

**Comments Template on
Consultation Paper on on the Proposal for Guidelines
on the System of Governance**

**Deadline
19 June 2013
12:00 CET**

Name of Company:	Nordea Life & Pensions	
Disclosure of comments:	Please indicate if your comments should be treated as confidential:	Public
<p>Please follow the following instructions for filling in the template:</p> <ul style="list-style-type: none"> ⇒ Do not change the numbering in the column "reference"; if you change numbering, your comment cannot be processed by our IT tool ⇒ Leave the last column <u>empty</u>. ⇒ Please fill in your comment in the relevant row. If you have <u>no comment</u> on a paragraph or a cell, keep the row <u>empty</u>. ⇒ Our IT tool does not allow processing of comments which do not refer to the specific numbers below. <p>Please send the completed template, in Word Format, to CP-13-008@eiopa.europa.eu. Our IT tool does not allow processing of any other formats.</p> <p>The numbering of the paragraphs refers to this Consultation Paper, the numbering of cells refers to the Technical Annexes II and III.</p>		
Reference	Comment	Resolution
General Comment	<p>Nordea Life & Pensions supports the need for a consistent and convergent legal framework across Groups and in all countries involved to ensure the wanted effect from implementing Solvency II. Consistency and coherence should also apply for the Guidelines.</p> <p>Key Functions & proportionality: Consider if a full Actuarial Function should be required in Holding companies (not having any insurance contracts), when implemented in the solo entities. If Internal Audit is already in place, the guidelines should lead to an adjustment of the internal Audit mandate & tasks, not to establish a new function.</p>	

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Introduction General Comment		
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1.4	Nordea Life & Pesnsions supports the approach that it's a need for consistent and convergent legal framework in all countries involved. The guidelines should be prepared in a way that the local differences should be avoided. Solvency II will only get the wanted effect if the implementation is consistent in all involved countries.	
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Section I. General Comments		
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1.15	If the first progress report should be delivered by 28 February 2015 it's probably too late to make any adjustments. If the result is not acceptable the deadline for the report should be earlier.	

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Section II. General Comments		
Chapter I General Comments		
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1.22	Implementing all Key functions should only be required if the entity responsible for fulfilling the governance requirements is an Insurance company. If the entity is an Insurance holding company, the responsibility as the owner of will be possible to accomplish without all the key functions. Especially an actuarial function will be difficult to establish, because each subsidiary will be responsible for the actuarial issues.	
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Chapter II General Comments		
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1.32	The requirements are general and make it possible to implement the requirements very differently from country to country. To ensure more consistent regulations in the member states, the requirements should be based on more specific conditions.	
1.33	Making an assessment of a person's character and personal behaviour as a requirements, depends on more guidelines regarding what assessment that is required.	
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1.35	The undertaking should only be responsible for applying a fit and proper assessment for own employees. When outsourcing key functions, the requirements should be limited to looking after that the service provider or sub service provider are making the fit and proper assessment satisfactory.	
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Chapter III General Comments		
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Chapter IV General Comments		
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Chapter V General		

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Chapter VI General Comments		
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Chapter VII General Comments		
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Chapter VIII General Comments		
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1.78	The reinsurance policy and program are often established for each legal unit and because of that there is no need for making an opinion on a group level by the entity	

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	responsible for fulfilling the governance requirements. Refer to comment to 1.22	
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1.84	Clarify that this only refers to Technical Provisions	
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Chapter IX General Comments		
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Section III. General Comments		
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1.93	We have earlier experienced material differences in the way Solvency II related issues are implemented locally in each country. We assume that it also this time will be differences and because of that, when a group consist of units in different countries, it will be difficult to set adequate internal governance requirements. Internal	

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	requirements will then cause the result that some units need to fulfil more strict requirements than needed in the country and more strict than it's competitors in that country.	
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1.97	We have earlier experienced material differences in the way Solvency II related issues are implemented locally in each country. We assume that it also this time it will be differences and because of that, when a group consist of units in different countries, it will be difficult to set adequate fulfil all Group Risk Management requirements, prior to the Solvency II implementation date.	
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Compliance and Reporting Rules General Comments		
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1.102	When opening for that countries may decide to no comply with these guidelines, the differences between the countries will increase and might cause even more uncertainty than what positive effect might be achieved with the proposal.	
1.103		
Impact Assessment – General Coments		
2.1	The wording „the entity responsible for fulfilling the requirements at group level“ is used repeatedly in the Proposal. There is a need for a defenition of this sentence.	

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