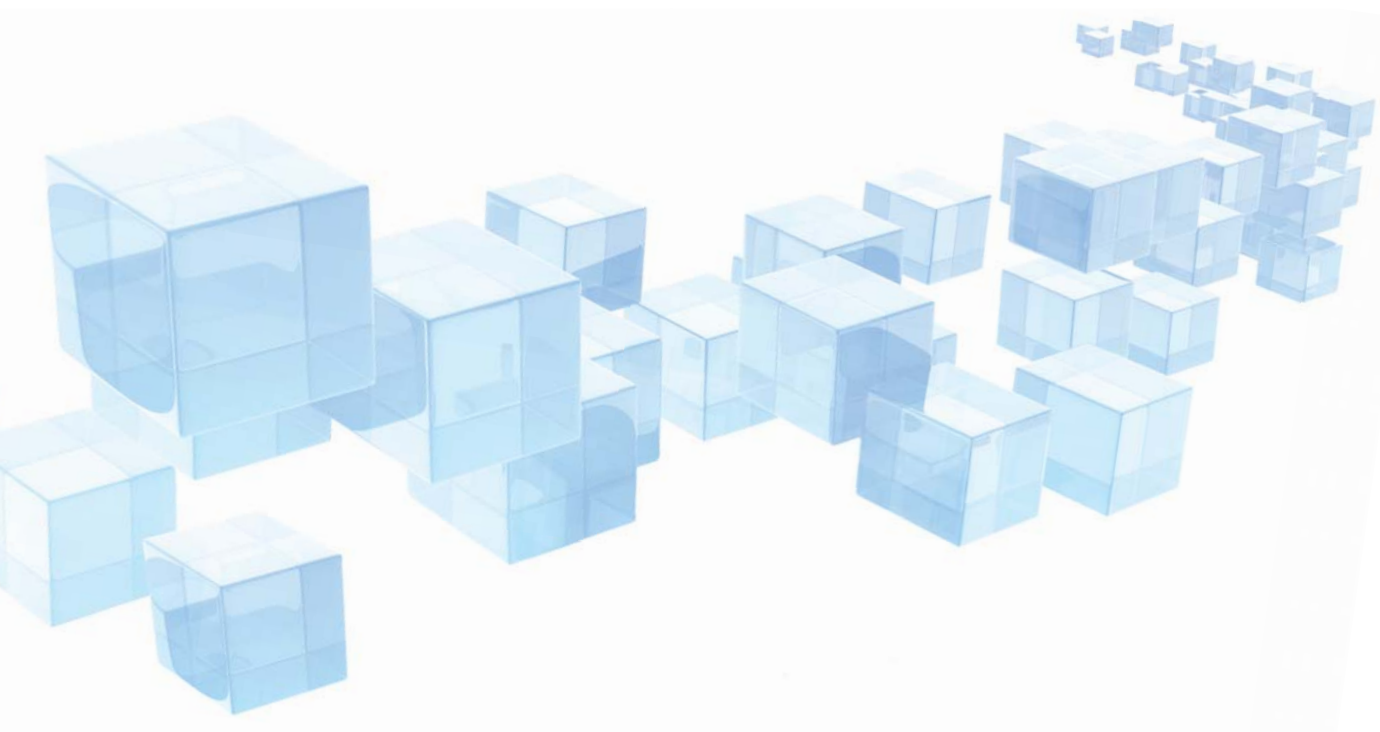


Rating Lloyd's Operations

October 13, 2017



Rating Lloyd's Operations

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The following criteria procedure should be read in conjunction with *Best's Credit Rating Methodology (BCRM)* and all other related BCRM-associated criteria procedures. The BCRM provides a comprehensive explanation of A.M. Best's Rating Services' rating process.

A. Market Overview

This criteria procedure focuses on A.M. Best's rating process for all of Lloyd's operations: the Society of Lloyd's, the Lloyd's market, and Lloyd's syndicates, including insurance groups with corporate members that contribute capital to Lloyd's syndicates.

The Society of Lloyd's and the Lloyd's Market

Lloyd's is the London-based market where approximately 90 individual syndicates underwrite all types of insurance and reinsurance other than long-term life insurance. Each syndicate consists of members of Lloyd's. These members are mainly corporate entities, although private individuals still provide a small proportion of Lloyd's underwriting capacity. The syndicates operate as individual businesses, but the collective size of the market allows them to compete effectively with major international groups, under the Lloyd's brand and with the support of Lloyd's Central Fund.

The Society of Lloyd's (the Society) is the legal entity that oversees the Lloyd's market. The Society's purpose is to facilitate the underwriting of insurance business by Lloyd's members, to protect members' Lloyd's-related interests, and to maintain the Central Fund.

Method of Accounting

Lloyd's annual report contains the financial results of Lloyd's and its members in pro forma financial statements (PFFS), and includes the financial statements of the Society. The PFFS include the aggregate accounts, which are based on the accounts of each Lloyd's syndicate, members' funds at Lloyd's (FAL) and the Society's financial statements.

The Society produces a consolidated accounts statement that covers Lloyd's activities outside the underwriting market and Lloyd's central resources (the Central Fund).

To ensure that the PFFS are reported on the same accounting basis as other insurers, Lloyd's makes adjustments (such as a notional investment return on the FAL in the non-technical account) to its capital and investment returns. The PFFS (which incorporate Lloyd's central resources) are in



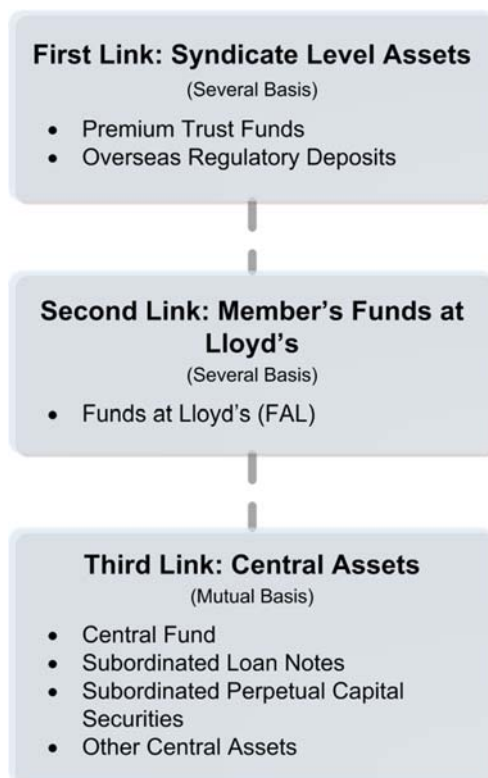
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accordance with U.K. GAAP, rather than the International Financial Reporting Standards (IFRS), which the Society has adopted for its statements.

Lloyd's "Chain of Security"

A.M. Best's assessment of Lloyd's balance sheet strength is based on the company's unusual capital structure, which Lloyd's calls the "chain of security." This "chain of security" encompasses the Premium Trust Funds, FAL, the Central Fund, the Society's net assets, and other assets, as **Exhibit A.1** shows, and is a critical element in A.M. Best's rating analysis of the Lloyd's market.

Exhibit A.1: Lloyd's Chain of Security



Any assessment of Lloyd's capital strength is complicated by the compartmentalisation of capital at the member level. The first two links in the chain of security—the Premium Trust Funds and Funds at Lloyd's—are on a several rather than joint basis, meaning that a member needs to meet only its share of claims. In contrast, the third link (Lloyd's central assets) is available—at the discretion of the Council of Lloyd's—to meet the policyholder liabilities that any member is unable to meet in full. This third link comprises not just the Central Fund but also the net assets of the Corporation of Lloyd's and any issued hybrid securities that qualify for capital credit, and can be supplemented by a call on members' funds up to a specified percentage of their overall premium limits. This partially mutualising third link, and the liquid Central Fund in particular, is the basis for a market-level rating.

The Lloyd's market rating is the "floor of security" for all policies written at Lloyd's. It reflects the chain of security and, in particular, the role of the Central Fund, which partially mutualises capital at

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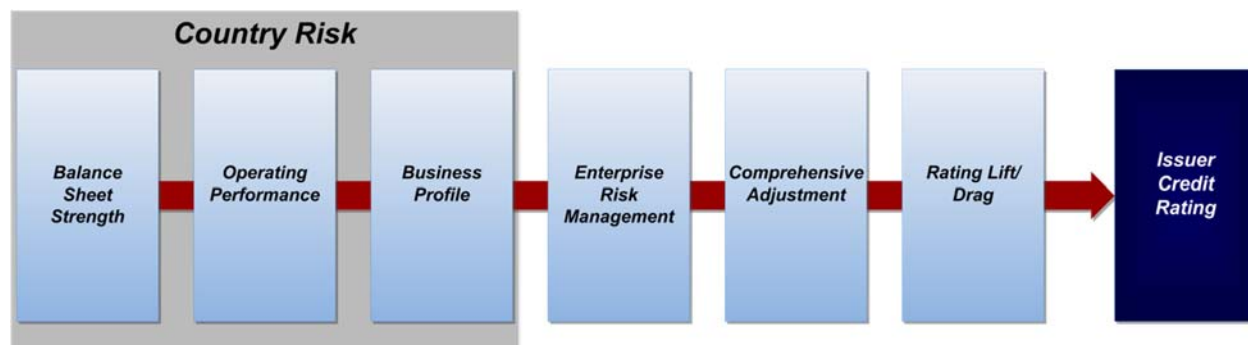
the market level, ensuring that each syndicate is backed by capital consistent with an Issuer Credit Rating (ICR) of at least that of the Lloyd's market. A policyholder exposed to a syndicate weaker than the market would still have market-level security, given the Central Fund's role as a guarantee fund. However, A.M. Best believes that the characteristics of some syndicates could be consistent with an ICR at or above the level of the market rating.

A change to the market rating would automatically trigger a review of all syndicate ratings, as these cannot be viewed in isolation from the market as a whole—but would not necessarily mean that any particular rating would change. A change to a syndicate's rating would depend not just on the reason for the change to the Lloyd's market rating but also on the specific characteristics that support the syndicate's rating.

The Rating Process

A.M. Best's rating process for all of Lloyd's-related operations is based on the same building blocks as the process for conventional insurers (**Exhibit A.2**). For syndicate-specific ratings, an "s" modifier—e.g., "A+ s"—differentiates ratings on individual syndicates from other ratings.

Exhibit A.2: A.M. Best's Rating Process



Assessing Syndicates

To understand the link between the Lloyd's market's rating and the ratings on individual Lloyd's syndicates, the following considerations should be taken into account:

- Syndicates cannot exist or be analysed in isolation from their participation in Lloyd's market. When assigning ratings to individual syndicates, this dependence must be taken into account.
- All syndicates benefit from the financial strength of Lloyd's; therefore, the rating on a syndicate will be at least equal to the rating on Lloyd's.
- A syndicate could have a higher rating than the Lloyd's market usually for two reasons: 1) its operating performance or 2) lift from a financially stronger group.

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B. Balance Sheet Strength

Lloyd's Market

Capital Management Strategy

The Universal Best's Capital Adequacy Ratio (BCAR) is run for the Lloyd's market based on the PFFS. Lloyd's balance sheet strength assessment takes into account capital resources available at the member level and centrally; the fungibility constraints on member-level capital; and the likelihood and potential impact of future drawdowns on central assets by Lloyd's members.

Because Lloyd's capital structure consists of both mutual capital, which can be used to meet the obligations of all syndicates, and member-level capital, which is available to meet that member's obligations only, it has specific fungibility considerations. The BCAR cannot capture the lack of fungibility in some parts of the capital structure. However, given that Lloyd's stochastic internal capital model (LIM) fully reflects these unusual features of Lloyd's capital structure, the market's Solvency Capital Ratio (SCR)—as approved by the regulator—is taken into account as an additional indicator of capital adequacy.

The Corporation of Lloyd's is responsible for annually setting capital at member level, using the syndicates' SCRs. A.M. Best's assessment of the market's balance sheet strength incorporates a view of the appropriateness of Lloyd's approach to setting member's-level capital. A critical component of the Lloyd's market balance sheet strength assessment involves not only the adequacy of the capital requirements, but also the market's ability to fulfil those requirements.

Financial Flexibility

A.M. Best's assessment of Lloyd's financial flexibility takes into account its ability to access a broad range of capital providers, which include corporate and individual investors, as well as the option to make additional capital calls when required. Although equity credit may be given for qualifying hybrid instruments issued by the Society of Lloyd's, no explicit credit is typically given in the BCAR for the "callable layer" from members to supplement central assets.

Letters of Credit

Historically, a significant and stable proportion of FAL is accounted for by letters of credit (LOCs). In its calculation of available capital, A.M. Best will consider including FAL provided as LOCs, given that such LOCs can be drawn at the discretion of Lloyd's, and that, if drawn, will become Tier 1 capital for the Lloyd's market.

Assessing Syndicates

A syndicate's balance sheet strength assessment will be the same as that of Lloyd's, given that fundamentally all of the syndicates are protected by the central resources of the Lloyd's market. A syndicate's assessment does not include a separate holding company assessment. The balance sheet assessment assigned will be that of the Lloyd's market, which already incorporates a holding company assessment.

Rating Lloyd's Operations

C. Operating Performance

Lloyd's Market

Market Performance

The assessment of Lloyd's operating performance involves the analysis of the market's overall consolidated performance, taking into account the stability, diversity, and sustainability of the market's sources of earnings. The assessment also incorporates the performance analysis of the individual syndicates—including the existing gaps between the strongest and worst performers—with a particular focus on the potential exposure of central capital resources to losses from individual members.

Lloyd's performance is not directly comparable to that of other insurers, because it is not actively managed centrally. The Corporation's Performance Management Directorate has a definite role in agreeing to business plans and monitoring performance, but Lloyd's is ultimately a market of competing businesses, each of which has its own decision-making process.

In addition, the market's consolidated operating performance cannot be viewed as a leading indicator of its future balance sheet strength to the same extent as it is for other insurers. Earnings generated by the market do not directly build or erode Lloyd's capital base, as profits and losses are distributed to the market's capital providers when a year of account is closed (usually at the end of 36 months). The capital to support underwriting at Lloyd's is instead supplied by capital providers (members) annually. Therefore, greater weight may be given to the impact of the market's results on its ability to retain and attract the capital required for continued trading.

Any assessment of Lloyd's operating performance must also take into account the potential erosion of central capital resources owing to losses incurred by individual members. Most members of Lloyd's write with limited liability. In the event of substantial underwriting losses, if those members are unwilling or unable to provide additional funds to support any outstanding underwriting obligations, there may be a drawdown on central capital resources.

Assessing Syndicates

In A.M. Best's opinion, a syndicate could have a higher rating than the Lloyd's market because of a more favourable operating performance assessment, principally because an individual syndicate's profits are not made available to meet the obligations of other members. Therefore, the assessment of Lloyd's market's operating performance may not fully reflect the positive impact that an individual syndicate's standalone earnings can have on its ability to meet its own obligations to policyholders.

A.M. Best's assessment of an individual syndicate's operating performance is the same as that for conventional insurers in that it centres on the stability, diversity, and sustainability of its earnings sources. Expenses will include costs associated with operating at Lloyd's, such as contributions to central resources.

Rating Lloyd's Operations

D. Business Profile

Lloyd's Market

The business profile assessment of the Lloyd's market follows the process outlined in the BCRM.

Assessing Syndicates

The business profiles of all of the syndicates are inextricably linked to that of Lloyd's. As a result, the assessment of Lloyd's business profile acts as a floor for the assessment of any syndicate's business profile. Likewise, any weakening of Lloyd's business position will act as a drag on an individual syndicate's rating.

E. Enterprise Risk Management (ERM)

Lloyd's Market

A.M. Best's ERM assessment of the Lloyd's market takes into account both the overall framework and the frameworks in place for each individual syndicate. Failure at one syndicate could lead to pressures on the market's ERM assessment even if, in general, the overall risk management framework is considered appropriate.

Assessing Syndicates

A.M. Best acknowledges that all syndicates benefit from the ERM framework and risk monitoring at Lloyd's level. As a result, the assessment of Lloyd's ERM acts as a floor for the assessment of any syndicate's ERM. Likewise, any weakening of Lloyd's ERM will act as a drag on an individual syndicate's rating.

F. Lift for Syndicates

Although A.M. Best considers the market's rating a "floor" for all of the syndicates' ratings, certain syndicates could merit higher ratings. One reason is simply because of the steps described in the previous sections—such as the case of a syndicate with a more favourable operating performance assessment. Also, syndicates that are non-lead rating units and that belong to wider (re)insurance groups may be eligible for a higher rating owing to rating lift.

Rating lift may apply if the syndicate is backed by a capital provider (the lead rating unit) that, in A.M. Best's opinion, has a higher rating than the market. The lead rating unit is also expected to be fully committed to supporting the syndicate beyond its corporate member's limited liability obligations and before recourse to Lloyd's Central Fund. A.M. Best undertakes a detailed analysis of the capital provider's commitment and would have to be satisfied that the capital provider would not cease underwriting at Lloyd's under adverse circumstances not related to its own syndicate's performance (e.g., an additional Central Fund levy). Eligibility for rating lift owing to capital backing may be affected if the corporate member participates in other syndicates, since capital held at the member level is fungible across all of the syndicates in which the member participates.

Rating Lloyd's Operations

G. Rating the Society of Lloyd's

The rating on the Society is derived by notching from the rating on Lloyd's and reflects A.M. Best's opinion that the ability of the Society to meet its obligations is inextricably linked to that of Lloyd's. The rating on Lloyd's also takes into account the assets and liabilities of the Society (as the analysis is done on consolidated financials), as well as the financial flexibility of the Society, including its ability to raise debt.

The central assets of the Society of Lloyd's, including the Central Fund, are available to meet the Society's senior obligations. The Society of Lloyd's can increase the contributions to the Central Fund from members of the Lloyd's market. The Society's senior obligations include, but are not limited, to Central Fund "undertakings," whereby the Central Fund meets the insurance liability of insolvent members of Lloyd's on a discretionary basis. Under normal circumstances, Lloyd's Council executes an undertaking for a 12-month period to meet these liabilities (which can be renewed). Central Fund undertakings constitute unsecured obligations of the Society that rank *pari passu* with the Society's other unsecured senior obligations.

Accordingly, there can be no distinction between the ability of the Lloyd's market and the Society to meet their senior obligations: The Society's ability to meet its senior obligations is therefore the same as Lloyd's. However, in practice, Lloyd's policyholders are likely to be paid ahead of senior debtholders. Therefore, in the absence of any other relevant information, the rating on the Society is placed one notch below the rating on Lloyd's.

H. Insurance Groups with Lloyd's Operations

Market Knowledge

An insurance group writing business at Lloyd's will typically own a corporate member that participates in the Lloyd's market by providing capacity to one or more syndicates. It accepts insurance business through syndicates on a several basis for its own profit and loss and holds the capital supporting its share of business written in the form of FAL. For these insurance groups, both the performance of and the capital supporting business written at Lloyd's are captured in the consolidated analysis via the corporate member.

The rating process for groups with a Lloyd's platform is substantially the same as it is for all insurance groups. However, the unique capital structure and practices of the Lloyd's market introduce distinct issues, particularly with respect to the analytical treatment of group capital used to support underwriting at Lloyd's.

Balance Sheet Strength

As part of the analysis of a group's consolidated balance sheet strength, A.M. Best uses the BCAR to calculate the net required capital to support the group's financial risks (including those of the corporate member) and compares it with the group's available capital (including capital lodged as FAL), to estimate excess or shortfall.

Rating Lloyd's Operations

The level of FAL determines the amount of insurance business a member can underwrite at Lloyd's. Consequently, a member unable or unwilling to replenish its FAL will have to reduce the amount of Lloyd's business it writes. Thus, if its FAL are exhausted and not replenished, the corporate member will no longer be able to underwrite at Lloyd's.

Notably, if a member's FAL are inadequate to meet its syndicate's losses, a managing agent may ask Lloyd's to meet the cash call out of its central assets. However, in the group's consolidated BCAR analysis, A.M. Best gives no capital credit for the access a member's insurance creditors have to Lloyd's central assets, primarily because only the obligations of the corporate member—not those of the wider group—can be met by Lloyd's central assets.

A.M. Best's analysis of a group's Lloyd's business focuses on an assessment of the risks generated directly by the syndicates in which the corporate member participates.

Segregation of Capital for Lloyd's Business

FAL are defined as capital lodged and held in trust at Lloyd's as security for policyholders and to support a member's overall underwriting business. The funds lodged can be investments and cash but are often letters of credit (LOCs) drawn on one or more banks.

When investments and cash are provided by a group company, or when an LOC is backed by collateral from a group company, the assets are clearly encumbered. To reflect the limitations on the transfer of this capital across the group, A.M. Best applies a nominal 1% capital charge to the group assets that support FAL in the group's consolidated BCAR. This is in line with A.M. Best's baseline treatment of balances associated with non-controlled assets.

The analyst may increase the asset risk factor beyond the nominal 1% following an evaluation of the likelihood that FAL will be used to pay syndicate losses. The evaluation would take into account the historical and expected performance of the group's Lloyd's business, as well as the potential exposure of this business to large, market-wide losses.

Letters of Credit Supporting FAL for Insurance Groups with Lloyd's Operations

Insurance groups commonly use LOCs—either collateralized or uncollateralized—to meet their FAL requirements. In the case of a collateralized LOC, assets backing the LOC are included in A.M. Best's assessment of a group's available capital, although a capital charge may be applied to the assets.

An undrawn, uncollateralized LOC supporting FAL receives no capital credit in a group's consolidated BCAR. The rationale for this treatment is that, if the LOC were to be drawn down, it would become short-term bank debt on the group's balance sheet; A.M. Best does not afford capital credit to short-term bank debt.

However, A.M. Best does recognize that, under a stress scenario, an uncollateralized LOC could be converted readily to cash to meet the group's Lloyd's obligations. For this reason, A.M. Best would take into account an uncollateralized LOC in its assessment of the group's financial flexibility and liquidity.

Rating Lloyd's Operations

Internal Reinsurance and Lloyd's Business

In an insurance group, earnings from the group's corporate member are often transferred to another group entity, typically to realize tax efficiencies—and frequently through quota-share reinsurance, with the group reinsurer providing a share of the corporate member's FAL matching the proportion of risk assumed. For example, if there is a 50% whole-account quota share in place, the corporate member and reinsurer each may provide 50% of the FAL.

When determining the appropriate treatment in the reinsurer's BCAR of the Lloyd's business assumed and the FAL lodged to support this business, A.M. Best will first conduct a detailed review of the reinsurance contract and the treatment of the risk assumed in the reinsurer's accounts.

If the Lloyd's-related risk is reflected accurately on the reinsurer's balance sheet and income statement—for example, if there is a standard quota share agreement in place—A.M. Best will include the risk associated with this business and the capital supporting this risk (a share of FAL) in its analysis of risk-adjusted capitalization in the BCAR. A.M. Best will also conduct a BCAR analysis excluding the risk and capital relating to the Lloyd's business.

When the proportion of FAL provided by the reinsurer exceeds the proportion of the Lloyd's business it assumes, A.M. Best will deduct an amount equal to the excess from capital in its analysis of the reinsurer, to avoid giving credit for capital that supports risks not captured in the reinsurer's accounts and BCAR.

Occasionally, the transfer of premium and reserve risk to the reinsurer is not reflected in the reinsurer's accounts in a manner that allows A.M. Best to capture the assumed risk accurately in the BCAR—for example, when the reinsurance transaction is a quota share of the corporate member's profit/loss. In this case, in the absence of additional information, A.M. Best will deduct from available capital an amount equivalent to the reinsurer's share of FAL. Additional adjustments may be made to ensure that neither the Lloyd's-related risk assumed by the reinsurer nor the capital supporting this risk (FAL) is reflected in BCAR.

Because participation in Lloyd's is on a limited liability basis, the group reinsurer is not usually legally obliged to pay out more than its share of FAL to support its Lloyd's losses. By deducting FAL from available capital, A.M. Best reflects the maximum loss that the reinsurer would incur from the assumed Lloyd's business. Any business or reputational issues that may arise if the group is unable or unwilling to replenish its FAL are captured by A.M. Best in the consolidated analysis of the insurance group.

Determination of the IHC's Rating Through Notching

A.M. Best's rating on an insurance holding company (IHC) is based on the Issuer Credit Rating of the operating insurer(s) on which the IHC primarily depends to meet its obligations. The rating reflects the analysis of (1) the credit risk implications of the IHC as a legal entity separate from the operating insurer(s) and (2) the normal subordination of IHC creditors to operating company policyholders.

Rating Lloyd's Operations

For an insurance group with a significant Lloyd's operation, the entity on which the holding company most depends to meet its obligations may be a Lloyd's syndicate. In this case, using the syndicate rating in the notching process is seldom appropriate.

Lloyd's chain of security—in particular, the role of the Central Fund, which partly mutualises capital at the market level—ensures that each Lloyd's syndicate is backed by capital consistent with the ICR of at least that of the Lloyd's market. Consequently, a syndicate rating cannot fall below the Lloyd's market rating.

Lloyd's central assets are available to meet only the insurance liabilities of the corporate member. When determining the holding company ICR of a group with a significant Lloyd's operation, A.M. Best conducts an enterprise-level analysis of the consolidated organization (excluding Lloyd's). This forms the basis for an overall operating company ICR, which is then used in the notching process.

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Best's Issuer Credit Rating (ICR): an independent opinion of an entity's ability to meet its ongoing financial obligations and can be issued on either a long- or short-term basis.

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