

# UOB U.S. Resolution Plan

## Public Section

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### I. Introduction

United Overseas Bank Limited (“**UOB**”) is, for purposes of U.S. banking law, a “foreign banking organization” with operations in the United States and more than US\$50 billion in total consolidated assets. As a result, UOB is deemed to be a “covered company” in accordance with the final rule implementing Section 165(d) of the Dodd-Frank Wall Street Reform and Consumer Protection Act (such final rule, the “**Regulation**”) issued by the Board of Governors of the Federal Reserve System (“**FRB**”) and the Federal Deposit Insurance Corporation (“**FDIC**”). The Regulation requires each bank holding company (including a foreign banking organization such as UOB) with total consolidated assets of US\$50 billion or more, and each nonbank financial company supervised by the FRB (each, a “**covered company**”) to periodically prepare and submit a plan for such company's rapid and orderly resolution in the event of material financial distress or failure, referred to as a “resolution plan.” Inasmuch as UOB has global consolidated assets in excess of US\$50 billion, UOB is considered a “covered company” for purposes of the Regulation. Accordingly, UOB has submitted this U.S. Resolution Plan (the “**Plan**”) as required by the Regulation and related guidance.

As UOB is a foreign-based covered company, the Plan is required to be responsive to the informational requirements of the Regulation as they relate to only those UOB subsidiaries, branches and agencies, as well as any “critical operations” and “core business lines,” as applicable, that are domiciled in the United States or conducted in whole or material part in the United States. This Plan addresses how such U.S. operations can be reorganized, liquidated or otherwise resolved under applicable insolvency law in a reasonable period of time, without any extraordinary support from the U.S. government, and in an organized manner that substantially minimizes the risk that the failure of these entities, businesses or operations would have a serious adverse effect on U.S. financial stability. Additionally, to the extent applicable, the Plan identifies, describes in detail, and maps to legal entity the interconnections and interdependences among the U.S. subsidiaries, branches and agencies of UOB and its foreign-based affiliates.

As required by the Regulation, the Plan has been divided into a public section and a confidential section and is submitted in two parts. This document constitutes the public section of the Plan.

### Overview

UOB is incorporated and headquartered in the Republic of Singapore, and has a global network of more than 500 offices in 19 countries and territories in Asia Pacific, Western Europe and North America. It is a leading bank in Asia, where it operates through its branches and representative offices as well as through its banking subsidiaries in Singapore, Malaysia, Thailand, Indonesia, China, and the Philippines. UOB provides a wide range of financial services including:

- Personal Financial Services
- Private Banking
- Business Banking
- Commercial and Corporate Banking
- Transaction Banking
- Investment Banking
- Corporate Finance
- Capital Market Activities
- Treasury Services
- Brokerage and Clearing Services
- Asset Management
- Venture Capital Management
- Insurance

As of 31 December 2014, UOB's total global assets, inclusive of its non-banking subsidiaries, was US\$231.6 billion as reported on its Form FR Y-7.

### U.S. Operations

UOB maintains a very small presence in the United States, consisting of merely two agency offices and a handful of non-banking subsidiaries, including two broker-dealers, a fund manager, a premises holding company, and several non-operating companies (collectively, the “**U.S. Entities**”). As of 31 December 2014, UOB New York and Los Angeles agency offices held US\$5.5 billion and US\$1.8 billion in assets (which consisted primarily of interests in commercial loans) respectively. The remaining U.S.-based subsidiaries<sup>1</sup> collectively held US\$129 million in assets. UOB employs only 59 people within the United States across its two agency offices and various non-banking subsidiaries.

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<sup>1</sup> One of the U.S.-based subsidiaries, UOB Funding LLC, was a special purpose vehicle that formerly issued commercial paper in the U.S. in order to fund the operations of the UOB New York agency office. UOB Funding LLC was closed on 22 December 2014.

## II. Material Entities

A "material entity" is defined in the Regulation as "a subsidiary or foreign office of the covered company that is *significant* to the activities of a *critical operation* or *core business line*." UOB has no "critical operations" as that term is defined in the Regulation.<sup>2</sup> As explained in the next paragraph, UOB's U.S. Entities do not comprise a "core business line" of UOB, and UOB's U.S. Entities do not engage in any activities or provide any services that are significant to any of those core business lines conducted outside the United States. Based on these criteria, none of UOB's U.S. entities are "material entities" for purposes of the Plan.

## III. Core Business Lines

"Core business lines" are defined in the Regulation as "those business lines of the covered company, including associated operations, services, functions and support, that, in the view of the covered company, upon failure would result in a material loss of revenue, profit, or franchise value." Although UOB conducts a limited amount of commercial lending, broker-dealer, investment management and other activities through its U.S. Entities, the potential cessation of these activities, or the failure of one or more of the U.S. Entities, would not materially impact UOB's business operations as a whole, and would not result in a material loss of revenue, profit, or franchise value to UOB. As a result, UOB does not believe that any of its core business lines are conducted in whole or in material part in the United States.

## IV. Summary Financial Information Regarding Assets, Liabilities, Capital, and Major Funding Sources

The summary financial information in this section was prepared in accordance with Singapore Financial Reporting Standards and the provisions of Chapter 50 of the Singapore Companies Act, and appears as it is set forth in UOB's 2014 Annual Report. Unless otherwise indicated, all amounts are denominated in Singapore Dollars. The balance sheet contains columns showing information for both United Overseas Bank Limited itself (the column labeled "**Bank**") and together with its global subsidiaries (the "**Group**"), and reflects UOB's financial condition as of 31 December 2014.

Unless otherwise indicated, the following information pertains to UOB's global operations as a whole.

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<sup>2</sup> The Regulation defines "critical operations" as those operations of the covered company, including associated services, functions and support, the failure or discontinuance of which, in the view of the covered company or as jointly directed by the FRB and the FDIC, would pose a threat to the financial stability of the United States. UOB has not been notified by the FRB or the FDIC that it engages in critical operations.

## Balance Sheets

as at 31 December 2014

	The Group		The Bank	
	2014	2013	2014	2013
	\$'000	\$'000	\$'000	\$'000
<b>Equity</b>				
Share capital and other capital	5,892,165	5,332,735	5,060,615	4,501,185
Retained earnings	14,064,092	12,002,525	10,808,566	9,255,114
Other reserves	9,613,093	9,052,656	9,780,486	9,445,651
<b>Equity attributable to equity holders of the Bank</b>	<b>29,569,350</b>	<b>26,387,916</b>	<b>25,649,667</b>	<b>23,201,950</b>
Non-controlling interests	202,655	189,346	–	–
<b>Total equity</b>	<b>29,772,005</b>	<b>26,577,262</b>	<b>25,649,667</b>	<b>23,201,950</b>
<b>Liabilities</b>				
Deposits and balances of:				
Banks	11,226,347	13,706,153	10,665,592	13,131,356
Non-bank customers	233,749,644	214,547,542	179,122,889	163,492,289
Subsidiaries	–	–	2,767,302	2,630,069
Bills and drafts payable	950,727	1,035,208	190,704	254,462
Derivative financial liabilities	6,383,979	5,877,773	5,928,255	5,196,506
Other liabilities	3,157,723	2,928,495	1,472,185	1,640,851
Tax payable	381,926	488,929	359,715	452,570
Deferred tax liabilities	160,489	86,385	83,188	–
Debts issued	20,953,303	18,981,322	21,138,545	18,546,107
<b>Total liabilities</b>	<b>276,964,138</b>	<b>257,651,807</b>	<b>221,728,375</b>	<b>205,344,210</b>
<b>Total equity and liabilities</b>	<b>306,736,143</b>	<b>284,229,069</b>	<b>247,378,042</b>	<b>228,546,160</b>
<b>Assets</b>				
Cash, balances and placements with central banks	35,082,908	26,880,581	24,807,369	13,853,975
Singapore Government treasury bills and securities	7,756,709	9,654,911	7,627,828	9,525,928
Other government treasury bills and securities	10,140,942	7,943,497	3,982,141	3,628,447
Trading securities	738,262	628,131	738,262	566,338
Placements and balances with banks	28,692,051	31,411,740	24,332,571	28,032,297
Loans to non-bank customers	195,902,563	178,856,863	149,529,653	136,538,266
Placements with and advances to subsidiaries	–	–	7,726,981	7,690,587
Derivative financial assets	6,305,928	5,779,497	5,710,358	5,030,302
Investment securities	11,439,549	12,139,906	10,294,346	10,969,254
Other assets	2,718,439	3,212,523	1,465,432	2,099,375
Deferred tax assets	231,636	287,710	101,736	66,396
Investment in associates and joint ventures	1,189,449	996,605	523,138	269,233
Investment in subsidiaries	–	–	4,980,738	4,752,499
Investment properties	960,292	984,905	1,229,216	1,280,779
Fixed assets	1,428,135	1,308,390	1,146,454	1,060,665
Intangible assets	4,149,280	4,143,810	3,181,819	3,181,819
<b>Total assets</b>	<b>306,736,143</b>	<b>284,229,069</b>	<b>247,378,042</b>	<b>228,546,160</b>
<b>Off-balance sheet items</b>				
Contingent liabilities	18,514,991	24,097,852	12,694,796	15,860,231
Financial derivatives	605,486,659	451,573,062	520,163,287	375,040,281
Commitments	99,592,819	69,756,557	79,891,814	53,983,741

### Major Funding Sources and Liquidity

UOB's overall global funding position remained strong throughout 2014, with loans-to-deposits ratio at 83.8% as of 31 December 2014.

UOB maintains sufficient liquidity to fund its day-to-day operations, to meet deposit withdrawals and loan disbursements, to participate in new investments and to repay borrowings. Hence, liquidity is managed in a manner to address known as well as unanticipated cash funding needs. Liquidity risk is managed in accordance with a framework of policies, controls and limits approved by the Asset and Liability Committee ("ALCO"). These policies, controls and limits enable UOB to monitor and manage liquidity risk to ensure that sufficient sources of funds are available over a range of market conditions. These include minimizing excessive funding concentrations by diversifying the sources and terms of funding as well as maintaining a portfolio of high quality and marketable debt securities.

UOB takes a conservative stance in its liquidity management by continuing to gather core deposits, ensuring that liquidity limits are strictly adhered to and that there are adequate liquid assets to meet cash shortfall. The distribution of deposits is managed actively to ensure a balance between cost effectiveness, continued accessibility to funds and diversification of funding sources. Important factors in ensuring liquidity are competitive pricing, proactive management of UOB's core deposits and the maintenance of customer confidence.

Liquidity risk is aligned with the regulatory liquidity risk management framework and is measured and managed on a projected cash flow basis. UOB is monitored under business as usual and stress scenarios. Cash flow mismatch limits are established to limit UOB's liquidity exposure. UOB also employs liquidity early warning indicators and trigger points to signal possible contingency situations. With regard to the regulatory requirements on Liquidity Coverage Ratio (LCR) which are effective from 1 January 2015, UOB ratios were above 100% for both the All Currencies LCR and the Singapore Dollar LCR as of 31 December 2014.

Contingency funding plans are in place to identify potential liquidity crises using a series of warning indicators. Crisis escalation processes and various strategies including funding and communication have been developed to minimize the impact of any liquidity crunch.

UOB's overseas banking branches and subsidiaries are required to comply with their local regulatory requirements. In the event that they are unable to source sufficient funds to meet the financial obligation of their operations, UOB's Head Office in Singapore would meet such requirements.

### Capital

As a group, UOB's capital position remained well above the Monetary Authority of Singapore (MAS) minimum requirements with Common Equity Tier 1, Tier 1 and Total Capital Adequacy Ratios of 13.9%, 13.9% and 16.9% respectively as of 31 December 2014.

## V. Derivative and Hedging Activities

In the normal course of business, UOB transacts in customized derivatives to meet specific needs of its customers. UOB also transacts in these derivatives for proprietary trading purposes, as well as to manage its assets, liabilities and structural positions. The table below shows UOB's financial derivatives and their fair values as at 31 December 2014:

	2014			2013		
	Contract/ notional amount \$'000	Positive fair value \$'000	Negative fair value \$'000	Contract/ notional amount \$'000	Positive fair value \$'000	Negative fair value \$'000
<b>The Group</b>						
<b>Foreign exchange contracts</b>						
Forwards	39,133,210	817,848	439,200	29,025,186	481,150	332,853
Swaps	158,348,409	1,280,803	1,483,875	141,205,352	1,145,522	1,172,207
Futures	15,911	-	-	-	-	-
Options purchased	9,150,276	131,611	-	7,725,440	102,358	-
Options written	11,134,020	-	134,744	7,437,378	-	103,433
<b>Interest rate contracts</b>						
Swaps	367,004,380	3,518,624	3,711,277	244,357,862	3,484,324	3,705,365
Futures	496,609	744	439	4,600,007	20,105	957
Options purchased	878,576	6,705	-	819,897	12,680	-
Options written	3,418,000	-	11,458	3,909,749	-	18,857
<b>Equity-related contracts</b>						
Swaps	1,735,206	16,219	27,639	2,385,025	152,554	162,845
Options purchased	5,439,584	442,827	-	4,152,367	375,130	-
Options written	5,442,300	-	442,717	4,150,024	-	375,240
<b>Credit-related contracts</b>						
Swaps	1,242,421	2,022	40,942	437,804	1,300	688
<b>Others</b>						
Forwards	793,871	960	711	697,416	613	1,061
Swaps	950,169	75,269	79,275	221,327	2,427	2,787
Futures	286,104	11,575	10,757	125,209	136	282
Options purchased	8,797	721	-	161,498	1,198	-
Options written	8,816	-	945	161,521	-	1,198
	<b>605,486,659</b>	<b>6,305,928</b>	<b>6,383,979</b>	<b>451,573,062</b>	<b>5,779,497</b>	<b>5,877,773</b>

	2014			2013		
	Contract/ notional amount \$'000	Positive fair value \$'000	Negative fair value \$'000	Contract/ notional amount \$'000	Positive fair value \$'000	Negative fair value \$'000
<b>The Bank</b>						
<b>Foreign exchange contracts</b>						
Forwards	32,095,309	471,659	210,789	23,286,983	285,129	165,860
Swaps	119,675,217	1,194,382	1,395,838	112,329,287	905,033	998,836
Futures	15,911	–	–	–	–	–
Options purchased	8,704,603	116,004	–	7,195,472	80,281	–
Options written	8,570,345	–	163,094	6,862,781	–	86,129
<b>Interest rate contracts</b>						
Swaps	325,575,251	3,403,366	3,583,906	205,739,833	3,222,741	3,422,556
Futures	496,609	744	439	4,582,769	20,105	839
Options purchased	6,531,449	6,705	–	819,897	12,680	–
Options written	4,270,352	–	11,458	3,663,357	–	18,857
<b>Equity-related contracts</b>						
Swaps	715,945	7,154	10,759	1,132,084	125,101	124,863
Futures	–	–	–	–	–	–
Options purchased	5,331,486	439,969	–	4,040,004	374,504	–
Options written	5,334,634	–	442,667	4,037,354	–	374,587
<b>Credit-related contracts</b>						
Swaps	1,242,421	2,022	40,942	437,804	1,300	688
<b>Others</b>						
Forwards	573,134	1,083	914	238,450	1,237	1,169
Swaps	818,539	62,353	62,331	248,216	865	657
Futures	200,468	4,542	4,743	107,438	128	267
Options purchased	5,807	375	–	159,276	1,198	–
Options written	5,807	–	375	159,276	–	1,198
	<b>520,163,287</b>	<b>5,710,358</b>	<b>5,928,255</b>	<b>375,040,281</b>	<b>5,030,302</b>	<b>5,196,506</b>

UOB engages in very limited derivatives activity in the U.S., generally confined to interest rate and currency swaps in connection with its commercial lending operations in its two agency offices.

## VI. Memberships in Material Payment, Clearing, and Settlement Systems

UOB maintains the following memberships in material payment, clearing and settlement systems: (i) SWIFT for international payment, (ii) Federal Reserve for banknotes (ECI – Extended Custodial Inventory)

## VII. Foreign Operations

The vast portion of UOB's operations are in Asia, where it operates through its branches and representative offices as well as through banking subsidiaries in Singapore (Far Eastern Bank Limited), Malaysia (United Overseas (Malaysia) Berhad), Thailand (United Overseas Bank (Thai) Public Company Limited), Indonesia (PT Bank UOB Indonesia), China (United Overseas Bank (China) Limited), and Philippines (United Overseas Bank Philippines). UOB provides a wide range of financial services including personal financial services, private banking, business banking, commercial and corporate banking, transaction banking, investment banking, corporate finance, capital market activities, treasury services, brokerage and clearing services, asset management, venture capital management and insurance.

UOB's global network consists of over 500 offices in 19 countries and territories in Asia Pacific, Western Europe and North America. The following list provides a breakdown of the number of offices UOB maintains in each country and territory:

### Asia Pacific

Australia .....	4
Brunei .....	2
China .....	20
Hong Kong .....	3
India .....	1
Indonesia .....	211
Japan .....	2
Malaysia .....	47
Myanmar .....	2
Philippines .....	1
Singapore .....	76
South Korea .....	1
Taiwan .....	3
Thailand .....	156
Vietnam .....	1

### North America

Canada .....	3
USA .....	3

### Western Europe

France .....	1
United Kingdom .....	1

The following table provides an overview of UOB's performance by geographical segment:

	The Group					
	Total operating income		Profit before tax		Total assets	
	2014 \$ million	2013 \$ million	2014 \$ million	2013 \$ million	2014 \$ million	2013 \$ million
Singapore	4,313	3,775	2,345	2,181	187,529	176,590
Malaysia	1,047	969	593	555	37,269	35,647
Thailand	691	632	159	146	15,915	15,608
Indonesia	410	436	99	178	8,143	7,173
Greater China	587	502	305	272	31,977	27,395
Others	409	406	324	252	21,754	17,672
	<b>7,457</b>	<b>6,720</b>	<b>3,825</b>	<b>3,584</b>	<b>302,587</b>	<b>280,085</b>
Intangible assets	–	–	–	–	4,149	4,144
	<b>7,457</b>	<b>6,720</b>	<b>3,825</b>	<b>3,584</b>	<b>306,736</b>	<b>284,229</b>

### VIII. Material Supervisory Authorities

UOB is regulated in Singapore by the MAS. As a foreign banking organization in the United States, UOB is regulated by the FRB pursuant to the International Banking Act of 1978. The following table identifies the other primary regulatory agencies, where applicable, for UOB's major U.S. Entities.

UOB Entity	Primary Supervisory Agency
UOB New York Agency	New York Department of Financial Services ("NYDFS") and the FRB
UOB Los Angeles Agency	California Department of Business Oversight ("DBO") and the FRB

## IX. Principal Officers

The following table lists UOB's Board of Directors:

<b>Name</b>	<b>Role/Title</b>
Wee Cho Yaw	Chairman Emeritus and Adviser Non-executive and non-independent director
Hsieh Fu Hua	Chairman Non-executive and independent director
Wee Ee Cheong	Deputy Chairman and Chief Executive Officer Executive and non-independent director
Wong Meng Meng	Non-executive and non-independent director
Franklin Leo Lavin	Non-executive and independent director
Willie Cheng Jue Hiang	Non-executive and independent director
James Koh Cher Siang	Non-executive and independent director
Ong Yew Huat	Non-executive and independent director
Lim Hwee Hua	Non-executive and independent director (appointed on 1 July 2014)

The following table lists the members of UOB's Management Committee:

<b>Name</b>	<b>Role/Title</b>
Wee Ee Cheong	Group Deputy Chairman and Chief Executive Officer
Chan Kok Seong	Group Chief Risk Officer
Chin Voon Fat Frederick	Group Wholesale Banking
Hwee Wai Cheng Susan	Group Technology and Operations
Lee Chin Yong Francis	Group Retail
Lee Wai Fai	Group Chief Financial Offer
Ong Sea Eng Terence	Global Markets and Investment Management
Armand B. Arief	President Director, PT Bank UOB Indonesia
Cheo Chai Hong	Group Credit (Middle Market)
Chew Mei Lee	Group Compliance
Foo Moo Tan Peter	President and Chief Executive Officer, United Overseas Bank (Thai) Public Company Limited
Christine Ip	Chief Executive Officer, UOB Hong Kong Branch
Lian Voon Fui Eric	President and Chief Executive Officer, United Overseas Bank (China) Limited
Wong Kim Choong	Chief Executive Officer, United Overseas Bank (Malaysia) Berhad
Wong Mei Leng Jenny	Group Human Resources
Wong Wah Yan Ian	Group Strategy and International Management
Young Yoke Mun Janet	Group Channels and Digitalisation

## **X. Resolution Planning Corporate Governance Structure**

Ultimate responsibility for governance of UOB and its operations lies with the UOB Board of Directors. To enable the Board to carry out its responsibilities, authority is delegated to committees of the Board. The Chief Executive Officer, in turn, is assisted by senior management committees.

The UOB U.S. resolution plans are reviewed and approved by the senior management committee, the Risk and Capital Committee (RCC), acting under express authority of the Board Risk Management Committee (BRMC).

## **XI. Material management information systems**

UOB New York and UOB Los Angeles agencies use the Head Office hubbed system applications to support their business activities. The application systems supporting the business operations are credit lending, treasury, retail/deposit, trade, and financial accounting systems.

## **XII. High-level Resolution Strategy Summary**

### *Overview*

Consistent with the requirements in the Regulation, UOB has prepared a strategic analysis consisting of a resolution strategy for its U.S. Entities that would allow such entities to be resolved in a rapid and orderly manner that would not create serious adverse effects on U.S. financial stability. There are no material changes since the 2014 Plan.

In the event that a U.S. Entity experiences material financial distress or failure, UOB would engage in the following steps:

- 1) Perform a separability analysis for the entity, or its assets / properties / portfolios, or business lines, where appropriate.
- 2) Activate UOB's M&A steering committee, notify and seek approval from appropriate parties, and explore options for a third-party sale of the entity, or its assets / properties / portfolios, or business lines, where appropriate, with follow-through as appropriate.
- 3) If a timely sale of the entity is not possible, UOB's U.S. Entities would be resolved in the following manner:
  - a) UOB's New York agency would be placed into receivership with the NYDFS, which would then commence a receivership or liquidation proceeding pursuant to the New York Banking Law.

- b) UOB's Los Angeles agency would be placed into receivership with the California Department of Business Oversight, which would then commence a receivership or liquidation proceeding pursuant to Division 1, Chapter 7 of the Financial Code.
- c) In the event of material financial distress or failure with respect to any of UOB's other U.S. entities, the affected entity would cease operations and file bankruptcy petitions under Chapter 7 or Chapter 11 of the U.S. Bankruptcy Code, as appropriate.

Inasmuch as the U.S. Entities do not comprise "material entities," "core business lines," or "critical operations," and given further that the U.S. Entities do not, collectively or individually, comprise a material portion of the assets or revenues of UOB, UOB believes that the above approach is reasonable.

*Relationship to UOB's Overall Resolution Strategy*

At the group level, UOB has provided certain required resolution information ("**UOB RSP**") to the MAS.

UOB has determined that the separation or failure of the U.S. Entities, as described above, would not have a material impact on UOB's other operations or on the financial stability in any jurisdiction, including the U.S. As a result, resolution planning for the U.S. entities has not been integrated into UOB's overall MAS resolution planning information process. UOB's U.S. Entities will be resolved as set forth in this Plan.