	3	1,068	35
Property	11,659	-	30	11,689	6
Individuals					
Home mortgages	20,163	-	-	20,163	-
Other	869	-	-	869	1
Interest accruals	39	-	-	39	-
Total Republic of Ireland	48,477	10,519	714	59,710	147
UK					
Manufacturing	80	-	-	80	-
Construction	5	-	-	5	-
Finance	10	-	-	10	-
Service industries and business activities	193	-	-	193	-
Property	1,916	-	-	1,916	-
Individuals					
Other	1	-	-	1	-
Interest accruals	4	-	-	4	-
Total UK	2,209	-	-	2,209	-
Total					
Central and local government	67	-	-	67	-
Manufacturing	779	-	20	799	10
Construction	542	-	-	542	25
Finance	8,395	10,517	549	19,461	-
Service industries and business activities	5,187	2	112	5,301	70
Agriculture, forestry and fishing	1,065	-	3	1,068	35
Property	13,575	-	30	13,605	6
Individuals					
Home mortgages	20,163	-	-	20,163	-
Other	870	-	-	870	1
Interest accruals	43	-	-	43	-
	50,686	10,519	714	61,919	147

⁽¹⁾ This column shows the amount by which the Group's credit risk exposures is reduced through arrangements, such as master netting agreements, which give the Group a legal right to set-off the financial asset against a financial liability due to the same counterparty. In addition, the Group holds collateral in respect of individual loans and advances to banks and customers. This collateral includes mortgages over property (both personal and commercial); charges over business assets such as plant, inventories and trade receivables; and guarantees of lending from parties other than the borrower. The Group obtains collateral in the form of securities in reverse repurchase agreements. Cash and securities are received as collateral in respect of derivative transactions.

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

23. Risk management - credit risk (continued)

Credit risk assets by industry and geography (continued)

2012	Bank				
	Gross loans and advances to banks and customers €m	Debt securities and equity shares €m	Derivatives €m	Total €m	Netting and offset ⁽¹⁾ €m
Republic of Ireland					
Central and local government	51	-	-	51	-
Manufacturing	750	-	22	772	10
Construction	623	-	-	623	25
Finance	6,272	11,087	687	18,046	-
Service industries and business activities	5,875	-	105	5,980	73
Agriculture, forestry and fishing	863	-	1	864	36
Property	12,560	-	165	12,725	6
Individuals	-	-	-	-	-
Home mortgages	20,707	-	-	20,707	1
Other	1,105	-	-	1,105	-
Interest accruals	34	-	-	34	-
Total Republic of Ireland	48,840	11,087	980	60,907	151
UK					
Manufacturing	116	-	-	116	-
Construction	7	-	-	7	-
Finance	7	-	-	7	-
Service industries and business activities	153	-	-	153	-
Property	2,274	-	-	2,274	-
Individuals	-	-	-	-	-
Other	3	-	-	3	-
Interest accruals	1	-	-	1	-
Total UK	2,561	-	-	2,561	-
Total					
Central and local government	51	-	-	51	-
Manufacturing	866	-	22	888	10
Construction	630	-	-	630	25
Finance	6,279	11,087	687	18,053	-
Service industries and business activities	6,028	-	105	6,133	73
Agriculture, forestry and fishing	863	-	1	864	36
Property	14,834	-	165	14,999	6
Individuals	-	-	-	-	-
Home mortgages	20,707	-	-	20,707	1
Other	1,108	-	-	1,108	-
Interest accruals	35	-	-	35	-
	51,401	11,087	980	63,468	151

⁽¹⁾ This column shows the amount by which the Group's credit risk exposures is reduced through arrangements, such as master netting agreements, which give the Group a legal right to set-off the financial asset against a financial liability due to the same counterparty. In addition, the Group holds collateral in respect of individual loans and advances to banks and customers. This collateral includes mortgages over property (both personal and commercial); charges over business assets such as plant, inventories and trade receivables; and guarantees of lending from parties other than the borrower. The Group obtains collateral in the form of securities in reverse repurchase agreements. Cash and securities are received as collateral in respect of derivative transactions.

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS *for the year ended 31 December 2013*

23. Risk management – credit risk (continued)

Credit risk mitigation

Approaches and methodologies

The Group employs a number of structures and techniques to mitigate credit risk. Netting of debtor and creditor balances is undertaken in accordance with relevant regulatory and internal policies. Exposure on over-the-counter derivative and secured financing transactions is further mitigated by the exchange of financial collateral and the use of market standard documentation. Further mitigation may be undertaken in a range of transactions, from retail mortgage lending to large wholesale financing. This can include: structuring a security interest in a physical or financial asset; use of credit derivatives, including credit default swaps, credit-linked debt instruments and securitisation structures; and use of guarantees and similar instruments (for example, credit insurance) from related and third parties. Such techniques are used in the management of credit portfolios, typically to mitigate credit concentrations in relation to an individual obligor, a borrower group or a collection of related borrowers.

The use and approach to credit risk mitigation varies by product type, customer and business strategy. Minimum standards applied across the Group cover:

- The suitability of qualifying credit risk mitigation types and any conditions or restrictions applicable to those mitigants;
- The means by which legal certainty is to be established, including required documentation, supportive independent legal opinions and all necessary steps required to establish legal rights;
- Acceptable methodologies for initial and any subsequent valuations of collateral and the frequency with which collateral is to be revalued and the use of collateral haircuts;
- Actions to be taken in the event that the value of mitigation falls below required levels;
- Management of the risk of correlation between changes in the credit risk of the customer and the value of credit risk mitigation;
- Management of concentration risks, for example, by setting thresholds and controls on the acceptability of credit risk mitigants and on lines of business that are characterised by a specific collateral type or structure; and
- Collateral management to ensure that credit risk mitigation remains legally effective and enforceable.

Secured portfolios

Within its secured portfolios, the Group has recourse to various types of collateral and other credit enhancements to mitigate credit risk and reduce the loss to the Group arising from the failure of a customer to meet its obligations. These include: cash deposits; charges over residential and commercial property, debt securities and equity shares; and third-party guarantees. The existence of collateral may affect the pricing of a facility and its regulatory capital requirement. When a collateralised financial asset becomes impaired, the impairment charge directly reflects the realisable value of collateral and any other credit enhancements.

Corporate exposures

The type of collateral taken by the Group's commercial and corporate businesses and the manner in which it is taken will vary according to the activity and assets of the customer.

- *Physical assets* - These include business assets such as stock, plant and machinery, vehicles, ships and aircraft. In general, physical assets qualify as collateral only if they can be unambiguously identified, located or traced, and segregated from uncharged assets. Assets are valued on a number of bases according to the type of security that is granted.
- *Real estate* - The Group takes collateral in the form of real estate, which includes residential and commercial properties. The loan amount will typically exceed the market value of the collateral at origination date. The market value is defined as the estimated amount for which the asset could be sold in an arms length transaction by a willing seller to a willing buyer.
- *Receivables* - When taking a charge over receivables, the Group assesses their nature and quality and the borrower's management and collection processes. The value of the receivables offered as collateral will typically be adjusted to exclude receivables that are past their due dates.

The security charges may be floating or fixed, with the type of security likely to impact: (i) the credit decision; and (ii) the potential loss upon default. In the case of a general charge such as a mortgage debenture, balance sheet information may be used as a proxy for market value if the information is deemed reliable.

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

23. Risk management – credit risk (continued)

Credit risk mitigation (continued)

Corporate exposures (continued)

The Group does not recognise certain asset classes as collateral: for example, short leasehold property and equity shares of the borrowing company. Collateral whose value is correlated to that of the obligor is assessed on a case-by-case basis and, where necessary, over-collateralisation may be required.

The Group uses industry standard loan and security documentation wherever possible. Non-standard documentation is typically prepared by external lawyers on a case-by-case basis. The Group's business and credit teams are supported by in-house specialist documentation teams.

The existence of collateral has an impact on provisioning. Where the Group no longer expects to recover the principal and interest due on a loan in full or in accordance with the original terms and conditions, it is assessed for impairment. If exposures are secured, the current net realisable value of the collateral will be taken into account when assessing the need for a provision. No impairment provision is recognised in cases where all amounts due are expected to be settled in full on realisation of the security.

Residential Mortgages

At 31 December 2013 the Group residential mortgage portfolio totalled €20.1bn which represents a decline of 2.9% from €20.7bn at 31 December 2012.

The table below shows how the steep property value correction has affected the distribution of residential mortgages by loan-to-value ("LTV") (indexed). LTV is based upon gross loan amounts and, whilst including defaulted loans, does not account for impairments already taken.

Residential mortgages – distribution by average LTV ⁽¹⁾ indexed	Group	
	2013	2012
	%	%
<=50%	29.9	37.5
>50% and <=60%	6.0	5.1
>60% and <=70%	6.0	5.0
>70% and <=80%	6.2	5.1
>80% and <=90%	6.6	5.3
>90% and <=100%	5.9	5.0
>100%	39.4	37.0
Total portfolio average LTV at 31 December	84.6	86.9
Average LTV on new originations during the year	72.9	75.8

(1) The above table uses unweighted LTV averages calculated by transaction volume.

The table below details residential mortgages three months or more in arrears (by volume):

Personal	Group	
	2013	2012
	%	%
Mortgages	13.8	15.0

Collateral and other credit enhancements received

Ulster Bank's financial performance continues to be overshadowed by the challenging economic climate in Ireland, with impairments remaining elevated in the wholesale bank as a result of limited liquidity in the economy which continues to depress the property market and domestic spending, resulting in a substantial proportion of the Group's commercial real estate portfolio in excess of 100% LTV. The commercial real estate portfolio is actively managed by non-core of which €9.0bn is categorised Risk Elements in Lending ("REIL") with a provision coverage of 86% (2012: 59%). Additionally in Q4, the move to an accelerated recovery strategy for loans transferring to RBS RCR due to the forecast reduction in asset value recovery arising from the deleverage strategy has resulted in substantial uplift in provisions at year end.

Non-performing corporate loans (excluding commercial real estate)	2013		2012	
	Loans	Provisions	Loans	Provisions
	€m	€m	€m	€m
Secured	3,340	2,476	410	226
Unsecured	261	193	3,356	1,487

The movement between secured and unsecured non-performing corporate loans between 2012 and 2013 is driven by increased provisioning resulting from RCR. As the assets have been impaired to spot market value they have become fully secured and only the overdrafts element of corporate lending remains unsecured.

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

23. Risk management – credit risk (continued)

Retail exposures

All borrowing applications, whether secured or not, are subject to appropriate credit risk underwriting processes including affordability assessments. Pricing is typically higher on unsecured than secured loans. For secured loans, pricing will typically vary by LTV: higher LTV products are typically subject to higher interest rates commensurate with the associated risk.

The value of a property intended to secure a mortgage is assessed during the loan underwriting process using industry standard methodologies. Property values supporting home equity lending reflect either an individual appraisal or valuations generated by statistically valid automated valuation models. Property values are updated each quarter using the Central Statistics Office Residential Property Price Index.

The existence of collateral has an impact on provisioning levels. Once a secured loan is classified as non-performing, the present realisable value of the underlying collateral and the costs associated with repossession are used to estimate the provision required.

The tables below shows period-end weighted LTVs for the Group's residential mortgage portfolio split between performing and non-performing:

	2013	2012
	€m	€m
Non-performing residential mortgages by average loan to value (LTV)		
<70%	417	558
>70% and <=90%	332	351
>90% and <=110%	393	387
>110% and <=130%	531	468
>130%	2,082	2,117
<hr/>		
Total portfolio average by LTV by value	131.0%	132.5%

	2013	2012
	€m	€m
Performing residential mortgages by average loan to value (LTV)		
<70%	3,862	3,932
>70% and <=90%	2,346	2,076
>90% and <=110%	2,423	2,247
>110% and <=130%	2,592	2,552
>130%	5,171	6,009
<hr/>		
Total portfolio average by LTV by value	105.0%	109.5%

Aside from the lending portfolios, the Group receives collateral and other credit enhancements on other financial assets on its balance sheet as detailed in the following table.

	2013	2012
	€m	€m
Derivative assets gross exposure	31	32

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS *for the year ended 31 December 2013*

23. Risk management (continued)

Regulatory risk

Regulatory risk is the risk of material loss or liability, legal or reputational sanctions, or reputational damage, arising from the failure to comply with (or adequately plan for changes to) relevant official sector policy, laws, regulations, or major industry standards, in any location in which the Group operates.

The Group maintains well-established policies and supporting processes to ensure timely identification of, and effective responses to, changes in official sector requirements impacting the Group. RBS Group Regulatory Affairs underpin a range of other policies and processes that address on-going compliance with regulatory obligations.

The level of regulatory risk remained high during 2013, as policymakers and regulators continued to strengthen regulation and supervision in response to the events of 2007 and 2008.

Risk management and mitigation

The Group believes that maintaining a strong regulatory risk framework is fundamental to ensuring sustainable growth, rebuilding its reputation and maintaining stakeholder confidence. Key components of the framework are noted below:

- The early identification and effective management of changes in legislation and regulation as well as other requirements that may affect the Group are critical to the successful mitigation of regulatory risk.
- RBS Regulatory Affairs ensures all relevant parties are made aware of appropriate governance and reporting of all material regulatory reviews, investigations and upstream regulatory developments.
- There is timely communication of regulatory developments and follow-up engagement with client-facing businesses and functions, helping them identify and execute any required mitigating changes to strategy or business models.

Key regulatory policies are kept under annual review. Each incorporates a risk appetite statement, relevant benchmarking activity against peer banks and an end-to-end review and mapping of the upstream risk management process.

Reputational risk

Reputational risk is the risk of brand damage and/or financial loss due to a failure to meet stakeholders' expectations of the Group's conduct and performance. Stakeholders include customers, investors, rating agencies, employees, suppliers, government, politicians, regulators, special interest groups, consumer groups, media and the general public. Brand damage can be detrimental to the business in a number of ways, including an inability to build or sustain business relationships, low staff morale or reduced access to funding sources.

The Group has put the focus on serving customers well at the heart of its strategic objectives that, combined with a safe and sound bank, will build a culture and reputation in line with our stakeholder expectations. There are still legacy issues to work through, but dealing with them in an open and direct manner is a necessary part of the ability to move forward.

Risk management and mitigation

The Group's reputational risk management framework is aligned with its strategic objectives, its risk appetite and its focus on servicing customers. It is designed to embed, at different points of decision-making processes, a series of customer-related and reputational filters and controls that examine products, services and activities through the lens of sustainability, transparency and fairness.

The Board has ultimate responsibility for managing the Group's reputation, though all parts of the Group have responsibility for any reputational impact arising from their operations.

Several of the Group policies address key sources of reputational risk. These policies are implemented in accordance with the Group Policy Framework. The effectiveness of these policies is reported through the Control Environment Certification process semi-annually. Reputational aspects also form a core part of the RBS conduct risk framework, with a series of enhanced policies being developed in line with the Group's conduct risk appetite.

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS *for the year ended 31 December 2013*

23. Risk management (continued)

Conduct risk

Conduct risk is the risk that the conduct of the Group and its staff towards its customers, or within the markets in which it operates, leads to reputational damage and/or financial loss by breaching regulatory rules or laws, or failing to meet customers' or regulators' expectations of the Group. Activities through which conduct risk may arise include: personal account dealing; privacy and data protection; conflicts of interest and product design.

Conduct risk exists at all stages of the Group's relationships with its customers and regulators, from the development of its business strategies, through to governance arrangements and post-sales processes. Specific activities from which conduct risk may arise include: product design, marketing and sales; complaint handling; staff training and competence; handling of confidential and non-public price sensitive information; anti-money laundering; sanctions adherence; and bribery and corruption.

Effective conduct risk management is not only a commercial imperative for the Group; customers, clients and counterparties demand it as a precursor to building trust. It also reflects the changing regulatory environment.

The RBS Group's Compliance function manages conduct risk facing the Group, including anti-money laundering (AML); sanctions and terrorist financing; and anti-bribery and corruption. Mitigation of conduct risk is driven by the Group's business areas and the Accountable Executive is responsible for the design, implementation and maintenance of an effective management framework to enable consistent identification, assessment, management, monitoring and reporting of conduct risk.

Operational risk

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and systems, or from external events. It arises from day-to-day operations and is relevant to every aspect of the Group's business.

The objective of operational risk management is not to remove operational risk altogether, but to manage it to an acceptable level, taking into account the cost of minimising the risk against the resultant reduction in exposure. Strategies to manage operational risk include avoidance, transfer, acceptance and mitigation by controls.

In 2013, the Group continued to make good progress in enhancing its operational risk framework and risk management capabilities.

The standards, which are incorporated in the Group Policy Framework, provide the direction for delivering effective operational risk management and are designed to allow the consistent identification, assessment, management, monitoring and reporting of operational risk across the Group.

Operational risk appetite, policy and frameworks are tabled regularly at the Executive Risk Committee to satisfy oversight responsibilities and, as appropriate, to other senior committees.

Sovereign risk

The Group's sovereign portfolio comprises central governments, central banks and sub-sovereigns such as local authorities, primarily in the Group's key market in the Republic of Ireland. Exposure predominantly comprises cash balances placed with central banks such as the Central Bank of Ireland and the Bank of England and consequently the asset quality of this portfolio is high. Exposure to sovereigns fluctuates according to the Group's liquidity requirements and cash positions, which determine the level of cash placed with central banks.

Pension risk

The Group is exposed to risk from its defined benefit pension schemes to the extent that the assets of the schemes do not fully match the timing and amount of the schemes' liabilities. Pension scheme liabilities vary with changes to long-term interest rates, inflation, pensionable salaries and the longevity of scheme members as well as changes in legislation. Ultimate responsibility for the Group's pension schemes is separate from Group management. The Group is exposed to the risk that the market value of the schemes' assets, together with future returns and any additional future contributions could be considered insufficient to meet the liabilities as they fall due. In such circumstances, the Group could be obliged, or may choose, to make additional contributions to the schemes or be required to hold additional capital to mitigate such risk.

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS *for the year ended 31 December 2013*

23. Risk management (continued)

Pension risk (continued)

The Ulster Bank Pension Scheme (Republic of Ireland) ("UBPSROI") is the largest of the schemes and the main source of pension risk. It operates under trust deeds under which the corporate trustees are wholly owned subsidiaries of the Group. The trustee boards comprise six directors selected by the Group and three directors nominated by members.

The trustee board is solely responsible for the investment of the scheme's assets which are held separately from the assets of the Group. The Group and the trustee board must agree on the investment principles and the funding plan.

In November 2009, the scheme was closed to new employees. In April 2010, the Group confirmed that it was making changes to the scheme and the Group's other defined benefit scheme, the First Active Pension Scheme ("FAPS"). For some members, the Group has limited the amount by which pensionable salary would increase in future (the "pensionable salary cap") to 2% per annum (or CPI inflation, if lower). For those who decided not to accept terms which included the pensionable salary cap, and were not in the Provident Fund sections of the schemes, the Group agreed with the trustees of the schemes a reduction in the accrual rate from 60ths to 80ths for future service, in return for improvements in future funding of the schemes. In 2012 a further contract offer was made and this has reduced the number of employees who are subject to the lower accrual rate and increased the number subject to the pensionable earnings cap.

During 2013, new funding agreements were put in place for the UBPSROI and FAPS under the revised Minimum Funding Standard framework which came into place in 2013 in the Republic of Ireland. These have resulted in funding plans requiring contributions for UBPSROI of €16.9m p.a. until 2023 and for FAPS of €6.8m p.a. until 2020 (in both cases increasing in line with inflation each year). For both schemes contingent asset arrangements have been put in place to cover the Risk Reserve requirements arising under the Minimum Funding Standard framework.

Risk appetite and investment policy are agreed by the trustees with quantitative and qualitative input from the scheme actuaries and investment advisers. The trustees also consult with the Group to obtain its view on the appropriate level of risk within the pension funds. The Group independently monitors risk within its pension funds as part of the Internal Capital Adequacy Assessment Process.

The schemes are invested in diversified portfolios of quoted and private equity, government and corporate fixed-interest and index-linked bonds, and other assets including property, derivatives and hedge funds.

Pension risk is the risk to the Group caused by its contractual or other liabilities to, or with respect to, its pension schemes, whether established for its employees or for those of a related company or otherwise.

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

24. Capital resources

The following table analyses the Group's regulatory capital resources at 31 December:

	2013 €m	2012 ⁽¹⁾ €m	2011 ⁽¹⁾ €m
Shareholders' equity (excluding non-controlling interests)	4,611	8,223	7,222
<i>Non-controlling interests</i>	-	-	-
Non-controlling interests per balance sheet	31	24	23
Other adjustments to non-controlling interests for regulatory purposes	(31)	(24)	(23)
<i>Regulatory adjustments and deductions</i>	(119)	(3,051)	(2,667)
Defined benefit pension adjustment	218	(92)	(53)
Unrealised losses on AFS debt securities	-	-	(1)
Other adjustments for regulatory purposes	(334)	(64)	(113)
50% excess of expected losses over impairment provisions (net of tax)	(3)	(1,873)	(1,691)
Excess on Tier 2 deduction taken to Tier 1	-	(1,022)	(809)
Core tier 1 capital	4,492	5,172	4,555
<i>Deductions</i>	(18)	-	-
50% of material holdings	(18)	-	-
Total tier 1 capital	4,474	5,172	4,555
<i>Qualifying tier 2 capital</i>	811	851	882
Undated subordinated debt	114	115	114
Dated subordinated debt – net of amortisation	697	736	761
Collectively assessed impairment provisions	-	-	7
<i>Tier 2 deductions</i>	(21)	(851)	(882)
50% of material holdings	(18)	-	-
50% excess of expected losses over impairment provisions	(3)	(1,873)	(1,691)
Excess on Tier 2 deduction taken to Tier 1	-	1,022	809
Total tier 2 capital	790	-	-
Total regulatory capital	5,264	5,172	4,555
Key capital ratios	%	%	%
Tier 1	11.5	11.4	10.3
Total capital	13.6	11.4	10.3
Risk weighted assets by risk			
Credit risk	35,876	41,252	40,809
Counterparty risk	592	2,122	1,657
Market risk	577	181	309
Operational risk	1,741	1,735	1,616
Risk weighted assets	38,786	45,290	44,391

(1) The Group's capital resource position is reported as at a specific point in time. As such there is no restatement of the position at 31 December 2012 or 2011.

In the management of capital resources, the Group is governed by the Ulster Bank Group and RBS Group policies which are to maintain a strong capital base, to expand it as appropriate and to utilise it efficiently throughout its activities to optimise the return to shareholders while maintaining a prudent relationship between the capital base and the underlying risks of the business.

In carrying out these policies the Group has regard to and has complied with the supervisory requirements of the CBI. The CBI uses Risk Asset Ratio ("RAR") as a measure of capital adequacy for the Republic of Ireland banks, comparing a bank's capital resources with its risk-weighted assets (the assets and off-balance sheet exposures are 'weighted' to reflect the inherent credit and other risks). By international agreement, the RAR should not be less than 8% with a Tier 1 component of not less than 4%.

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

25. Memorandum items

Contingent liabilities and commitments

The amounts shown in the table below are intended only to provide an indication of the volume of business outstanding at 31 December 2013. Although the Group is exposed to credit risk in the event of non-performance of the obligations undertaken by customers, the amounts shown do not, and are not intended to, provide any indication of the Group's expectation of future losses.

	Group and Bank	
	2013	2012
	€m	€m
Contingent liabilities:		
Guarantees and assets pledged as collateral security	211	285
Other contingent liabilities	233	241
	444	526
Commitments:		
Documentary credits and other short-term trade related transactions	3	8
Commitments to lend:		
less than one year	1,654	1,620
one year and over	1,217	1,141
	2,874	2,769

Banking commitments and contingent obligations, which have been entered into on behalf of customers and for which there are corresponding obligations from customers, are not included in assets and liabilities. The Group's maximum exposure to credit loss, in the event of non-performance by the other party and where all counterclaims, collateral or security proves valueless, is represented by the contractual nominal amount of these instruments included in the table. These commitments and contingent obligations are subject to the Group's normal credit approval processes and any potential loss is taken into account in assessing provisions for bad and doubtful debts in accordance with the Group's provisioning policy.

Contingent liabilities

Guarantees - the Group gives guarantees on behalf of customers. A financial guarantee represents an irrevocable undertaking that the Group will meet a customer's obligations to third parties if the customer fails to do so. The maximum amount that the Group could be required to pay under a guarantee is its principal amount as disclosed in the table above. The Group expects most guarantees it provides to expire unused.

Other contingent liabilities - these include standby letters of credit, supporting customer debt issues and contingent liabilities relating to customer trading activities such as those arising from performance and customs bonds, warranties and indemnities.

Commitments

Commitments to lend - under a loan commitment the Group agrees to make funds available to a customer in the future. Loan commitments, which are usually for a specified term may be unconditionally cancellable or may persist, provided all conditions in the loan facility are satisfied or waived. Commitments to lend include commercial standby facilities and credit lines, liquidity facilities to commercial paper conduits and unutilised overdraft facilities.

Other commitments - these include documentary credits, which are commercial letters of credit providing for payment by the Group to a named beneficiary against presentation of specified documents, forward asset purchases, forward deposits placed and undrawn note issuance and revolving underwriting facilities, documentary credits and other short-term trade related transactions.

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

25. Memorandum items (continued)

Contingent liabilities and commitments (continued)

Regulatory enquiries and investigations - in the normal course of business the Group and its subsidiaries co-operate with regulatory authorities in various jurisdictions in their enquiries or investigations into alleged or possible breaches of regulations.

Additional contingent liabilities arise in the normal course of the Group's business. It is not anticipated that any material losses will arise from these transactions.

The Bank has given guarantees under Section 17 of the Companies (Amendment) Act, 1986 of the Republic of Ireland in respect of:

Cuvia Finance Limited	The RBS Group Ireland Retirement Savings Trustee Limited
Danroc Limited	UB SIG (ROI) Limited
Easycash (Ireland) Limited	UIF Finance Company
First Active Insurance Services Limited	Ulster Bank Group Treasury Limited
First Active Investments No.4 Limited	Ulster Bank Investment Funds Limited
GMM Property Limited	Ulster Bank Wealth
GRG Real Estate Asset Management (Republic of Ireland) Limited	Ulster Bank Wealth Nominees Limited
Hume Street Nominees Limited	Ulster International Finance
Meritvale Limited	Walter Property Limited
Norgay Property Limited	West Register (Republic of Ireland) Property Limited

Contractual obligations for future expenditure not provided in the financial statements

The following table shows contractual obligations for future expenditure not provided for in the financial statements at the year end:

	Group		Bank	
	2013 €m	2012 €m	2013 €m	2012 €m
Contracts to purchase goods or services	8	5	8	5

Litigation and investigations

The Group is involved in litigation, investigations and reviews in the Republic of Ireland. Other than as set out below, the litigation involves claims by and against Group companies which arise in the ordinary course of business. No material adverse effect on the net assets of the Group is expected to arise from the ultimate resolution of these claims. The material litigation, investigations and reviews involving the Group are described below. These matters could, individually or in the aggregate have a material adverse effect on the Group's consolidated net assets, operating results or cash flows in any particular period.

Taggart litigation

Two former shareholders of the Taggart group of companies have issued proceedings against Ulster Bank Limited ("UBL") and the Group in Northern Ireland alleging that breach of contract and misrepresentation by the Group led to the administration of the group of companies and resulted in shareholder losses. The amount of the claim is c.£85m. The Group considers that it has substantial and credible legal and factual defenses and will defend the claim vigorously.

Interest rate hedging products

In June 2012, following an industry wide review, the FSA announced that the RBS Group and other UK banks had agreed to a redress exercise and past business review in relation to the sale of interest rate hedging products to some small and medium sized businesses who were classified as retail clients under FSA rules. On 31 January 2013, the FSA issued a report outlining the principles to which it wishes the RBS Group and other UK banks to adhere in conducting the review and redress exercise.

In 2013 the regulatory focus in the Republic of Ireland also moved on to the sale of interest rate hedging products. Ulster Bank Ireland Group (which is not subject to the UK regulatory review) engaged with the CBI and is carrying out a review of interest rate hedging products sold in the Republic of Ireland in the period 2001 to 2012.

Ulster Bank Ireland Group has provided €59m (2012: €12m) in respect of this matter. As the actual amount that the Group will be required to pay, if any, will depend on the facts and circumstances of each case, there is no certainty as to the eventual costs of redress.

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

25. Memorandum items (continued)

Contingent liabilities and commitments (continued)

Technology incident in June 2012

On 19 June 2012 the RBS Group, including the Group, was affected by a technology incident, as a result of which the processing of certain customer accounts and payments was subject to considerable delay. The cause of the incident has been investigated by independent external counsel with the assistance of third party advisors. The Group has agreed to reimburse customers for any loss suffered as a result of the incident. The CBI has initiated an investigation into the incident and the Group is cooperating with this investigation.

Tomlinson Report

On 25 November 2013 a report by Lawrence Tomlinson, entrepreneur in residence at the UK Government's Department for Business Innovation and Skills, was published ("Tomlinson Report"). The Tomlinson Report was critical of the Global Restructuring Group, a division of both RBS Group and Ulster Bank Ireland Group, with regard to the treatment of small to medium enterprises. The Tomlinson Report has been passed to the PRA and FCA. On 29 November 2013, the FCA announced that an independent skilled person will be appointed under Section 166 of the Financial Services and Markets Act to review the allegations in the report. On 17 January 2014, Promontory Financial Group and Mazars were appointed as the skilled person. The RBS Group will fully cooperate with the FCA in its investigation.

In response to the Tomlinson Report, the RBS Group has instructed Clifford Chance to conduct an independent review of the principal allegation made in the Tomlinson Report: the Global Restructuring Group was alleged to be culpable of systemic and institutional behaviour in artificially distressing otherwise viable businesses and through that putting businesses into insolvency. Clifford Chance is due to report during the first quarter of 2014.

Ulster Bank Ireland Limited has instructed Mason Hayes and Curran Solicitors in the Republic of Ireland to assist Clifford Chance in relation to its investigation of the principal allegations in the Tomlinson report in the Republic of Ireland.

26. Net cash flow from operating activities

	Group			Bank		
	2013	Restated 2012	Restated 2011	2013	Restated 2012	Restated 2011
	€m	€m	€m	€m	€m	€m
Operating loss before tax	(4,281)	(2,138)	(2,813)	(4,552)	(2,093)	(2,947)
Depreciation, amortisation and impairment of property, plant and equipment	35	33	23	34	30	20
Gain on redemption of own debt	(281)	-	(291)	-	-	-
Interest on subordinated liabilities	24	32	35	10	19	19
Charge for defined benefit pension scheme	30	20	25	30	20	25
Cash contribution to defined benefit pension schemes	(40)	(47)	(42)	(40)	(47)	(42)
Loan impairment provisions net of recoveries	4,130	2,311	3,235	4,130	2,311	3,235
Impairment of investment in Group undertakings	-	-	-	6	-	-
Elimination of foreign exchange differences	58	14	32	106	8	34
Other non-cash items	(131)	(250)	(239)	(118)	(255)	(264)
Net cash flow from trading activities	(456)	(25)	(35)	(394)	(7)	80
Decrease in loans and advances to banks and customers	2,569	1,964	1,669	1,763	1,797	497
Decrease in debt securities	-	22	15	571	1,490	2,703
Increase in other assets	(5)	(61)	(19)	(14)	(67)	(43)
Decrease/(increase) in derivative assets	263	262	(88)	266	145	(81)
Changes in operating assets	2,827	2,187	1,577	2,586	3,365	3,076
Decrease in deposits by banks and customers	(183)	(3,966)	(5,367)	(1,522)	(5,460)	(9,581)
(Decrease)/increase in debt securities in issue	(208)	(186)	(361)	(32)	20	(175)
(Decrease)/increase in other liabilities	(54)	(28)	8	(58)	(22)	34
(Decrease)/increase in derivative liabilities	(356)	(413)	29	(346)	(249)	64
Changes in operating liabilities	(801)	(4,593)	(5,691)	(1,958)	(5,711)	(9,658)
Total taxes received/(paid)	6	(54)	40	6	(52)	15
Net cash flow from operating activities	1,576	(2,485)	(4,109)	240	(2,405)	(6,487)

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

27. Interest received and paid

	Group			Bank		
	2013	2012	2011	2013	2012	2011
	€m	€m	€m	€m	€m	€m
Interest received	1,003	1,264	1,078	1,130	1,431	1,306
Interest paid	504	547	(710)	(740)	(821)	(1,056)
	499	717	368	390	610	250

28. Analysis of changes in financing during the year

	Group and Bank								
	Share capital and share premium			Capital contribution reserve			Subordinated liabilities		
	2013	2012	2011	2013	2012	2011	2013	2012	2011
	€m	€m	€m	€m	€m	€m	€m	€m	€m
At 1 January	4,734	4,734	4,734	12,485	9,127	4,512	956	946	934
Net cash inflows from financing	-	-	-	982	3,358	4,615	-	-	-
Currency translation and other adjustments	-	-	-	-	-	-	3	10	12
At 31 December	4,734	4,734	4,734	13,467	12,485	9,127	959	956	946

29. Analysis of cash and cash equivalents

	Group			Bank		
	2013	2012	2011	2013	2012	2011
	€m	€m	€m	€m	€m	€m
At 1 January						
Cash	221	272	279	221	272	279
Cash equivalents	3,904	2,998	3,633	2,846	1,845	3,559
	4,125	3,270	3,912	3,067	2,117	3,838
Net cash inflow/(outflow)	1,311	832	(644)	1,229	929	(1,723)
Effect of exchange rate changes on cash and cash equivalents	(18)	23	2	(51)	21	2
At 31 December	5,418	4,125	3,270	4,245	3,067	2,117

Comprising:

Cash and balances at central banks	291	221	272	291	221	272
Loans and advances to banks and debt securities	5,127	3,904	2,998	3,954	2,846	1,845

30. Divisional analysis

The Group operates in the financial services industry in the Republic of Ireland and the United Kingdom and provides an integrated service to its customers. The directors manage the Group primarily by class of business and present the divisional analysis on that basis. Divisions charge market prices for services rendered to other parts of the Group; funding charges between divisions are determined by Group Treasury, having regard to commercial demands.

The Group reports on a divisional basis as follows:

Retail Banking provides loan and deposit products through a network of branches and direct channels.

Corporate Banking provides services to business and corporate customers.

Both Retail and Corporate Banking are supported by business services, finance, human resources and other head office functions.

Other comprises Non-Core and Central functions. Non-Core consists of assets that the Group intends to run off or dispose of. Central functions comprise Group and corporate functions such as treasury, funding and finance, risk management, legal, communications and human resources.

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

30. Divisional analysis (continued)

Divisional information by class of business and geographical area is set out below:

Class of Business	Total income			Operating expenses before depreciation	Depreciation and amortisation	Impairment losses	Operating loss before tax
	Net interest income	Non-interest income	Total				
2013	€m	€m	€m	€m	€m	€m	€m
Retail Banking	257	104	361	(107)	-	(274)	(20)
Corporate Banking	172	104	276	(121)	-	(1,538)	(1,383)
Other	143	291	434	(351)	(20)	(2,941)	(2,878)
Total	572	499	1,071	(579)	(20)	(4,753)	(4,281)

Class of Business	Total income			Operating expenses before depreciation	Depreciation and amortisation	Impairment losses	Operating loss before tax
	Net interest income	Non-interest income	Total				
Restated 2012	€m	€m	€m	€m	€m	€m	€m
Retail Banking	256	46	302	(102)	-	(818)	(618)
Corporate Banking	226	107	333	(106)	-	(717)	(490)
Other	152	99	251	(357)	(22)	(902)	(1,030)
Total	634	252	886	(565)	(22)	(2,437)	(2,138)

Class of Business	Total income			Operating expenses before depreciation	Depreciation and amortisation	Impairment losses	Operating loss before tax
	Net interest income	Non-interest income	Total				
Restated 2011	€m	€m	€m	€m	€m	€m	€m
Retail Banking	302	61	363	(92)	(1)	(684)	(414)
Corporate Banking	333	88	421	(98)	(2)	(746)	(425)
Other	78	273	351	(322)	(20)	(1,983)	(1,974)
Total	713	422	1,135	(512)	(23)	(3,413)	(2,813)

Class of Business	2013		Restated 2012		Restated 2011	
	Assets	Liabilities	Assets	Liabilities	Assets	Liabilities
	€m	€m	€m	€m	€m	€m
Retail Banking	18,967	7,937	19,544	8,707	20,548	7,916
Corporate Banking	7,783	8,530	10,025	12,566	11,931	11,374
Other	8,625	14,266	11,310	11,649	12,145	18,113
Total	35,375	30,733	40,879	32,922	44,624	37,403

Geographical divisions	2013			Restated 2012			Restated 2011		
	ROI	UK	Total	ROI	UK	Total	ROI	UK	Total
	€m	€m	€m	€m	€m	€m	€m	€m	€m
Total Income	1,005	66	1,071	832	54	886	1,066	69	1,135
Operating loss before tax	(3,885)	(396)	(4,281)	(2,028)	(110)	(2,138)	(2,421)	(392)	(2,813)
Net Assets	3,435	1,207	4,642	6,299	1,658	7,957	5,780	1,441	7,221
Total Assets	34,028	1,347	35,375	38,835	2,044	40,879	42,663	1,961	44,624

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

31. Transactions required to be disclosed under Sections 41 and 43 of the Companies Act 1990

Transactions, agreements entered into by authorised institutions in respect of loans to persons who were directors of the Bank (or persons connected with them) at any time during the financial period were as follows:

Directors

Name of director	Principal and interest				Provision €
	As at 1 January (or date of appointment if later)	As at 31 December	Maximum liability during the year	Interest due but not yet paid	
	€	€	€	€	
J Brown ⁽¹⁾	13,449	28,845	54,485	-	-
S Dorgan ⁽¹⁾	8,092	6,199	9,973	-	-
E Gleeson ⁽¹⁾	302	346	3,706	-	-
P Nolan ⁽¹⁾	-	-	1,281	-	-
D O'Shea ⁽¹⁾	639,049	602,414	639,244	-	-
P Stanley ⁽¹⁾	69	-	506	-	-

(1) Personal & mortgage loans

Connected parties

As at 31 December 2013, the amounts required to be disclosed pursuant to the provisions of the Companies Act 1990 (as amended by the Companies (Amendment) Act 2009) or the CBI are €374,554. The maximum liability during the year was €395,793.

There were no guarantees, security or arrangements involving a guarantee or security entered into by authorised institutions in the Group in respect of guarantees to persons who were directors of the Bank (or persons connected with them) at any time during the financial period.

At 31 December 2013, the total amount outstanding under any arrangement by the Bank with any director or person connected to a director was less than 10% of the Bank's total assets.

There were no amounts outstanding at 31 December 2013 (2012: €nil) in respect of loans made to directors by subsidiary undertakings which were not authorised institutions.

32. Directors' and secretaries' interest in shares

	RBS Group							
	As at 1 January 2013 (or date of appointment if later)				As at 31 December 2013			
	Ordinary Shares of Stg 100p each				Ordinary Shares of Stg 100p each			
	Ordinary Shares	Options*	Long Term Incentive Awards**	Deferred Stock Awards	Ordinary Shares	Options*	Long Term Incentive Awards**	Deferred Stock Awards
R Bergin (Secretary)	12	86,173	129,951	564	12	86,173	129,951	564
S Anderson (Joint Secretary)	5,145	4,378	5,057	489	5,145	4,378	5,057	489
E Dignam (Deputy Secretary)	427	891	-	-	427	891	-	-
S Bell	274	-	-	2,679	274	-	202,553	13,165
J Brown	70,114	5,016	288,187	42,821	89,887	6,179	704,051	26,411
D O'Shea	3,665	-	-	-	3,665	-	-	-
P Stanley	-	-	-	-	-	-	66,881	-

No other current director had an interest in the shares of The Royal Bank of Scotland Group plc at 31 December 2013, at 1 January 2013 or date of appointment if later.

* Options granted may include awards under the Irish Sharesave Plan which are not subject to performance conditions and awards under the Executive Share Option Plan which are exercisable subject to the achievement of performance conditions.

** Vesting for these awards is subject to the achievement of performance conditions. Long Term Incentive Awards include awards granted under both the Long Term Incentive Plan and the Restricted Share Plan. No further awards will be granted under the Restricted Share Plan as it has been replaced by the Long Term Incentive Plan.

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

32. Directors' and secretaries' interest in shares (continued)

	Debentures	
	As at 1 January 2013 (or date of appointment if later £	As at 31 December 2013 £
Deferred Stock Awards		
R Bergin	1,733	1,733
S Anderson (Joint Secretary)	1,694	1,694
S Bell	8,040	39,211
J Brown	158,340	97,175

33. Related parties

The Bank's immediate parent company is Ulster Bank Holdings (ROI) Limited.

The Bank's ultimate holding company, and the parent of the largest group into which the Bank is consolidated, is The Royal Bank of Scotland Group plc which is incorporated in Great Britain and registered in Scotland. Copies of the consolidated financial statements for The Royal Bank of Scotland Group plc can be obtained from The Secretary, The Royal Bank of Scotland Group plc, Gogarburn, Edinburgh, EH12 1HQ.

The smallest subgroup into which the Bank is consolidated is Ulster Bank Limited, a company incorporated in Northern Ireland. Copies of the consolidated financial statements for this subgroup can be obtained from the Secretary, Ulster Bank Limited, 11-16 Donegall Square East, Belfast, BT1 5UB.

UK Government

The UK Government through HM Treasury is the ultimate controlling party of The Royal Bank of Scotland Group plc. Its shareholding is managed by UK Financial Investments Limited, a company it wholly owns and as a result, the UK Government and UK Government controlled bodies are related parties of the Group.

During the year the Group had the following transactions with related parties:

(a) Directors and key managers

At 31 December 2013, amounts advanced by the Bank were €637,804 in respect of loans to 4 persons who served as directors during the financial period.

The aggregate transactions between the Bank and its directors, key managers, their close families and companies which they control were:

	Number of directors	Number of key managers	Connected parties	Transaction €
Transactions during the year				
Loans made during the year:				
– at a commercial rate	2	-	-	45,000
Balances outstanding at the end of the year				
Loans:				
– at a commercial rate	4	5	4	1,790,932
– at a preferential rate	-	4	-	562,137
Customer accounts:				
– Savings	6	11	24	3,520,036

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

33. Related parties (continued)

(b) Related party transactions

Included in the Group and Bank's balance sheet are the following balances with related parties at the year end:

	Group		Bank	
	2013 €m	2012 €m	2013 €m	2012 €m
Assets				
Loans and advances:				
Parent companies	5,216	3,799	4,043	2,732
Key management	2	2	2	2
Other related parties, including fellow subsidiaries	548	527	14,350	14,103
	5,766	4,328	18,395	16,837
Derivatives:				
Parent companies	468	531	462	528
Total assets	6,234	4,859	18,857	17,365
Liabilities				
Deposits:				
Parent companies	3,902	3,431	3,830	3,364
Key management	4	5	4	5
Other related parties, including fellow subsidiaries	857	1,332	16,531	18,345
	4,763	4,768	20,365	21,714
Subordinated Loans:				
Parent companies	615	616	615	616
Other related parties, including fellow subsidiaries	344	340	344	340
	959	956	959	956
Derivatives:				
Parent companies	848	1,178	673	995
Total liabilities	6,570	6,902	21,997	23,665

(c) Compensation of key management

The aggregate remuneration of directors and other members of key management during the year was as follows:

	2013 €	2012 €
Short-term benefits	2,727,034	2,786,051
Long-term benefit	107,818	589,643
	2,834,852	3,375,694

34. Post balance sheet events

There have been no significant events between the year end and the date of approval of the financial statements which would require a change or additional disclosure or amendment in the financial statements.

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS *for the year ended 31 December 2013*

35. Restatement

The Group and Bank financial statements have been restated as a result of a change in accounting standards affecting how the Group accounts for its defined benefit pension schemes. IAS 19 'Employee Benefits' (revised) was implemented from 1 January 2013 and the most significant impact on the Group's reporting is the requirement to discontinue the 'corridor approach' to accounting for actuarial gains and losses. Prior to 1 January 2013, it was permissible to defer actuarial gains and losses if they did not exceed 10% of the fair value of the plan assets or the pension benefit obligation, whichever was the greater. The actuarial gain or loss could be amortised gradually over time into the income statement, this was known as the 'corridor approach'. Under IAS 19 (revised) the actuarial gains and losses are required to be immediately recognised in other comprehensive income.

Other requirements of IAS 19 include: interest cost to be calculated on the net pension liability or asset at the long-term bond rate; an expected rate of return will no longer be applied to assets; and all past service costs to be recognised immediately when a scheme is curtailed or amended.

The Group's and Bank's statements of comprehensive income, balance sheets and cash flow statements for 2012 and 2011 have been restated under the terms of IAS 19 (revised) to facilitate comparison with the 2013 financial performance. The resulting adjustments are detailed on pages 93-98.

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

35. Restatement (continued)

CONSOLIDATED INCOME STATEMENT for the year ended 31 December 2012

	Previously reported 2012 €m	Adjustment €m	Restated 2012 €m
Interest receivable	1,230	-	1,230
Interest payable	(596)	-	(596)
Net interest income	634	-	634
Fees and commission receivable	109	-	109
Fees and commission payable	(4)	-	(4)
Income from trading activities	119	-	119
Other operating income	28	-	28
Non-interest income	252	-	252
Total income	886	-	886
Operating expenses	(590)	3	(587)
Operating profit before impairment losses	296	3	299
Impairment losses on loans and advances	(2,437)	-	(2,437)
Operating loss before tax	(2,141)	3	(2,138)
Tax charge	(247)	1	(246)
Loss for the year	(2,388)	4	(2,384)
Attributable to:			
Non-controlling interests	-	-	-
Ordinary shareholders	(2,388)	4	(2,384)
	(2,388)	4	(2,384)

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME for the year ended 31 December 2012

	Previously reported 2012 €m	Adjustment €m	Restated 2012 €m
Loss for the year	(2,388)	4	(2,384)
Items that will not be reclassified subsequently to profit or loss:			
Actuarial gains/(losses) on defined benefit plans and other movements	25	(271)	(246)
Items that will be reclassified subsequently to profit or loss:			
Fair value losses on available-for-sale financial assets	(1)	-	(1)
Exchange differences on translation of foreign operations	8	-	8
Other comprehensive gain/(loss) after tax	32	(271)	(239)
Total comprehensive loss for the year	(2,356)	(267)	(2,623)
Attributable to:			
Non-controlling interests	-	-	-
Ordinary shareholders	(2,356)	(267)	(2,623)
	(2,356)	(267)	(2,623)

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

35. Restatement (continued)

BALANCE SHEETS as at 31 December 2012

	Group			Bank		
	Previously reported 2012 €m	Adjustment €m	Restated 2012 €m	Previously reported 2012 €m	Adjustment €m	Restated 2012 €m
Assets						
Cash and balances at central banks	221	-	221	221	-	221
Loans and advances to banks	4,082	-	4,082	3,013	-	3,013
Loans and advances to customers	35,176	-	35,176	37,673	-	37,673
Debt securities	-	-	-	11,079	-	11,079
Equity shares	8	-	8	8	-	8
Investments in Group undertakings	-	-	-	191	-	191
Derivatives	983	-	983	980	-	980
Property, plant and equipment	270	-	270	160	-	160
Prepayments, accrued income and other assets	50	-	50	46	-	46
Retirement benefit assets	33	(33)	-	33	(33)	-
Deferred taxation	89	-	89	89	-	89
Total assets	40,912	(33)	40,879	53,493	(33)	53,460
Liabilities						
Deposits by banks	6,272	-	6,272	6,205	-	6,205
Customer accounts	19,897	-	19,897	36,912	-	36,912
Debt securities in issue	3,989	-	3,989	43	-	43
Derivatives	1,260	-	1,260	1,076	-	1,076
Accruals, deferred income and other liabilities	286	-	286	280	1	281
Retirement benefit liabilities	-	262	262	-	262	262
Deferred taxation	4	(4)	-	4	(4)	-
Subordinated liabilities	956	-	956	956	-	956
Total liabilities	32,664	258	32,922	45,476	259	45,735
Equity						
Non-controlling interests	24	-	24	-	-	-
Shareholders' equity:						
Called up share capital	3,592	-	3,592	3,592	-	3,592
Reserves	4,632	(291)	4,341	4,425	(292)	4,133
Total equity	8,248	(291)	7,957	8,017	(292)	7,725
Total liabilities and equity	40,912	(33)	40,879	53,493	(33)	53,460

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

35. Restatement (continued)

CASH FLOW STATEMENTS as at 31 December 2012

	Group			Bank		
	Previously reported 2012 €m	Adjustment €m	Restated 2012 €m	Previously reported 2012 €m	Adjustment €m	Restated 2012 €m
Operating activities						
Operating loss before tax	(2,141)	3	(2,138)	(2,096)	3	(2,093)
Adjustments for:						
Depreciation, amortisation and impairment of property, plant and equipment	33	-	33	30	-	30
Interest on subordinated liabilities	32	-	32	19	-	19
Charge for defined benefit pension schemes	23	(3)	20	23	(3)	20
Cash contribution to defined benefit pension schemes	(45)	(2)	(47)	(45)	(2)	(47)
Loan impairment provisions net of recoveries	2,311	-	2,311	2,311	-	2,311
Elimination of foreign exchange differences	14	-	14	8	-	8
Other non-cash items	(224)	(26)	(250)	(229)	(26)	(255)
Net cash flows from trading activities	3	(28)	(25)	21	(28)	(7)
Changes in operating assets and liabilities	(2,434)	28	(2,406)	(2,374)	28	(2,346)
Net cash flows from operating activities before tax	(2,431)	-	(2,431)	(2,353)	-	(2,353)
Income taxes paid	(54)	-	(54)	(52)	-	(52)
Net cash flows from operating activities	(2,485)	-	(2,485)	(2,405)	-	(2,405)
Investing activities						
Sale and maturity of securities	-	-	-	-	-	-
Purchase of equity shares	(2)	-	(2)	(2)	-	(2)
Sale of property, plant and equipment	1	-	1	2	-	2
Purchase of property, plant and equipment	(8)	-	(8)	(5)	-	(5)
Net cash flows from investing activities	(9)	-	(9)	(5)	-	(5)
Financing activities						
Capital contribution	3,358	-	3,358	3,358	-	3,358
Interest on subordinated liabilities	(32)	-	(32)	(19)	-	(19)
Net cash flows from financing activities	3,326	-	3,326	3,339	-	3,339
Effect of exchange rate changes on cash and cash equivalents	23	-	23	21	-	21
Net increase in cash and cash equivalents	855	-	855	950	-	950
Cash and cash equivalents 1 January	3,270	-	3,270	2,117	-	2,117
Cash and cash equivalents 31 December	4,125	-	4,125	3,067	-	3,067

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

35. Restatement (continued)

CONSOLIDATED INCOME STATEMENT for the year ended 31 December 2011

	Previously reported 2011 €m	Adjustment €m	Restated 2011 €m
Interest receivable	1,458	-	1,458
Interest payable	(745)	-	(745)
Net interest income	713	-	713
Fees and commission receivable	92	-	92
Fees and commission payable	(4)	-	(4)
Income from trading activities	23	-	23
Gain on redemption of own debt	291	-	291
Other operating income	20	-	20
Non-interest income	422	-	422
Total income	1,135	-	1,135
Operating expenses	(533)	(2)	(535)
Operating profit before impairment losses	602	(2)	600
Impairment losses on loans and advances	(3,413)	-	(3,413)
Operating loss before tax	(2,811)	(2)	(2,813)
Tax credit	114	(3)	111
Loss for the year	(2,697)	(5)	(2,702)
Attributable to:			
Non-controlling interests	9	-	9
Ordinary shareholders	(2,706)	(5)	(2,711)
	(2,697)	(5)	(2,702)

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME for the year ended 31 December 2011

	Previously reported 2011 €m	Adjustment €m	Restated 2011 €m
Loss for the year	(2,697)	(5)	(2,702)
Items that will not be reclassified subsequently to profit or loss:			
Actuarial gains/(losses) on defined benefit plans and other movements	8	(24)	(16)
Items that will be reclassified subsequently to profit or loss:			
Fair value losses on available-for-sale financial assets	(3)	-	(3)
Exchange differences on translation of foreign operations	(1)	-	(1)
Other comprehensive gain/(loss) after tax	4	(24)	(20)
Total comprehensive loss for the year	(2,693)	(29)	(2,722)
Attributable to:			
Non-controlling interests	9	-	9
Ordinary shareholders	(2,702)	(29)	(2,731)
	(2,693)	(29)	(2,722)

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

35. Restatement (continued)

BALANCE SHEETS as at 31 December 2011

	Group			Bank		
	Previously reported 2011 €m	Adjustment €m	Restated 2011 €m	Previously reported 2011 €m	Adjustment €m	Restated 2011 €m
Assets						
Cash and balances at central banks	272	-	272	272	-	272
Loans and advances to banks	3,404	-	3,404	2,274	-	2,274
Loans and advances to customers	39,013	-	39,013	41,277	-	41,277
Debt securities	32	-	32	12,580	-	12,580
Equity shares	6	-	6	6	-	6
Investments in Group undertakings	-	-	-	191	-	191
Derivatives	1,245	-	1,245	1,125	-	1,125
Property, plant and equipment	265	-	265	184	-	184
Prepayments, accrued income and other assets	47	-	47	30	2	32
Retirement benefit assets	11	(11)	-	11	(11)	-
Deferred taxation	341	(1)	340	341	(1)	340
Total assets	44,636	(12)	44,624	58,291	(10)	58,281
Liabilities						
Deposits by banks	12,306	-	12,306	12,319	-	12,319
Customer accounts	17,966	(28)	17,938	36,390	(28)	36,362
Debt securities in issue	4,175	-	4,175	23	-	23
Derivatives	1,673	-	1,673	1,325	-	1,325
Accruals, deferred income and other liabilities	324	(2)	322	310	-	310
Retirement benefit liabilities	-	43	43	-	43	43
Deferred taxation	1	(1)	-	1	(1)	-
Subordinated liabilities	946	-	946	946	-	946
Total liabilities	37,391	12	37,403	51,314	14	51,328
Equity						
Non-controlling interests	23	-	23	-	-	-
Shareholders' equity:						
Called up share capital	3,592	-	3,592	3,592	-	3,592
Reserves	3,630	(24)	3,606	3,385	(24)	3,361
Total equity	7,245	(24)	7,221	6,977	(24)	6,953
Total liabilities and equity	44,636	(12)	44,624	58,291	(10)	58,281

ULSTER BANK IRELAND LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2013

35. Restatement (continued)

CASH FLOW STATEMENTS as at 31 December 2011

	Group			Bank		
	Previously reported 2011 €m	Adjustment €m	Restated 2011 €m	Previously reported 2011 €m	Adjustment €m	Restated 2011 €m
Operating activities						
Operating loss before tax	(2,811)	(2)	(2,813)	(2,945)	(2)	(2,947)
Adjustments for:						
Depreciation, amortisation and impairment of property, plant and equipment	23	-	23	20	-	20
Gain on redemption of own debt ⁽¹⁾	(291)	-	(291)	-	-	-
Interest on subordinated liabilities	35	-	35	19	-	19
Charge for defined benefit pension schemes	23	2	25	23	2	25
Cash contribution to defined benefit pension schemes	(42)	-	(42)	(42)	-	(42)
Loan impairment provisions net of recoveries	3,235	-	3,235	3,235	-	3,235
Elimination of foreign exchange differences	32	-	32	34	-	34
Other non-cash items	(267)	28	(239)	(292)	28	(264)
Net cash flows from trading activities	(63)	28	(35)	52	28	80
Changes in operating assets and liabilities ⁽¹⁾	(4,086)	(28)	(4,114)	(6,554)	(28)	(6,582)
Net cash flows from operating activities before tax	(4,149)	-	(4,149)	(6,502)	-	(6,502)
Income taxes received	40	-	40	15	-	15
Net cash flows from operating activities	(4,109)	-	(4,109)	(6,487)	-	(6,487)
Investing activities						
Sale and maturity of securities	176	-	176	176	-	176
Purchase of equity shares	(4)	-	(4)	(4)	-	(4)
Sale of property, plant and equipment	9	-	9	1	-	1
Purchase of property, plant and equipment	(9)	-	(9)	(5)	-	(5)
Net cash flows from investing activities	172	-	172	168	-	168
Financing activities						
Purchase of own debt ⁽¹⁾	(1,287)	-	(1,287)	-	-	-
Capital contribution	4,615	-	4,615	4,615	-	4,615
Interest on subordinated liabilities	(35)	-	(35)	(19)	-	(19)
Net cash flows from financing activities	3,293	-	3,293	4,596	-	4,596
Effect of exchange rate changes on cash and cash equivalents	2	-	2	2	-	2
Net decrease in cash and cash equivalents	(642)	-	(642)	(1,721)	-	(1,721)
Cash and cash equivalents 1 January	3,912	-	3,912	3,838	-	3,838
Cash and cash equivalents 31 December	3,270	-	3,270	2,117	-	2,117

(1) For the year ended 31 December 2011 the gain on redemption of own debt has been reclassified within the cash flow statement to better reflect the underlying nature of the cash flow.

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NOTES TO THE FINANCIAL STATEMENTS *for the year ended 31 December 2013*

36. Date of approval

The financial statements were approved by the Board of Directors on 19 February 2014.