

# Metro Bank PLC Full Year 2022 Results

2 March 2023



# Overview

Daniel Frumkin
Chief Executive Officer

## **Turnaround complete**

# Profitable on an underlying basis for Q4 2022

Enhanced stability and resilience

Transformed financial performance

Created diversified growth opportunities

Significant investment in control environment



+67% FTEs across Risk and Regulatory vs 2019

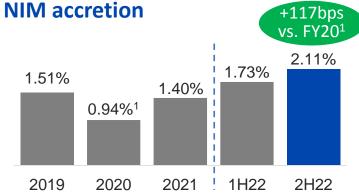


Focus on governance with new leadership at Board and ExCo



Closed legacy RWA and OFAC investigations

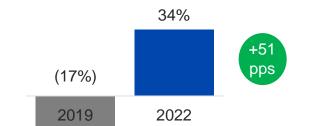
Repositioned balance sheet driving



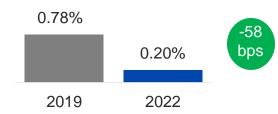
Scalable and dynamic asset generating engines

Win market share in existing and new locations

Cost discipline and revenue focus creating positive operating jaws



Funded by service-led core deposit model advantaged through the cycle Cost of deposits, %





## **Emerged from the turnaround as a stronger bank**

#### **Strategic priority**

#### **Delivers**

Cost

Disciplined cost growth

Investment has built scalable asset generating platforms

Revenue

- Dynamic, diversified revenue base
- 100bps+ increase in yield

Infrastructure

Technology platforms, Risk and IT resilience enhanced

**Balance Sheet** optimisation

- Flexible asset levers though the cycle
- Deposit pricing discipline embedded

Communication

 Preserved unique culture and customer service rankings (#1 high street bank for overall quality)

#### **Key outcomes**

- · Investment in digital and automation reduced store and Amaze Direct headcount
- Selected store closures, new stores build cost reduced 40%, purchased freehold to increase flexibility
- Robust programme of renegotiations with suppliers saving £15m annually
- Targeted opex reduction projects across the bank
- Exited central London office space pre-Covid
- Acquired RateSetter consumer lending platform and accelerated into unsecured market
- Developed other lending products eg auto-finance, SME overdraft, government lending schemes
- Investment in digital capabilities underpin ability to deliver PCA and BCA growth
- Participated in the government lending schemes delivering £1.7b of lending to support customers
- FCA and PRA RWA investigations resolved
- OFAC investigation remediated and closed
- Significant investment in financial crime improvement programme
- 67% increase in Risk and Regulatory FTE since 2019
- Significant investment in arrears management, customer outcome management and controls
- Dynamic balance sheet (82% LDR), ability to shift asset mix fast
- Above par disposal of £3.1b residential mortgage portfolio
- Acquisition of RateSetter consumer finance platform and portfolio
- Targeted reduction of CRE/PBTL book
- Progressed AIRB submission
- Disciplined capital management
- People-People banking marketing campaign launched
- Hyper-local marketing to drive footfall into stores
- Colleague engagement continues to increase, and exceed global benchmarks

### **Metro Bank post turnaround**

# **Great Colleagues** who are engaged

- 95% of our Voice of the Colleague scores are above Glint Global Benchmark<sup>1</sup>
- All scores are better or at par with our 2021 results

# Best in class service

• #1 on the high street for the 10<sup>th</sup> time running<sup>2</sup>

# Deep commitment to communities

- Days to Amaze for volunteering, >250k children educated via Money Zone
- Local Business Manager in every store

# Still growing and creating FANS

- Significant growth momentum since 2019: PCA CAGR +11%; BCA CAGR +9%
- 0.2m new customer accounts in 2022, opened 188,000 PCAs and 42,000 BCAs

# Built strong commercial edge

• 2H22 NIM of 2.11% up 117bps vs. FY20 0.94%<sup>3</sup>

# Strategic optionality

- New locations will increase population coverage
- Scalable asset platforms provide ability to leverage existing cost base

# Underlying profitability achieved in Q4

Targeting mid-single digit RoTE by 2024

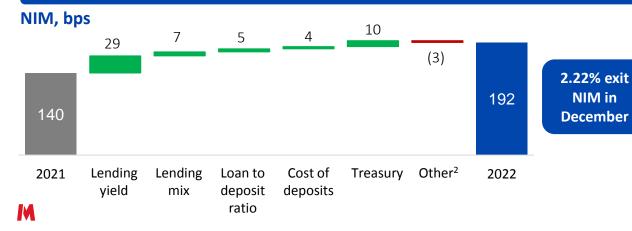
# **Financial Review**

James Hopkinson Chief Financial Officer

## Momentum underpinning profitability

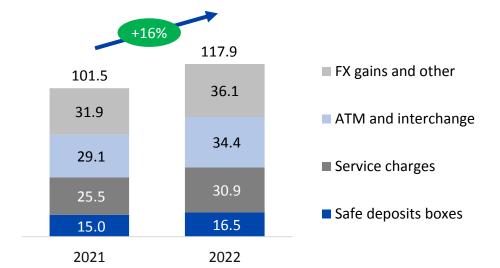
| £m                              | 2022    | 2021     | YoY     |
|---------------------------------|---------|----------|---------|
| Net interest income             | 404.2   | 295.7    | 37%     |
| Net fees and other income       | 117.9   | 101.5    | 16%     |
| Net gains on sale of assets     | -       | 0.7      | -       |
| Total underlying revenue        | 522.1   | 397.9    | 31%     |
| Operating costs                 | (532.8) | (546.8)  | (3%)    |
| Expected credit loss expense    | (39.9)  | (22.4)   | 78%     |
| Underlying loss before tax      | (50.6)  | (171.3)  | (70%)   |
| Non-underlying items            | (20.1)  | (73.8)   | (73%)   |
| Statutory taxation              | (2.0)   | (3.1)    | (35%)   |
| Statutory loss after tax        | (72.7)  | (248.2)  | (71%)   |
|                                 |         |          |         |
| Underlying EPS                  | (30.5p) | (101.5p) | (70%)   |
| Net interest margin             | 1.92%   | 1.40%    | 52bps   |
| Cost of deposits                | 0.20%   | 0.24%    | (4bps)  |
| Underlying cost to income ratio | 102%    | 137%     | (35pps) |
| Cost of risk <sup>1</sup>       | 0.32%   | 0.18%    | 14bps   |

#### Strong NIM expansion driven by repositioned balance sheet and rates



#### Other income and fees up 16%





#### Lending yield consistently increased

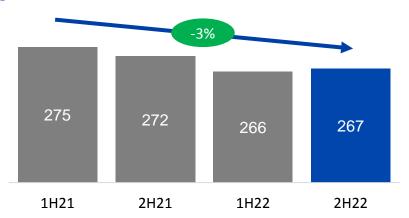
#### Lending yield and cost of deposits, %

| 2.99% | 3.14%         | 3.40%              | 3.93% |
|-------|---------------|--------------------|-------|
| 0.31% | 0.17%         | 0.14%              | 0.25% |
| 1H21  | 2H21          | 1H22               | 2H22  |
|       | Lending yield | ——Cost of deposits |       |

## Disciplined expense management despite inflation

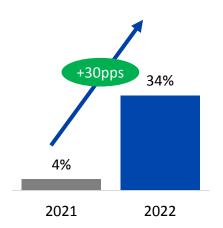
#### Cost run-rate controlled despite inflationary pressures

#### Underlying costs, £m



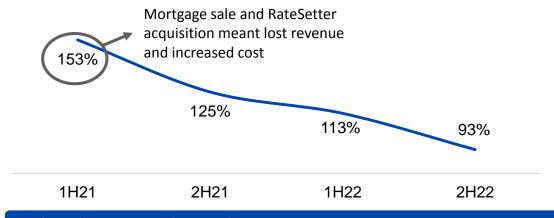
#### **Strong positive operating jaws**

#### Operating jaws, %



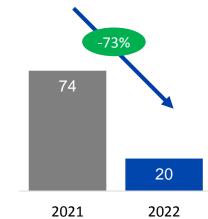
#### **Cost: Income ratio continues to improve**

#### Underlying cost: income ratio, £m



#### Reduced exceptional items by 73%

#### Exceptional items, £m



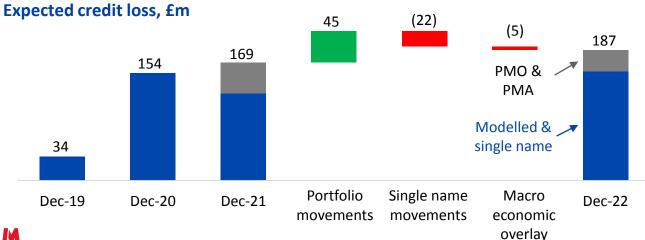
- ✓ PRA and FCA investigations into legacy
   RWA issues resolved
- Extensive remediation complete
- ✓ OFAC investigation closed

**NEW** HoldCo implementation on track

## Balance sheet transformed to provide optionality and resilience

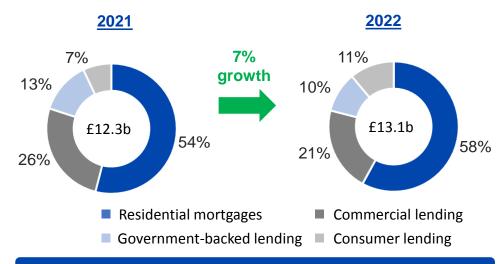
| £m                              | 2022   | 2021   | YoY   |
|---------------------------------|--------|--------|-------|
| Loans and advances to customers | 13,102 | 12,290 | 7%    |
| Treasury assets                 | 7,870  | 9,142  | (14%) |
| Other assets                    | 1,147  | 1,156  | (1%)  |
| Total assets                    | 22,119 | 22,588 | (2%)  |
| Deposits from customers         | 16,014 | 16,448 | (3%)  |
| Deposits from central banks     | 3,800  | 3,800  | 0%    |
| Debt securities                 | 571    | 588    | (3%)  |
| Other liabilities               | 778    | 717    | 9%    |
| Total liabilities               | 21,163 | 21,553 | (2%)  |
| Shareholders' funds             | 956    | 1,035  | (8%)  |
| Total equity and liabilities    | 22,119 | 22,588 | (2%)  |
|                                 |        |        |       |
| Risk weighted assets            | 7,990  | 7,454  | (7%)  |
| Loan to deposit ratio           | 82%    | 75%    | 7pps  |
| Tangible book value per share   | £4.29  | £4.59  | (7%)  |

#### ECL provision increased reflecting macro conditions<sup>1</sup>



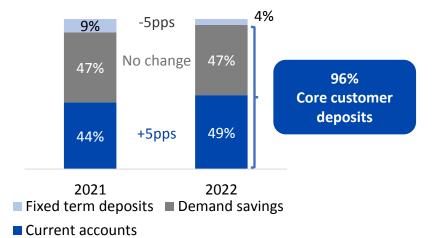
#### **Dynamic lending mix optimised for returns**

Loans and advances to customers



#### Targeted mix shift towards low cost deposits

#### **Deposits from customers**

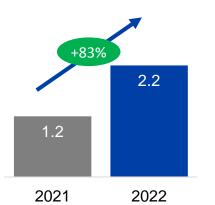




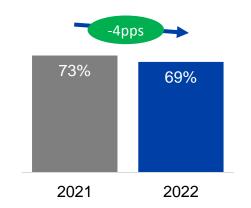
# Disciplined lending growth



New lending volumes, £b

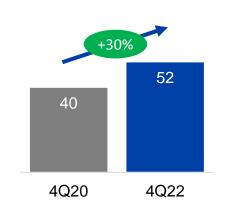


#### **New lending loan-to-value**

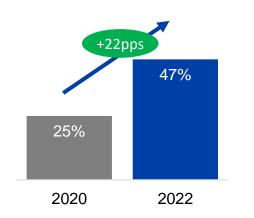


#### **Unsecured – improving credit metrics**

Average borrower salary, £k

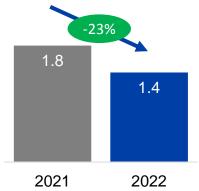


Lending within top 4 bands<sup>1</sup>

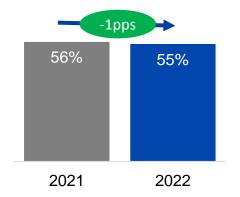


#### Commercial term loans – focus on existing customers<sup>2</sup>

Real estate (incl. PBTL) balances £b

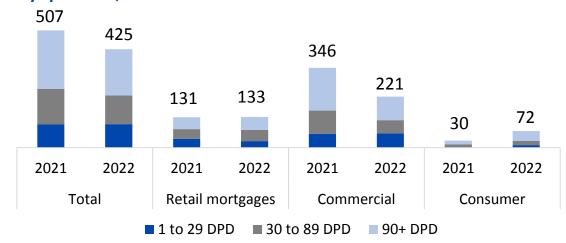


Average loan-to-value of commercial term loans



#### Days past due profile<sup>3</sup> – reflecting controlled asset growth

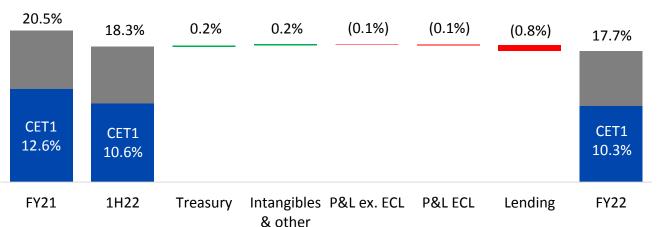
Days past due, £m



# Capital remained above regulatory minima

#### **Regulatory capital**

#### MREL, %



| As at 31 Dec 2022 | Position | Minimum<br>excl. buffers <sup>2</sup> | Minimum<br>incl. buffers³ |
|-------------------|----------|---------------------------------------|---------------------------|
| CET1              | 10.3%    | 4.8%                                  | 8.3%                      |
| Tier 1            | 10.3%    | 6.4%                                  | 9.9%                      |
| Total Capital     | 13.4%    | 8.5%                                  | 12.0%                     |
| MREL              | 17.7%    | 17.0%                                 | 20.5%                     |

#### **Capital no longer absorbed by losses**

- Capital expected to accrete organically as profitability achieved; lending actively managed
- Actively managing asset originations while operating within capital buffers
- Tier 2 debt remains eligible for MREL after HoldCo insertion (required by June 2023)<sup>1</sup>
- P2A reduced from 1.11% to 0.50% in Jun'22; further reduced to 0.36% on 1 Jan'23
- AIRB application progressing

#### Regulatory capital minima as at 1 Jan 2023

| As at<br>1 Jan 2023 | Pro-forma position | Minimum<br>excl. buffers <sup>2</sup> | Minimum incl. buffers³ |  |  |
|---------------------|--------------------|---------------------------------------|------------------------|--|--|
| CET1                | 9.9%               | 4.7%                                  | 8.2%                   |  |  |
| Tier 1              | 9.9%               | 6.3%                                  | 9.8%                   |  |  |
| Total capital       | 13.0%              | 8.4%                                  | 11.9%                  |  |  |
| MREL                | 17.4%              | 16.7%                                 | 20.2%                  |  |  |



# 2023 is a transitional year

|   | 2022   | 2023   |  |  |
|---|--------|--|--|--|
| NIM                                     | 1.92%  | ▲ NIM accretion limited by fewer anticipated base rate moves   |  |  |
| Lending yield                           | 3.67%  | ▲ Continue optimising mix for maximum risk adjusted return on regulatory capital   |  |  |
| CoD                                     | 0.20%  | Pricing will reflect rate environment and competitive pressures, expect strong account acquisition to offset lower average customer balances |  |  |
| Underlying costs                        | £533m  | ▲ Inflationary pressures expected to moderately outweigh cost initiatives  |  |  |
| Cost of risk                            | 0.32%  | — Watchful of economic cycle but not yet seeing signs of stress  |  |  |
| RWAs                                    | £8.0bn | Managed for optimal risk adjusted return on regulatory capital as lending growth constrained by capital                                      |  |  |
| MREL                                    | 17.7%  | ▲ Continue to operate within buffers with increasing headroom to regulatory minima   |  |  |
| Targeting mid-single digit RoTE by 2024 |        |  |  |  |

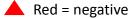












# **Financial highlights**

Profitable on an underlying basis for Q4 2022

Revenue driven by repositioned balance sheet and fees

Costs well controlled despite ongoing inflationary pressures

Remain appropriately provisioned and watchful of the macroeconomic environment

Targeting sustainable profitable growth within current capital constraints

# **Transitional Year**

Daniel Frumkin
Chief Executive Officer

## The path forward

# Our service differentiator remains

- Service-led to create FANS
  - Multi-channel with stores at the heart
  - Great culture brought to life by engaged colleagues
- A full service bank
  - Only disruptor offering a full service banking solution
  - FANS created in Retail, Private, SME, Regional commercial, Large commercial, Asset finance, Invoice finance, Unsecured personal and Auto finance

# **Community focused**

- Simple, straightforward banking for everyone
- Championing and supporting the community
  - We think and act local
  - Embedded in the communities we serve
- Entering attractive new markets in the North of England

# Improved foundations

- Effective asset generating platforms with more levers to pull to respond to macroeconomic environment
- Control environment improved
- Tighter cost discipline to ensure stakeholder returns
- Enhanced governance
- More commercial outlook

#### #1 on the high street for the 10<sup>th</sup> time running<sup>1</sup>



**CMA 2022** #1 high street bank for overall service quality<sup>1</sup>



British Bank 2022 Treating Customers Fairly Champion



Top 10 Most Loved Workplace® certified<sup>2</sup>



Moneynet 2022

Best Business Credit Card



Moneyage 2022

Best Mortgage Provider



Forbes 2022
Best Current
Account for
Overseas Use



Top 10 Inclusive Employer or Company 2022

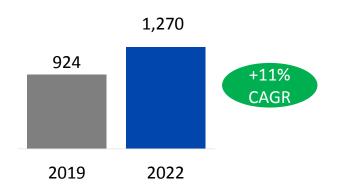
# Our ambition is to be the #1 Community Bank



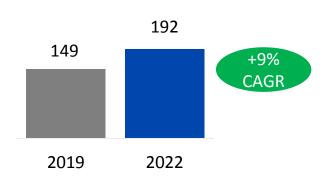
## **Building a sustainably profitable business**

## **Creating FANS**

#### Personal Current Accounts, '000

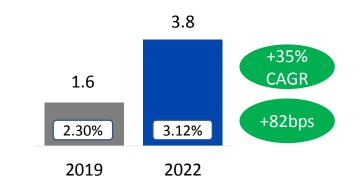


#### **Business Current Accounts, '000**

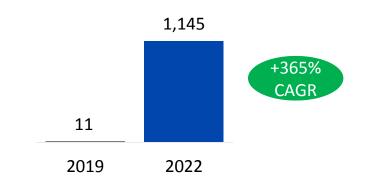


# Franchise continues to grow

#### Mortgage applications and yield, £bn

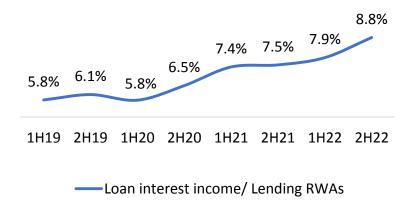


#### Consumer loans originations, £m

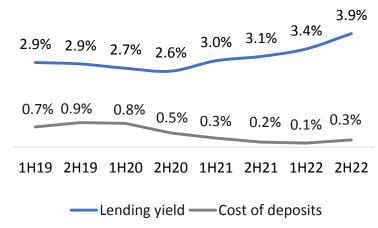


# **Structurally advantaged**

#### Return on regulatory capital, %



#### Lending yield and Cost of deposits, %



## Stores a key driver of sustainable growth

#### What we've done

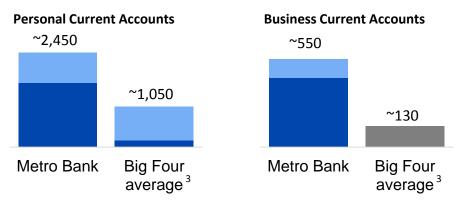
- ✓ Increasing our direct ownership of store portfolio, now 38% freehold¹ vs. 25% on 1 Jan 2020
- √ ~90% of digital accounts opened are within 20 miles of a store<sup>2</sup>

#### What we've got planned

- ✓ 11 new stores in the North of England 2024-2025³
- Continued commitment to stores with less expensive, more sustainable builds
- ✓ New stores will retain long leases but will have multiple and frequent breaks.
- ✓ Greater mix of high street and out of town locations

#### Stores are more than twice as productive as the big four<sup>3</sup>

# of new account openings per store per year



# Where we are now and where we will be Ambition to be #1 community bank We already have 76 stores and we plan to open 11 more by the end of 2025 Current Metro Bank stores Potential new store locations

■ In-store ■ Digital

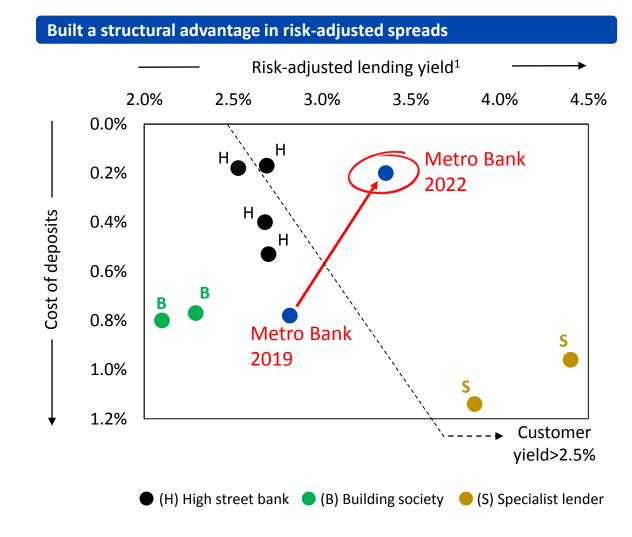
# **Strategic optionality**





## The repositioned model works

- A Bank designed for customers, colleagues and communities
- Service-led model providing core deposits
- Diversified asset base driving strong returns
- Scalable cost base ready for revenue growth
- Resilient risk and control environment
- Strategic optionality to leverage unique position once capital structure is optimised

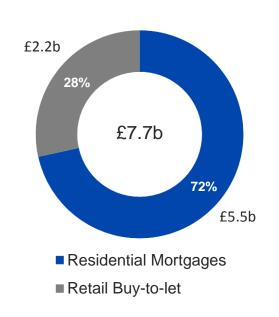


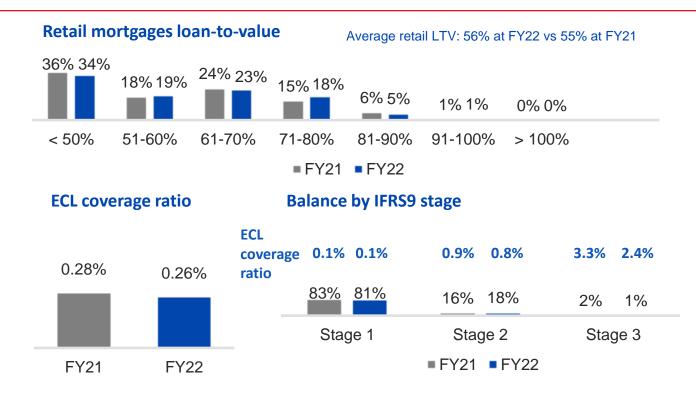
Q&A

# Appendix

## **Retail mortgages – overview**

#### Retail mortgage portfolio

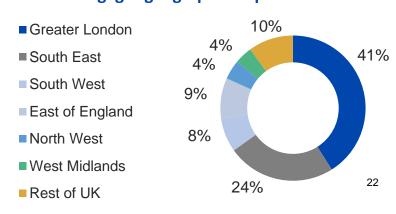




#### Mortgage lending has seen significant growth in 2022 whilst maintaining credit quality

- New lending volumes have remained strong in 2022 (£2.2b in 2022. £1.2b in 2021)
  - LTV mix has improved since 2021
  - Average new lending LTV reduced from 73% to 69%
  - % >80% LTV from 41% to 18%
- Credit quality has remained stable during a period of growth
- Average credit scores have been stable across 2021/2022
- Buy-to-let mix has increased (34% in 2022; 13% in 2021)
- Buy-to-let is subject to a maximum LTV of 80% and higher credit score thresholds
- An HPI overlay of £3m has been raised to reflect further downside risk in property price indices.

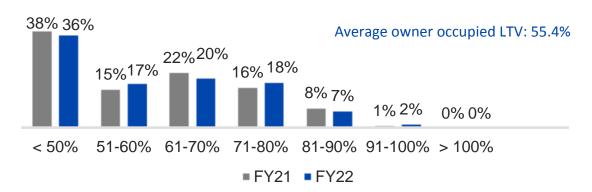
#### Retail mortgages geographical split



## **Retail mortgages – LTV and repayment type**

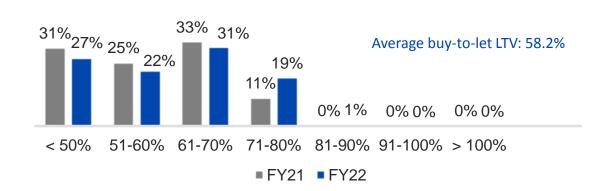
#### Owner occupied retail mortgages

#### Loan-to-value profile

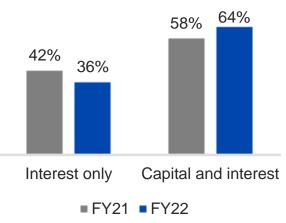


#### **Retail buy-to-let mortgages**

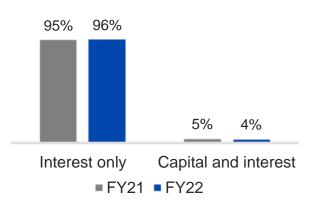
#### Loan-to-value profile



#### Repayment type

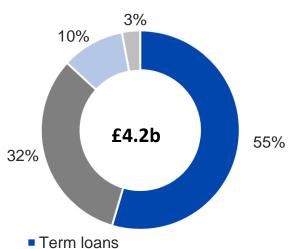


#### Repayment type



# Commercial lending – overview (1/2)

#### **Commercial lending portfolio**



- Government-backed lending
- Asset & invoice finance
- Overdrafts & credit cards

# **ECL** coverage ratio 2.21% 2.23% FY21 FY22

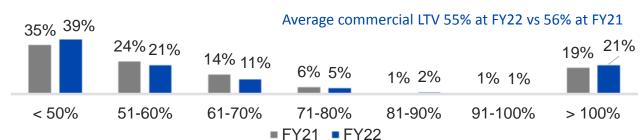
#### **Portfolio composition**

| Segment                              | 31 Dec 2022 | 31 Dec 2021 |
|--------------------------------------|-------------|-------------|
| Term loans                           | 55%         | 57%         |
| CBILS, CLBILS & RLS                  | 13%         | 7%          |
| BBLS                                 | 19%         | 26%         |
| Asset & Invoice Finance <sup>1</sup> | 10%         | 7%          |
| Overdrafts & credit cards            | 3%          | 3%          |

#### Term loans by industry sector<sup>2</sup>

| Industry sector (£m)             | 31 Dec 2022 | 31 Dec 2021 |
|----------------------------------|-------------|-------------|
| Real estate (PBTL)               | 731         | 950         |
| Real estate (other term loans)   | 683         | 837         |
| Hospitality                      | 372         | 361         |
| Health & Social Work             | 334         | 225         |
| Legal, Accountancy & Consultancy | 196         | 206         |
| Other                            | 506         | 484         |

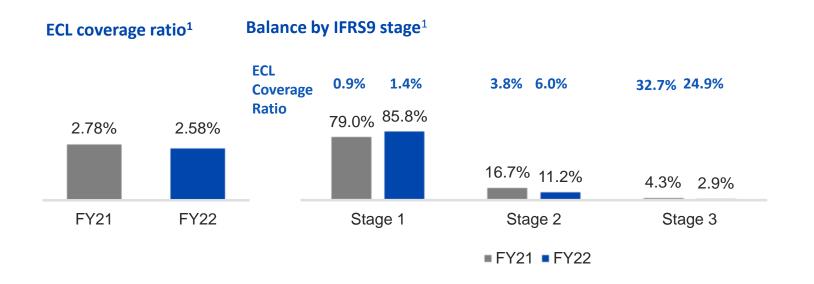
#### **Commercial term lending loan-to-value<sup>2</sup>**

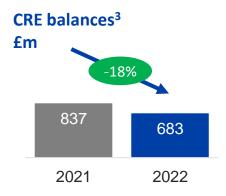


The increase in LTV>100% in 2022 reflects the increase in RLS lending.

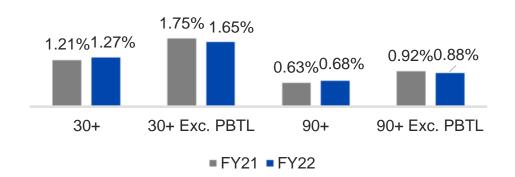


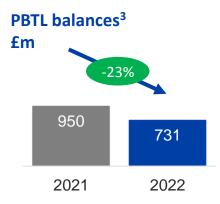
# Commercial lending (excluding BBLS) – overview (2/2)







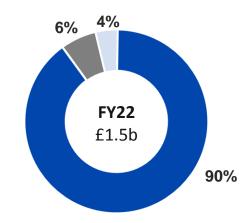






## **Consumer lending – overview**

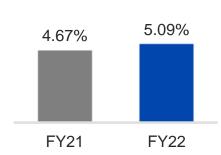
#### **Consumer Lending portfolio**



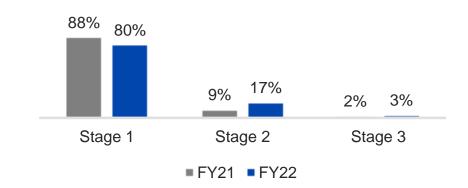
- Legacy Term Loans, Overdrafts & Credit Cards
- RateSetter Purchased Portfolio
- RateSetter New Originations

- Average salary increased from £40k in Q4 2020 to £52k in Q4 2022
- Almost 50% of originations in 2022 were in our top 4 risk buckets
- Fastest growing cohort in 2022 was in top rated bucket (now over 25% of the portfolio up from ~20% in 2021)
- NPLs have increased to 3.33% in 2022 from 2.36% in 2021 driven by portfolio maturation





#### **Balance by IFRS9 stages**





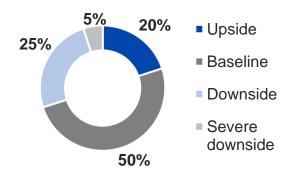
# Macroeconomic scenarios and provisioning

#### **Application of scenarios and weighting**

- 4 probability weighted scenarios: Baseline (50%); Upside (20%), Downside (25%) and Severe Downside (5%)
- Macroeconomic projections provided by Moody's Analytics (December'22)
- House Price Index (HPI) and Commercial Real Estate Index (CRE) adjusted across all scenarios to reflect further uncertainty in residential & commercial property values

#### Modelled scenarios<sup>1</sup>

| Macroeconomic variable                 | Scenario        | 2022  | 2023   | 2024   | 2025  | 2026  |
|--|-----------------|-------|--------|--------|-------|-------|
|  | Baseline        |       | 4.3%   | 4.5%   | 4.5%  | 4.6%  |
| Unemployment                           | Upside          | 2.00/ | 3.9%   | 3.6%   | 3.7%  | 4.0%  |
| (%)                                    | Downside        | 3.8%  | 6.2%   | 7.2%   | 7.2%  | 6.8%  |
| ` ,                                    | Severe Downside |       | 7.4%   | 8.3%   | 8.2%  | 7.9%  |
| House Price Index                      | Baseline        |       | -7.3%  | -1.9%  | 4.8%  | 2.9%  |
|  | Upside          | 0.60/ | 5.8%   | 1.1%   | 2.1%  | -1.2% |
| (YoY%) <sup>2</sup>                    | Downside        | 8.6%  | -17.5% | -10.9% | 4.0%  | 5.7%  |
|  | Severe Downside |       | -23.1% | -14.6% | 4.4%  | 4.3%  |
|  | Baseline        |       | -0.8%  | 1.2%   | 1.4%  | 1.2%  |
| LIK CDD (VeV0/)                        | Upside          | 0.20/ | 1.9%   | 1.2%   | 1.1%  | 1.2%  |
| UK GDP (YoY%)                          | Downside        | 0.3%  | -6.9%  | 1.3%   | 2.5%  | 1.2%  |
|  | Severe Downside |       | -8.3%  | -0.3%  | 3.5%  | 2.1%  |
|  | Baseline        |       | 5.5%   | 4.4%   | 4.0%  | 4.0%  |
| 5 year Mortgage                        | Upside          | F 20/ | 5.3%   | 4.3%   | 4.0%  | 4.0%  |
| Rate (%)                               | Downside        | 5.3%  | 5.5%   | 4.4%   | 3.6%  | 3.1%  |
| ,                                      | Severe Downside | ·     | 5.8%   | 4.0%   | 3.4%  | 3.0%  |
| Commercial Real                        | Baseline        |       | -8.2%  | -6.0%  | 2.0%  | 1.4%  |
| Estate (CRE) Index (YoY%) <sup>2</sup> | Upside          | 0.00/ | 3.2%   | -3.6%  | -0.3% | -2.2% |
|  | Downside        | 0.0%  | -23.2% | -11.9% | 5.1%  | 4.2%  |
|  | Severe Downside |       | -30.5% | -14.8% | 6.9%  | 3.5%  |



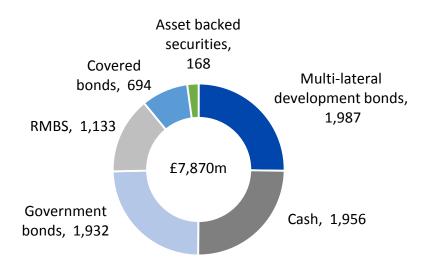
#### **PMO – Post Model Overlays**

| PMO type                          | £m                             |
|-----------------------------------|--------------------------------|
| High inflation and cost of living | 22.5                           |
| Climate Change                    | 3.5                            |
| HPI and CRE adjustment            | 6.1                            |
| Commercial model enhancements     | 1.8                            |
| SICR <sup>3</sup> overlay         | (3.4)                          |
| Total                             | 30.5<br>(~16% of ECL<br>stock) |

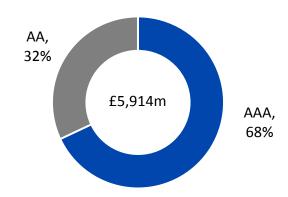


# Increasing returns from a low risk Treasury Portfolio and rising rates

#### Portfolio composition, £m



#### Non-cash portfolio credit rating



#### **Low risk Treasury portfolio**

- Interest income earned on investment securities rose to £67.6m in 2022 from £23.2m in 2021, representing an effective yield of 1.18% (2021: 0.30%).
- Low risk density (2022 RWA of ~£250m)
- Weighted average portfolio repricing duration
  - 1.3 years including cash
  - 1.7 years excluding cash

# Reconciliation between statutory and underlying metrics

| Year ended 31 December 2022<br>£m                      | Statutory<br>basis | Impairment and write-off of PPE and intangible assets | Net BCR<br>costs | Transformation costs | Remediation<br>costs incl. FCA<br>investigation and<br>OFAC | Holding<br>company<br>insertion | Underlying basis |
|--|--------------------|---|------------------|----------------------|---|---------------------------------|------------------|
| Net interest income                                    | 404.1              |   | 0.1              |                      |   |                                 | 404.2            |
| Net fee and commission income                          | 81.8               |   |                  |                      |   |                                 | 81.8             |
| Net gains on sale of assets                            | -                  |   |                  |                      |   |                                 | -                |
| Other income   | 37.6               |   | (1.5)            |                      |   |                                 | 36.1             |
| Total income   | 523.5              | -   | (1.4)            | -                    | -   |                                 | 522.1            |
| General operating expenses                             | (467.6)            |   | 1.4              | 3.3                  | 5.3   | 1.8                             | (455.8)          |
| Depreciation and amortisation                          | (77.0)             |   |                  |                      |   |                                 | (77.0)           |
| Impairment and write-offs of PPE and intangible assets | (9.7)              | 9.7   |                  |                      |   |                                 | -                |
| Total operating expenses                               | (554.3)            | 9.7   | 1.4              | 3.3                  | 5.3   | 1.8                             | (532.8)          |
| Expected credit loss expense                           | (39.9)             |   |                  |                      |   |                                 | (39.9)           |
| Loss before tax  | (70.7)             | 9.7   | 0.0              | 3.3                  | 5.3   | 1.8                             | (50.6)           |



### **Disclaimer**

#### **Forward-looking statements**

This presentation and subsequent discussions may contain forward-looking statements. Forward-looking statements are not historical facts but are based on certain assumptions and subjective judgements of management regarding our present and future business strategies, financial condition, liquidity, prospects, growth and the environment in which we will operate, which the Group believes to be reasonable but are inherently uncertain, and describe the Group's future operations, plans, strategies, objectives, goals and targets and expectations and future developments in the markets. Forward-looking statements typically use terms such as "believes", "projects", "anticipates", "expects", "intends", "seeks", "plans", "may", "will", "would", "could", or "should" or similar terminology. Any forward-looking statements in this presentation are based on the Group's current intentions, beliefs or expectations and, by their nature, forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond the Group's control (including, without limitation, factors related to general economic, market and business conditions, regulatory changes and geopolitical tensions). These factors could cause the Group's actual results and performance to differ materially from any guidance or expected future results or performance expressed or implied by any forward-looking statements. As a result, you are cautioned not to place undue reliance on such forward-looking statements. Past performance should not be taken as an indication or guarantee of future results. No representation or warranty, express or implied, is made regarding future performance, or that the matters set out in forward-looking statements are attainable, will actually occur or will be realised or are complete or accurate. The Group undertakes no obligation to release the results of any revisions to any forward-looking statements in this presentation that may occur due to any change in its expectations or to reflect events or circumstances after the date of this presentation and the parties named above disclaim any such obligation.

