

# Pearl Group Holdings (No. 1) Limited

Company Registration Number: 3524909

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STRATEGIC REPORT, DIRECTORS' REPORT AND  
CONSOLIDATED FINANCIAL STATEMENTS  
for the year ended 31 December 2013

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**Pearl Group Holdings (No. 1) Limited**

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## Strategic report

The Directors present the Strategic report of Pearl Group Holdings (No. 1) Limited ('the Company') and its subsidiary (together referred to as 'the Group'), for the year ended 31 December 2013.

### **Principal activity**

The principal activity of the Group is that of an investment group. This is expected to continue to be the principal activity for the foreseeable future.

### **Corporate activity**

### **Result and dividends**

The results of the Group for the year are shown in the consolidated income statement on page 8. The profit before tax was £132.0m (2012: £151.7m - restated) and the total consolidated comprehensive income for the year was £95.8m (2012: £26.0m loss restated).

The coupon on the Perpetual Reset Capital Securities of £25.9m (2012: £25.9m) was paid during the year. No dividends were paid during the year (2012: £15.2m).

### **Financial position as at 31 December 2013**

The total equity of the Group at 31 December 2013 was £3,462.8m (2012: £3,387.0m). The increase in the year reflects total consolidated comprehensive income arising in the year of £95.8m (2012: £26.0m loss restated), coupon payments, net of tax relief, on the Perpetual Reset Capital Securities of £20.0m (2012: £19.5m) and dividends paid to Impala Holdings Limited of £nil (2012: £15.2m).

### **Principal risks and uncertainties**

The principal risks and uncertainties facing the Group are:

- interest rate risk, since the movement in interest rates will impact the value of interest payable and receivable by the Group;
- liquidity risk, exposure to liquidity risk as a result of normal business activities, specifically the risk arising from an inability to meet short-term cash flow requirements;
- credit risk, arising from the default of the counterparty to a particular financial asset is significantly reduced as assets are primarily cash and short term deposits, which are placed with high credit rated banks, and inter-company receivables from other Phoenix Group entities; and
- longevity risk in the PGL Pension Scheme ('the Scheme'), arising from faster than expected improvements in life expectancy of the members of the Scheme.

The Group's exposure to all these risks is monitored by the Directors, who agree policies for managing each of these risks on an ongoing basis.

### **Key Performance Indicators ('KPIs')**

Given the straightforward nature of the business, the Group's Directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business.

### **Employees**

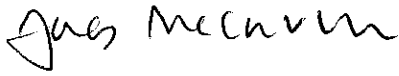
The Group is wholly owned and controlled by Phoenix Group Holdings ('Phoenix Group'). During the year, the Phoenix Group maintained a policy of informing and involving employees on matters which concern them and in the achievement of its business goals. The Phoenix Group has a comprehensive system for consultation and communication involving regular meetings between management and employees, team briefings, opinion surveys and the issue of various bulletins.

Employee development within the Phoenix Group is promoted by encouraging staff to gain appropriate professional qualifications and assisting with wider personal development. The Phoenix Group has been a member of Business in the Community since 2010 and employees engage in various Corporate Responsibility activities, from initiatives to reduce or counteract the impact the Group is making on the environment to supporting local communities through volunteering and charity fundraising.

The Phoenix Group is committed to providing equal opportunities to all employees irrespective of their sex, age, sexual orientation, marital status, religion, race or disability. It is the Phoenix Group's policy to give positive consideration to disabled persons with respect to applications for employment, training, career development and promotion, having regards to each individual's particular aptitudes and abilities.

**Strategic report (continued)**

Share schemes are offered to employees based on Phoenix Group shares. Details of these schemes are disclosed within the Annual Report and Accounts of Phoenix Group Holdings.



J McConville  
Director

18 June 2014

## **Directors' report**

The Directors present their report and the financial statements of the Company and the Group for the year ended 31 December 2013.

The Company is incorporated in the United Kingdom as a private limited company. Its registration number is 3524909 and its Registered Office is Juxon House, 100 St. Paul's Churchyard, London, EC4M 8BU.

The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union ('IFRS').

### **Going concern**

The Board has followed the UK Financial Reporting Council's 'Going Concern and Liquidity Risk: Guidance for Directors of UK Companies 2009' when performing its going concern assessment. As part of its comprehensive assessment of whether the Group and the Company are going concerns, the Board has undertaken a review of the valuation and liquidity of the investments as at the date of preparation of the statement of consolidated financial position and has also reviewed cash flow projections.

Having thoroughly considered the going concern assessment, the Board has concluded that there are no material uncertainties that may cast significant doubt about the Group's and the Company's abilities to continue as going concerns. The Directors have a reasonable expectation that the Group and the Company have adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

### **Corporate governance statement**

As a result of the Group having in issue £425.0m of 6.5864% Perpetual Reset Capital Securities ('the Notes') which are admitted to the Official List of the UK Listing Authority and are traded on the London Stock Exchange, there is a requirement to report on the corporate governance of the Group. Details of the Notes are found under Note 15 to the consolidated financial statements.

The Group is wholly owned and controlled by Phoenix Group Holdings ('Phoenix Group'), which has a Premium Listing on the London Stock Exchange and is a member of the FTSE 250 Index. As part of the Phoenix Group, the Board is committed to high standards of Corporate Governance and supports the UK Corporate Governance Code as practised by the Phoenix Group. The Phoenix Group's Corporate Governance manual is available on the Phoenix Group's website at <http://www.thephoenixgroup.com>.

The Phoenix Board has overall responsibility for the Phoenix Group's systems of internal controls and risk management and for reviewing their effectiveness. This review is carried out annually as part of the Phoenix Group review. The Phoenix Group's systems of internal controls are designed to manage rather than eliminate the risk of failure to achieve business objectives and can provide only reasonable and not absolute assurance against material misstatement or loss.

The Phoenix Group Board monitors internal controls on a continual basis and there is an ongoing process for identifying, evaluating and managing the significant risks faced by the Phoenix Group.

The Phoenix Group's planning and financial reporting procedures include detailed operational budgets for the year ahead and a five year rolling plan. Performance is monitored and relevant action taken throughout the year through the monthly reporting of key performance indicators (primarily cash flows), updated forecasts for the year together with information on the key risk areas.

### **Employees**

Information on employees is shown in the Strategic Report on page 2.

### **Directors**

The names of those individuals who served as Directors of the Company during the year or who held office as at the date of signature of this report are as follows:

F Clutterbuck		
J McConville	Appointed 7 January 2013	
R Thakrar	Appointed 20 February 2013	
D Richardson		Resigned 31 January 2013

### **Secretary**

Pearl Group Secretariat Services Limited acted as Secretary throughout the year.

### **Disclosure of indemnity**

Qualifying third party and pension scheme indemnity arrangements (as defined in section 234 and 235 of the Companies Act 2006) were in force for the benefit of the Directors of the Group during the year and remain in place at the date of approval of this report.

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**Pearl Group Holdings (No. 1) Limited**

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***Disclosure of information to auditors***

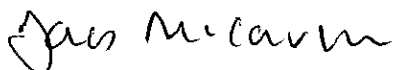
So far as each of the Directors is aware, there is no relevant audit information (as defined in the Companies Act 2006) of which the Group's auditors are unaware, and each of the Directors has taken all the steps that they ought to have taken as a Director to make themselves aware of any relevant audit information (as defined) and to establish that the Group's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418(2) of the Companies Act 2006.

***Re-appointment of auditors***

In accordance with section 487 of the Companies Act 2006, the Group's auditors, Ernst & Young LLP, will be deemed to have been re-appointed at the end of the period of 28 days following circulation of copies of these financial statements as no notice has been received from members pursuant to section 488 of the Companies Act 2006 prior to the end of the accounting reference period to which these financial statements relate.

On behalf of the Board



J McConville  
Director

18 June 2014

**Statement of Directors' responsibilities**

The Directors are required to prepare consolidated financial statements for each accounting period that comply with the relevant provisions of the Companies Act 2006 and International Financial Reporting Standards as adopted by the European Union ('IFRS'), and which present fairly the financial performance, financial position and cash flows of the Group and Company for the accounting period. A fair presentation of the consolidated financial statements in accordance with IFRS requires the Directors to:

- select suitable accounting policies and verify they are applied consistently in preparing the consolidated financial statements on a going concern basis unless it is inappropriate to presume that the Group and Company will continue in business;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRS is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Group and Company's financial position and financial performance; and
- state that the Group and Company have complied with applicable IFRS, subject to any material departures disclosed and explained in the consolidated financial statements.

The Directors are responsible for maintaining proper accounting records which are intended to disclose with reasonable accuracy at any time the financial position of the Group and Company. They are also ultimately responsible for the systems of internal control maintained for safeguarding the assets of the Group and Company and for the prevention and detection of fraud and other irregularities.

**Independent Auditor's report to the members of Pearl Group Holdings (No.1) Limited**

We have audited the financial statements of Pearl Group Holdings (No.1) Limited for the year ended 31 December 2013 which comprise the Group and parent company income statements, the Group and parent company statements of comprehensive income, the Group and parent company statements of financial position, the Group and parent company statements of cash flow, the Group and parent company statements of changes in equity and the related notes 1 to 34 and note A. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRS) as adopted by the European Union.

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

**Respective responsibilities of Directors and Auditor**

As explained more fully in the Statement of Directors' responsibilities set out on page 6, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

**Scope of the audit of the financial statements**

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

**Opinion on financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the group's and of the parent company's affairs as at 31 December 2013 and of the group's and the parent company's profit for the year then ended;
- have been properly prepared in accordance with IFRS as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

**Opinion on other matter prescribed by the Companies Act 2006**

In our opinion the information given in the Strategic Report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

**Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

*Ernst & Young LLP*

George M Reid (Senior statutory auditor)  
for and on behalf of Ernst & Young LLP, Statutory Auditor  
London

24 June 2014



**Pearl Group Holdings (No. 1) Limited**

**Consolidated income statement**  
for the year ended 31 December 2013

	Notes	2013 £m	2012 Restated £m
<b>Revenue</b>			
Net investment income	5	165.9	192.9
Other operating income	6	2.2	2.2
<b>Total income</b>		168.1	195.1
Administrative expenses	7	(3.9)	(8.3)
<b>Profit before finance costs and tax</b>		164.2	186.8
Finance costs	11	(32.2)	(35.1)
<b>Profit for the year before tax</b>		132.0	151.7
Tax charge	12	(26.7)	(36.2)
<b>Profit for the year attributable to owners</b>		105.3	115.5

**Statement of consolidated comprehensive income**  
for the year ended 31 December 2013

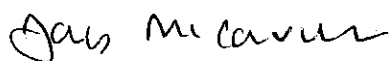
	Notes	2013 £m	2012 Restated £m
<b>Profit for the year</b>		105.3	115.5
Other comprehensive income:			
Items that will not be reclassified to profit and loss:			
Remeasurements of net defined benefit asset	21	(9.1)	(140.6)
Deferred tax charge	12	(0.4)	(0.9)
		(9.5)	(141.5)
<b>Total comprehensive income/(loss) for the year attributable to owners</b>		95.8	(26.0)

**Pearl Group Holdings (No. 1) Limited**

**Statement of consolidated financial position**  
as at 31 December 2013

	Notes	As at 31 December 2013 £m	As at 31 December 2012 £m
<b>Equity attributable to owners</b>			
Share capital	13	34.7	34.7
Share premium	14	1,574.1	1,574.1
Perpetual reset capital securities	15	496.5	496.5
Retained earnings		1,357.5	1,281.7
<b>Total equity</b>		<b>3,462.8</b>	<b>3,387.0</b>
<b>Non-current liabilities</b>			
Deferred income	16	-	1.7
Deferred tax	17	0.4	-
<b>Total non-current liabilities</b>		<b>0.4</b>	<b>1.7</b>
<b>Current liabilities</b>			
Accruals		-	5.1
Deferred income	16	1.7	2.2
Amounts due to Phoenix Group entities	18	28.5	33.4
Derivatives	19	-	25.0
<b>Total current liabilities</b>		<b>30.2</b>	<b>65.7</b>
<b>Total liabilities</b>		<b>30.6</b>	<b>67.4</b>
<b>Total equity and liabilities</b>		<b>3,493.4</b>	<b>3,454.4</b>
<b>Non-current assets</b>			
Pension scheme asset		145.6	124.9
Pension reimbursement assets		95.4	95.0
Pension scheme	21	241.0	219.9
Long-term loans and receivables	22	1,010.9	967.7
Deferred tax	17	-	4.6
<b>Total non-current assets</b>		<b>1,251.9</b>	<b>1,192.2</b>
<b>Current assets</b>			
Short-term loans and receivables	23	2,173.3	2,064.0
Amounts due from Phoenix Group entities	24	0.2	113.5
Prepayments and accrued income	25	52.1	49.7
Other receivables	20	-	30.3
Financial assets	26	2.9	4.1
Cash and cash equivalents	27	13.0	0.6
<b>Total current assets</b>		<b>2,241.5</b>	<b>2,262.2</b>
<b>Total assets</b>		<b>3,493.4</b>	<b>3,454.4</b>

On behalf of the Board



J McConville  
Director  
18 June 2014

**Pearl Group Holdings (No. 1) Limited**

**Statement of consolidated cash flows**  
for the year ended 31 December 2013

	Notes	2013 £m	2012 £m
<b>Cash flows from operating activities</b>			
Cash generated/(absorbed) by operations	28	107.6	(24.6)
<b>Net cash flows from operating activities</b>		107.6	(24.6)
<b>Cash flows from investing activities</b>			
Repayment of borrowings by Phoenix Group entities		-	79.8
Collateral repaid		30.3	6.4
Sale/(purchase) of financial assets		1.2	(1.9)
Increase in loans to Phoenix Group entities		(70.1)	-
<b>Net cash flows from investing activities</b>		(38.6)	84.3
<b>Cash flows from financing activities</b>			
Interest paid on derivatives		(30.7)	(33.5)
Coupons paid on perpetual reset securities		(25.9)	(25.9)
<b>Net cash flows from financing activities</b>		(56.6)	(59.4)
<b>Net increase in cash and cash equivalents</b>		12.4	0.3
Cash and cash equivalents at the beginning of the year		0.6	0.3
<b>Cash and cash equivalents at the end of the year</b>	27	13.0	0.6
<u>Supplementary disclosures on cash flows from operating activities</u>			
Interest received		39.3	145.0

**Pearl Group Holdings (No. 1) Limited**

**Statement of consolidated changes in equity**  
for the year ended 31 December 2013

	Share capital (note 13) £m	Share premium (note 14) £m	Perpetual reset capital securities (note 15) £m	Retained earnings £m	Total £m
<b>At 1 January 2013</b>	34.7	1,574.1	496.5	1,281.7	3,387.0
Profit for the year	-	-	-	105.3	105.3
Other comprehensive loss	-	-	-	(9.5)	(9.5)
<b>Total comprehensive income for the year</b>	-	-	-	95.8	95.8
2013 coupon on perpetual reset capital securities	-	-	-	(25.9)	(25.9)
Tax relief on 2013 coupon	-	-	-	5.9	5.9
<b>At 31 December 2013</b>	34.7	1,574.1	496.5	1,357.5	3,462.8

	Share capital (note 13) £m	Share premium (note 14) £m	Perpetual reset capital securities (note 15) £m	Retained earnings Restated £m	Total Restated £m
<b>At 1 January 2012</b>	34.7	1,574.1	496.5	1,342.4	3,447.7
Profit for the year	-	-	-	115.5	115.5
Other comprehensive loss	-	-	-	(141.5)	(141.5)
<b>Total comprehensive loss for the year</b>	-	-	-	(26.0)	(26.0)
Dividend paid	-	-	-	(15.2)	(15.2)
2012 coupon on perpetual reset capital securities	-	-	-	(25.9)	(25.9)
Tax relief on 2012 coupon	-	-	-	6.4	6.4
<b>At 31 December 2012</b>	34.7	1,574.1	496.5	1,281.7	3,387.0

Included in retained earnings are reserves of £314.5m (2012: £160.0m) which are considered distributable.

Notes to the consolidated financial statements

1. Accounting policies

(a) Basis of preparation

The consolidated financial statements and the financial statements of the Company have been prepared on a historical cost basis except for those financial assets and financial liabilities that have been measured at fair value.

**Statement of compliance**

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union ('IFRS').

The consolidated financial statements are presented in sterling (£) rounded to the nearest £0.1m except where otherwise stated.

Assets and liabilities are offset and the net amount reported in the statement of consolidated financial position only when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liability simultaneously. Income and expenses are not offset in the consolidated income statement unless required or permitted by an international financial reporting standard or interpretation, as specifically disclosed in the accounting policies of the Group.

**Basis of consolidation**

The consolidated financial statements include the financial statements of the Company and its subsidiary undertakings. Subsidiary undertakings are consolidated from the date that effective control is obtained by the Group and are excluded from consolidation from the date they cease to be subsidiary undertakings. For subsidiary undertakings disposed of during the year any difference between the net proceeds, plus the fair value of any retained interest, and the carrying amount of the subsidiary undertaking including non-controlling interests, is recognised in the consolidated income statement.

The Group uses the purchase method to account for the acquisition of subsidiary undertakings. The cost of an acquisition is measured at the fair value of the consideration. Any excess of the cost of acquisition over the fair value of the net assets acquired is recognised as goodwill. Any excess of the fair value of the net assets acquired over the cost of acquisition is recognised in the consolidated income statement. Directly attributable acquisition costs are included within administrative expenses.

(b) Critical accounting estimates and judgements

The preparation of consolidated financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

Critical accounting estimates are those which involve the most complex or subjective judgements or assessments. The areas of the Group's business that typically require such estimates are the determination of the fair value of financial assets and liabilities, impairment of loans to Phoenix Group entities, income taxes and pension benefit assets and liabilities.

**Fair value of financial assets and liabilities**

The fair values of derivatives and financial assets and liabilities are classified and accounted for as set out in accounting policies (g) and (h). Where possible, derivatives and financial assets and liabilities are valued on the basis of listed market prices by reference to quoted market bid prices for assets and offer prices for liabilities, without any deduction for transaction costs. These are categorised as Level 1 financial instruments and do not involve estimates. If prices are not readily determinable, fair value is determined using valuation techniques including pricing models, discounted cash flow techniques or broker quotes. Financial instruments valued where valuation techniques are based on observable market data at the period end are categorised as Level 2 financial instruments. Financial instruments valued where valuation techniques are based on non-observable inputs are categorised as Level 3 financial instruments. Level 2 and Level 3 financial instruments therefore involve the use of estimates. Further details of the estimated are included in notes 19, 22 and 23.

**Impairment of loans to Phoenix Group entities**

Loans to Group entities are subject to regular impairment reviews when management are aware of objective evidence of impairment. Impairments on loans are measured as the difference between the carrying value of the loan and the present value of the estimated future cash flows, excluding future credit losses that have not been incurred, discounted at the loans original effective interest rate. Impairments are recognised in the income statement in the period in which they occur. The Company's policy in relation to impairment testing of loans to Phoenix Group entities is detailed in accounting policy (f).

**Income taxes**

Deferred tax assets are recognised to the extent that they are regarded as recoverable, that is to the extent that, on the basis of all the available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which the losses can be relieved. The UK taxation regime applies separate rules to trading and capital profits and losses. The distinction between temporary differences that arise from items of either a capital or trading nature may affect the recognition of deferred tax assets. Any judgements made, and uncertainties considered, in arriving at the carrying value of deferred tax assets and liabilities in the consolidated financial statements are discussed in note 17.

The accounting policy for income taxes (both current and deferred taxes) is discussed in more detail in accounting policy (c).

**Pension benefit assets and liabilities**

The valuation of pension benefit assets and liabilities is determined using actuarial valuations, which involves making assumptions about discount rates, future salary increases, mortality rates and future pension increases. As defined benefit pension plans are long term in nature, such assumptions are subject to significant uncertainty. Details of the key assumptions used are shown in note 21. The Company's policy in relation to employee benefits is detailed in accounting policy (d).

**(c) Income tax**

Income tax comprises current and deferred tax. Income tax is recognised in the consolidated income statement except to the extent that it relates to items recognised in the statement of consolidated comprehensive income or the statement of consolidated changes in equity, in which case it is recognised in these statements.

Current tax is the expected tax payable on the taxable income for the year, using tax rates and laws enacted or substantively enacted at the date of the statement of consolidated financial position together with adjustments to tax payable in respect of previous years.

Deferred tax is provided for on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not provided in respect of temporary differences arising from the initial recognition of goodwill and the initial recognition of assets or liabilities in a transaction that is not a business combination and that, at the time of the transaction, affects neither accounting nor taxable profit. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates and laws enacted or substantively enacted at the period end.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

**(d) Employee benefits**

**Defined contribution plans**

Obligations for contributions to defined contribution pension plans are recognised as an expense in the consolidated income statement as incurred.

**Defined benefit scheme**

The net surplus or deficit (the economic surplus or deficit) in respect of the defined benefit pension scheme is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior years; that benefit is discounted to determine its present value and the fair value of any scheme assets is deducted.

As required by IFRIC 14, IAS 19 – *The limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction*, to the extent that the economic surplus will be available as a refund, the economic surplus is stated after a provision for tax that would be borne by the scheme administrators when the refund is made. Additionally under IFRIC 14 pension funding contributions are considered to be a minimum funding requirement and, to the extent that the contributions payable will not be available to the Company after they are paid into the scheme, a liability is recognised when the obligation arises. The net defined benefit asset/liability represents the economic surplus net of all adjustments noted above.

The Group determines the net interest expense or income on the net defined benefit asset/liability for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the net defined benefit asset/liability. The discount rate is the yield at the period end on AA credit rated bonds that have maturity dates approximating to the terms of the Group's obligations. The calculation is performed by a qualified actuary using the projected unit credit method.

**Defined benefit scheme (continued)**

The movement in the net defined benefit asset/liability is analysed between the service cost, past service cost, curtailments and settlements (all recognised within administrative expenses in the consolidated income statement), the net interest cost on the net defined benefit asset/liability, including any reimbursement assets (recognised within net investment income in the consolidated income statement), remeasurements of the net defined asset/liability (recognised in other comprehensive income) and employer contributions.

Part of the cost of changes in the longevity assumptions of the pension scheme is recoverable from certain with-profit funds of Phoenix Life Limited to the extent that cash contributions are made to the pension scheme. Recoveries are recognised when the related cash contributions are agreed with the Trustee of the pension scheme and are recognised within other operating income in the consolidated income statement.

**(e) Investments in subsidiaries**

Investments in shares in subsidiaries are carried in the statement of consolidated financial position at cost less impairment.

The Company assesses at each reporting date whether an investment in a subsidiary or group of investments in subsidiaries is impaired. The Company first assesses whether objective evidence of impairment exists. Evidence of impairment needs to be significant or prolonged to determine that objective evidence of impairment exists. Evidence of impairment is obtained by comparing the carrying value of the investment in the subsidiary with the recoverable amount of the subsidiary.

**(f) Amounts due from Phoenix Group entities**

Amounts due from Phoenix Group entities are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. These investments are initially recognised at cost, being the fair value of the consideration paid for the acquisition of the investment. All transaction costs directly attributable to the acquisition are also included in the cost of the investment. Subsequent to initial recognition, these investments are carried at amortised cost, using the effective interest method. Gains and losses are recognised in the consolidated income statement through the amortisation process.

The Group assesses at each reporting date whether amounts owed by Phoenix Group entities are impaired. The Group first assesses whether objective evidence of impairment exists. Evidence of impairment needs to be significant or prolonged to determine that objective evidence of impairment exists. Evidence of impairment is obtained by comparing the carrying value of the amounts owed by Phoenix Group entities with the present value of the estimated future cash flows, excluding future credit losses that have not been incurred, discounted at the investments original effective interest rate.

**(g) Derivatives**

Derivative financial instruments are classified as held for trading. They are recognised initially at fair value and subsequently are re-measured to fair value. Exchange-traded derivatives are valued at the published bid price, or, if these are not available, by using valuation techniques such as discounted cash flow models or option pricing models. The gain or loss on re-measurement to fair value is recognised in the consolidated income statement.

**Fair value estimation**

The fair value of financial instruments traded in active markets such as derivatives are based on quoted market prices at the period end. The quoted market price used for financial assets is the current bid price on the trade date. The fair value of investments that are not traded in an active market is determined using valuation techniques such as broker quotes, pricing models or discounted cash flow techniques. Where pricing models are used, inputs are based on market related data at the period end. Where discounted cash flow techniques are used, estimated future cash flows are based on contractual cash flows using current market conditions and market calibrated discount rates and interest rate assumptions for similar instruments.

**Collateral**

The Group receives and pledges collateral in the form of cash in respect of derivative contracts in order to reduce the credit risk of these transactions. The amount and type of collateral required where the Group receives collateral depends on an assessment of the credit risk of the counterparty.

Collateral received in the form of cash, where the Group has contractual rights to receive the cash flows generated, is recognised as an asset in the statement of consolidated financial position with a corresponding liability for its repayment. Non-cash collateral received is not recognised in the statement of consolidated financial position, unless the counterparty defaults on its obligations under the relevant agreement.

Cash and non-cash collateral pledged where the Group retains the contractual rights to receive the cash flows generated is not derecognised from the statement of consolidated financial position, unless the Group defaults on its obligations under the relevant agreement, and therefore continues to be recognised in the statement of consolidated financial position within the appropriate asset classification.

**(h) Financial assets**

Purchases and sales of financial assets are recognised on the trade date, which is the date that the Group commits to purchase or sell the asset.

Loans and receivables are non derivative financial assets with fixed or determinable payments that are not quoted in an active market. These investments are initially recognised at cost, being the fair value of the consideration paid for the acquisition of the investment. All transaction costs directly attributable to the acquisition are also included in the cost of the investment. Subsequent to initial recognition, these investments are carried at amortised cost, using the effective interest method.

**(i) Cash and cash equivalents**

Cash and cash equivalents comprise cash balances and short-term deposits with an original maturity term of three months or less at the date of placement.

**(j) Dividends**

Final dividends on ordinary shares are recognised as a liability and deducted from equity when they are approved by the Group's owners. Interim dividends are deducted from equity when they are paid.

Dividends for the year that are approved after the reporting period are dealt with as an event after the reporting period.

Declared dividends are those that are appropriately authorised and are no longer at the discretion of the entity.

**(k) Income recognition**

Net investment income comprises interest, dividends, net interest income/(expense) on the net defined asset/(liability) and fair value gains and losses on financial assets and amounts owed by Phoenix Group entities.

Interest income is recognised in the consolidated income statement as it accrues using the effective interest method.

Fair value gains and losses on financial assets designated at fair value through profit or loss are recognised in the consolidated income statement. Realised gains and losses are the difference between the net sale proceeds and the original cost. Unrealised gains and losses are the difference between the valuation at the period end and their valuation at the previous period end or purchase price, if acquired during the year.

**(l) Finance costs**

Interest payable is recognised in the consolidated income statement as it accrues and is calculated using the effective interest method.

**(m) Ordinary share capital**

The Group has issued ordinary shares which are classified as equity. Incremental external costs that are directly attributable to the issue of these shares are recognised in the statement of consolidated changes in equity, net of tax.

**(n) Perpetual Reset Capital Securities**

The Perpetual Reset Capital Securities meet the definition of equity for accounting purposes. Accordingly, they are shown at the proceeds of issue and the coupons on the securities are recognised on the date of payment and are charged directly to the statement of consolidated changes in equity, net of tax relief.

**(o) Events after the reporting period**

The consolidated financial statements are adjusted to reflect significant events that have a material effect on the financial results and that have occurred between the period end and the date when the consolidated financial statements are authorised for issue, provided they give evidence of conditions that existed at the period end. Events that are indicative of conditions that arise after the period end that do not result in an adjustment to the consolidated financial statements are disclosed.



## 2. Financial information

The consolidated financial statements for the year ended 31 December 2013 set out on pages 8 to 32, and the parent company financial statements for the year ended 31 December 2013 set out on pages 33 to 38, were authorised by the Board of Directors for issue on 18 June 2014.

In preparing the consolidated financial statements the Company has adopted the following standards, interpretations and amendments which have been issued by the International Accounting Standards Board ('IASB') and have been adopted for use by the EU. None of these have a material effect on the results of the Group or the Company.

- Presentation of Items of Other Comprehensive Income (Amendments to IAS 1 *Presentation of Financial Statements*) (2013). The amendment requires companies to group together items within other comprehensive income that may be reclassified to the profit or loss section of the income statement and disclose them separately from those that will not be reclassified.
- IAS 19 *Employee Benefits* (Amendment) (2013). The IASB has issued numerous amendments to IAS 19. These range from fundamental changes like removing the corridor mechanism and the concept of expected returns on plan assets to simple clarifications and re-wording. The Company has consequently changed its basis for determining the income or expense related to defined benefit pension scheme. The effect of this change in accounting policy is outlined in note 3(b).
- IFRS 13 *Fair Value Measurement* (2013) defines fair value and sets out in a single IFRS a framework for measuring fair value. As a result of the adopting this standard for financial instruments that are recognised at fair value on a recurring basis, the Group will now determine whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the start of each reporting period.
- Disclosures - Offsetting Financial Assets and Financial Liabilities (Amendments to IFRS 7 *Financial Instruments: Disclosures*) (2013). The amendment requires an entity to disclose information about rights to set-off financial instruments and related arrangements. The new disclosure requirements are intended to help users of financial statements better assess the effect or potential effect of offsetting arrangements on an entity's financial position.
- Annual Improvements to IFRS 2009-2011 cycle (2013). This makes a number of minor improvements to existing standards and interpretations.

The IASB has issued the following standards, interpretations and amendments which, subject to adoption for use by the EU, apply from the dates shown. The Company has decided not to early adopt any of these standards, interpretations or amendments where this is permitted. The impact on the Company of adopting them is subject to evaluation:

- IFRS 9 *Financial Instruments*. This is the first two parts of a replacement standard for IAS 39 *Financial Instruments: Recognition and Measurement* and deals with the classification and measurement of financial assets and financial liabilities, including some hybrid contracts, and general hedge accounting. The mandatory effective date of 2015 has been removed and will be revisited upon completion of all phases of IFRS 9.
- IFRS 10 *Consolidated Financial Statements* (2013) provides a single consolidation model that identifies control as the basis for consolidation for all types of entities.
- IFRS 12 *Disclosure of Interests in Other Entities* (2013) combines, enhances and replaces the disclosure requirements for subsidiaries, joint arrangements, associates and unconsolidated structured entities.
- IAS 27 *Separate Financial Statements* (Revised) (2013). IAS 27 now only deals with the requirements for separate financial statements, which have been carried over largely unamended from IAS 27 *Consolidated and Separate Financial Statements*. Requirements for consolidated financial statements are now contained in IFRS 10 *Consolidated Financial Statements*.
- Recoverable Amount Disclosures for Non-Financial Assets (Amendments to IAS 36 *Impairment of Assets*) (2014). Modifications to the disclosures required by IAS 36 have been made as a result of the requirements of IFRS 13.
- Annual Improvements to IFRS 2010-2012 cycle (2014). This makes a number of minor improvements to existing standards and interpretations.
- Annual Improvements to IFRS 2011-2013 cycle (2014).

When IFRS 10, IFRS 11, IFRS 12, IAS 28 (Revised) and the consequential amendments to these were issued by the IASB the effective date of these standards was 1 January 2013. However, the EU endorsed these standards to be effective from 1 January 2014, with early adoption permitted. The Group currently intends to adopt these standards effective for the period commencing on 1 January 2014.

## 2. Financial information (continued)

In addition, the following standards, interpretations and amendments have been issued but are not currently relevant to the Group:

- Investment Entities (Amendment to IFRS 10) (2013).
- IFRIC 20 Stripping Costs in the Production Phase of a Surface Mine (2013).
- Government Loans (Amendments to IFRS 1) (2013).
- Novation of Derivatives and Continuation of Hedge Accounting (Amendments to IAS 39 Financial Instruments: Recognition and Measurement) (2014). These amendments include an exception to the requirement for the discontinuation of hedge accounting in IAS 39.
- IFRIC 21 Levies (2014).
- IFRS 11 Joint Arrangements (2013) establishes principles for financial reporting by parties to a joint arrangement.
- IAS 28 Investments in Associates and Joint Ventures (Revised) (2013). This standard supersedes IAS 28 Investments in Associates and prescribes the accounting for investments in associates and sets out the requirements for the application of the equity method when accounting for investments in associates and joint ventures.

## 3. Change in accounting policy

### (a) Fair value measurement

The Group has adopted IFRS 13 *Fair Value Measurement* from 1 January 2013. As a result of adopting this standard for financial instruments that are recognised at fair value on a recurring basis, the Group will now determine whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest input level that is significant to the fair value measurement as a whole) at the start of each reporting period. The adoption of IFRS 13 has not had a significant impact on the measurement of the assets and liabilities included within the consolidated financial statements.

### (b) Defined benefit pension schemes

The Group has also adopted the revised version of IAS19 (2011) with a date of initial application of 1 January 2013 and has consequently changed its basis for determining the income or expense related to defined benefit schemes.

As a result of the change, the Group now determines the net interest expense/income on the surplus/deficit for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the surplus/deficit at the beginning of the annual period. It takes into account any changes in the surplus/deficit during the period as a result of contributions and benefit payments. The net interest on the surplus/deficit comprises:

- Interest cost on the defined benefit obligation;
- Interest income on scheme assets; and
- Interest on the provision for tax on the economic surplus available as a refund and on the minimum funding requirement obligation.

Previously, the Group determined interest income on scheme assets based on their long-term rate of expected return and all changes in the provision for tax on the economic surplus available as a refund and in the minimum funding requirement obligation were recognised in other comprehensive income. A further consequence of this change in accounting policy, administrative expenses on the pension scheme which previously were offset against net expected return on pension scheme assets within net investment income, are now shown under administrative expenses.

This change in accounting policy has been applied retrospectively. The change has decreased the defined benefit expense recognised in the consolidated income statement and correspondingly increased the loss on re-measurements of the defined benefit liability recognised in other comprehensive income by £7.3m for the year ended 31 December 2012.

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**3. Change in accounting policy (continued)**

The following table summarises the financial effects on the consolidated income statement and the statement of consolidated comprehensive income as a result of the implementation of the new accounting policy.

	2012 £m
<b>Consolidated income statement</b>	
Increase in net investment income	10.2
Increase in administrative expenses	(2.9)
	7.3
Increase in the defined benefit income	7.3
Increase in deferred tax expense	(1.8)
	5.5
<b>Statement of consolidated comprehensive income</b>	
Decrease in re-measurements of the defined benefit asset	(7.3)
Increase in tax effects on re-measurements of the defined benefit asset	1.8
	(5.5)

The change in accounting policy had no impact on net assets or cash flows at 31 December 2012.

**4. Segmental analysis**

The Group has one reportable segment which its activities as an investment company. Its revenue principally comprises the interest income derived from loans and receivables and financial assets held by the Group. Information relating to this segment is included in the consolidated income statement and statement of consolidated financial position on pages 8 and 9.

Revenues from all parties are predominantly sourced in the United Kingdom.

Predominantly all assets are located in the United Kingdom.

**5. Net investment income**

	2013 £m	2012 Restated £m
<b>Investment income</b>		
Interest income on loans and receivables	123.9	149.7
Net interest income on defined benefit scheme asset (note 21)	10.3	16.4
Other interest received	0.1	0.1
Interest income on financial assets held for trading	6.6	17.6
	140.9	183.8
<b>Fair value gains</b>		
Financial assets at fair value through profit or loss		
Held for trading – derivatives	25.0	9.1
	165.9	192.9

Interest income on loans and receivables includes interest of £123.9m (2012: £149.7m) on amounts due from other entities within the group headed by Phoenix Group Holdings.

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**6. Other operating income**

	2013 £m	2012 £m
Release of deferred income (note 16)	<u>2.2</u>	<u>2.2</u>

**7. Administrative expenses**

	2013 £m	2012 Restated £m
Recharged service and project costs	0.8	-
Professional fees	0.2	-
Pension scheme - administrative expenses (note 21)	2.6	2.9
Pension scheme - past service cost (note 21)	0.3	(1.1)
Pension scheme - settlement cost - ETV exercise (note 21)	-	6.5
	<u>3.9</u>	<u>8.3</u>

**8. Employee information**

Employee costs comprise:

	2013 £000	2012 £000
Wages and salaries	480	444
Social security contributions	67	52
	<u>547</u>	<u>496</u>
	2013	2012
Average number of persons employed	<u>8</u>	<u>9</u>

All employee related costs for the current and prior year were borne by a fellow subsidiary in the Phoenix Group, Pearl Group Management Services Limited.

**9. Directors' remuneration**

	2013 £	2012 £
Remuneration (excluding pension contributions and awards under share option schemes and other long-term incentive schemes)	<u>54,869</u>	<u>61,742</u>
Share-based payments	<u>28,907</u>	<u>28,858</u>
Contributions to money purchase pension schemes	<u>829</u>	<u>2,938</u>
Number of Directors who are members of a money purchase pension scheme	<u>1</u>	<u>3</u>
Number of Directors who exercised share options during the year	<u>1</u>	<u>-</u>

The Directors were employed by either Pearl Group Management Services Limited or Pearl Group Services Limited.

For the purposes of this note an apportionment of the total remuneration paid to the Directors of the Group by the Phoenix Group has been made based on an estimate of the services rendered to the Group.

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**10. Auditors' remuneration**

The remuneration of the auditors of the Group, including their associates, in respect of the audit of the financial statements was £0.1m (2012: £0.1m) which is borne by the Group's parent, Impala Holdings Limited.

**11. Finance costs**

	2013	2012
	£m	£m
Interest expense on financial assets held for trading	32.2	35.1

Interest expense on financial assets held for trading includes interest payable on interest rate swaps of £32.2m (2012: £35.1m).

**12. Taxation**

***Current year tax charge in the consolidated income statement***

	2013	2012
	£m	Restated £m
Current tax:		
UK Corporation tax	22.1	27.5
Adjustment in respect of prior years	-	(0.1)
	22.1	27.4
Deferred tax:		
Origination and reversal of temporary differences	6.2	9.7
Effect of changes in tax rate	(1.6)	(0.9)
	4.6	8.8
Total tax charge	26.7	36.2

***Tax charged to the statement of consolidated comprehensive income***

	2013	2012
	£m	Restated £m
Deferred tax on actuarial gains of defined benefit schemes	0.4	0.9

***Reconciliation of tax charge***

The tax assessed on the profit on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 23.25% (2012: 24.5%). The differences are reconciled below:

	2013	2012
	£m	Restated £m
Profit before tax	132.0	151.7
Tax at standard UK rate of 23.25% (2012: 24.5%)	30.7	37.2
Non-taxable income	(2.4)	-
Deferred tax rate change	(1.6)	(0.9)
Adjustment to shareholder tax charge in respect of prior years	-	(0.1)
Total tax charge for the year	26.7	36.2

**Pearl Group Holdings (No. 1) Limited**

**13. Share capital**

	2013 £m	2012 £m
Issued and fully paid:		
694,108,418 (2012: 694,108,418) ordinary shares of £0.05 each	34.7	34.7

The Company's Articles of Association contain a restriction on the number of shares that may be allotted.

**14. Share premium**

	2013 £m	2012 £m
At 1 January and 31 December	1,574.1	1,574.1

**15. Perpetual reset capital securities**

	Principal outstanding		Carrying value	
	2013 £m	2012 £m	2013 £m	2012 £m
Perpetual reset capital securities	500.0	500.0	469.5	496.5

At 31 December 2013, the Company had in issue Perpetual Reset Capital Securities ('the Notes'), which are admitted to the Official List of the UK Listing Authority and to trading on the London Stock Exchange. Following amendments made to the Notes in 2010, the principal amount to be paid upon their redemption was reduced from £500 million to £425 million. In connection with such reduction the Company issued a balancing instrument with a principal amount of £75 million to Phoenix Group Holdings. The balancing instrument is subordinate to the Notes, with the remainder of its terms being substantially similar to the corresponding terms of the Notes.

The Notes are unsecured obligations of the Company and are subordinate to the claims of the Company's senior creditors. Payments in respect of the Notes are conditional upon the Company being solvent at the time of payment and immediately following such payment.

The Notes have no fixed maturity date and interest payments may be deferred at the option of the Company; accordingly the Notes meet the definition of equity for financial reporting purposes. The Notes also meet the conditions for Innovative Tier 1 capital treatment in the calculation of the Group Capital Resources under the rules of the Prudential Regulation Authority ('PRA').

The Notes may be redeemed at par in their entirety (but not in part), at the option of the Company on the first reset date of 25 April 2016 or on any coupon payment date thereafter. Redemption is subject to the agreement of the PRA. In certain circumstances the Company has the right to substitute the Notes or to redeem the Notes before the first reset date.

Coupons are payable annually in arrears on 25 April, at the rate of 6.5864% per annum, until the first reset date. Thereafter coupons are payable semi-annually at 2.73% per annum over the then prevailing offered rate for six-month sterling deposits.

If the Company opts to defer a coupon payment, then the Company has the option to either leave the coupon outstanding or satisfy the deferred coupon payment through the operation of the Alternative Coupon Satisfaction Mechanism ('ACSM'), as set out in the Terms and Conditions of the Notes following their amendment in April 2010. The ACSM permits the Company to satisfy the deferred coupon payment by the issue of securities ('ACSM instruments') by either the Company or a special purpose subsidiary of the Company established for the purpose of issuing ACSM instruments and which are guaranteed by the Company. The obligations of the Company in respect of such securities will be subordinated to and rank or be expressed to rank junior to the Notes as to the rights to payments and interest and participation in the assets of the Company in a winding-up and shall comply with the then current requirements of the PRA in relation to Tier 1 Capital. ACSM instruments will in the first instance be offered to related parties (as defined in the Terms and Conditions of the Notes as amended by the Supplemental Trust Deed dated 30 July 2008) and to third parties if not purchased by related parties. In the event that neither such related parties nor third parties will purchase the required ACSM instruments then Pearl Group Holdings (No. 2) Limited is required to use its best endeavours to raise such funds as are deemed necessary to purchase the required amounts of ACSM instruments.

**15. Perpetual reset capital securities (continued)**

For so long as a deferred coupon payment has not been satisfied the Company may not declare, pay or distribute a dividend on any of its securities in issue ranking junior to the Notes including the ordinary shares of the Company or any parity securities or, except in particular circumstances, redeem, purchase or otherwise acquire any of its securities in issue ranking junior to the Notes, including its ordinary shares or any parity securities. These restrictions would also apply to Phoenix Group Holdings until the deferred coupon payment is satisfied.

On 25 April 2013, the Company settled in full the 2012 coupon due on the Notes, other than to three companies within the Phoenix Group which waived their rights to the coupon. The coupon due on the notes for 2011 was settled on 25 April 2012.

**16. Deferred income**

	2013 £m	2012 £m
<i>Deferred income on pension scheme</i>		
As at 1 January	3.9	6.1
Amounts credited to consolidated income statement	(2.2)	(2.2)
As at 31 December	1.7	3.9
Amounts due for settlement within 12 months	1.7	2.2
Amounts due for settlement after 12 months	-	1.7

The deferred income provision was established to cover the service costs, net interest costs and actuarial gains and losses of the PGL Pension Scheme which were not recoverable from the life funds of other Phoenix Group entities via per policy charges. The provision is being released in line with the terms of the related Management Services Agreement between Pearl Group Management Services Limited and Phoenix Life Limited.

**17. Tax assets and liabilities**

	2013 £m	2012 £m
<b>Deferred tax</b>		
The balances at 31 December comprise:		
Deferred tax assets	0.6	4.6
Deferred tax liabilities	(1.0)	-
Net deferred tax (liabilities)/assets	(0.4)	4.6

***Movement in deferred tax assets and liabilities:***

Year ended 31 December 2013

	1 Jan £m	Recognised in the consolidated income statement £m	Recognised in other comprehensive income £m	31 Dec £m
Accelerated capital allowances	0.3	(0.1)	-	0.2
Pension scheme surplus	2.4	(3.0)	(0.4)	(1.0)
Provisions and other temporary differences	1.9	(1.5)	-	0.4
	4.6	(4.6)	(0.4)	(0.4)

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**17. Tax assets and liabilities (continued)**

Year ended 31 December 2012 - restated

	1 Jan £m	Recognised in the consolidated income statement £m	Recognised in other comprehensive income £m	31 Dec £m
Accelerated capital allowances	0.3	-	-	0.3
Pension scheme surplus	11.7	(8.4)	(0.9)	2.4
Provisions and other temporary differences	2.3	(0.4)	-	1.9
	<u>14.3</u>	<u>(8.8)</u>	<u>(0.9)</u>	<u>4.6</u>

The Finance Act 2012 set the rate of Corporation Tax at 23% from 1 April 2013 and further reductions, to 21% from 1 April 2014 and 20% from 1 April 2015, were set in Finance Act 2013. Consequently, a blended rate of tax has been used for the purposes of providing for deferred tax in these consolidated financial statements.

Deferred income tax assets are recognised for tax losses carried forward only to the extent that realisation of the related tax benefit is probable.

**18. Amounts due to Phoenix Group entities**

	2013 £m	2012 £m
Group relief payable	16.1	21.1
Short-term intra-group borrowings	12.4	12.3
Total amounts owed to Phoenix Group entities	<u>28.5</u>	<u>33.4</u>

All amounts are due to be settled within 12 months.

**19. Derivatives**

	2013 £m	2012 £m
Derivative liabilities under interest rate swaps	<u>-</u>	<u>25.0</u>

The derivative liability had a termination date of 31 October 2013 and was settled in full within the year.

***Determination of fair value and fair value hierarchy of derivatives***

Derivatives are categorised as Level 2 financial instruments. The fair value of derivatives was determined using a valuation technique based on observable market data at the year end.

There were no level 1 or level 3 derivatives in 2013 or 2012.

There were no fair value gains or losses recognised in other comprehensive income.



**20. Collateral lodged**

	2013 £m	2012 £m
Carrying value At 31 December	-	30.3
Amount due for settlement within 12 months	-	30.3

The Group paid and received cash on the collateral arrangements under its derivative obligations. This amount was received in full during the year

**21. Pension scheme**

***Scheme details***

The PGL Pension Scheme ('the Scheme') comprises a final salary section and a defined contribution section.

***Defined contribution scheme***

Contributions in the year amounted to £4.5m (2012: £3.9m).

***Defined benefit scheme***

The defined benefit section of the Scheme is a final salary arrangement which is closed to new entrants and has been closed to future accrual by active members since 1 July 2011.

The Scheme is administered by a separate trustee company, PGL Pension Trustee Ltd, which is legally separate from the Company. The board of the trustee company is comprised of two representatives from the Phoenix Group, three member nominated representatives and one independent trustee in accordance with the trustee company's articles of association. The trustee is required by law to act in the interest of all relevant beneficiaries and is responsible for the investment policy with regard to the assets plus the day to day administration of the benefits.

The valuation has been based on an assessment of the liabilities of the Scheme as at 31 December 2013, undertaken by independent qualified actuaries.

To the extent that an economic surplus will be available as a refund, the economic surplus is stated after a provision for tax that would be borne by the scheme administrators when the refund is made. Additionally pension funding contributions are considered to be a minimum funding requirement and, to the extent that the contributions payable will not be available to the Group after they are paid into the scheme, a liability is recognised when the obligation arises.

***Funding***

A triennial funding valuation of the Scheme as at 30 June 2012 was completed in September 2013. This showed a deficit as at 30 June 2012 of £38.6m. In accordance with an agreement dated November 2005 between the Company and a fellow subsidiary of the Phoenix Group, Phoenix Life Limited ('PLL'), certain of PLL's with-profit funds have indemnified the Company in respect of contribution calls equal to their share of the costs of changes in longevity assumptions. The Company received £8.0m under this agreement in January 2014. On 4 June 2014, the Company and PLL entered into an agreement whereby in exchange for a payment by PLL to the Company of £68.4m, the Company released PLL from all future obligations to indemnify the Company.

The Company and the board of the trustee company have agreed a schedule of cash contributions totalling £63.8m for the period from October 2013 to August 2017. At 31 December 2013, total future scheduled contributions amount to £60.0m and contributions totalling £20.0m are expected to be paid into the Scheme in 2014.

An additional liability has been recognised of £17.4m (2012: £24.3m) reflecting a charge on any refund of the resultant IAS 19 surplus of £49.6m (2012: £69.5m) that would arise as a result of the minimum funding requirement. A deferred tax asset of £9.9m (2012: £16.0m) has also been recognised to reflect tax relief at a rate of 20.0% (2012: 23.0%) that is expected to be available on the contributions once paid into the Scheme.

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**21. Pension scheme (continued)**

**Summary of amounts recognised in the financial statements**

The amounts recognised in the financial statements are as follows:

	Fair value of scheme assets £m	Reimbur- sement rights	Defined benefit obligation £m	Provision for tax on the economic surplus available as a refund £m	Minimum funding requirement obligation £m	Total £m
<b>At 1 January 2013</b>	1,609.3	95.0	(1,360.4)	(99.7)	(24.3)	219.9
Interest income/(expense)	71.6	4.3	(60.0)	(4.5)	(1.1)	10.3
Past service cost	-	-	(0.3)	-	-	(0.3)
Administrative expenses	(2.6)	-	-	-	-	(2.6)
Included in consolidated income statement	69.0	4.3	(60.3)	(4.5)	(1.1)	7.4
<b>Remeasurements:</b>						
Return on plan assets excluding amounts included in interest income	(6.2)	(3.9)	-	-	-	(10.1)
Gain from change in demographic assumptions	-	-	41.5	-	-	41.5
Loss from change in financial assumptions	-	-	(42.7)	-	-	(42.7)
Experience losses	-	-	(0.5)	-	-	(0.5)
Change in provision for tax on economic surplus available as a refund	-	-	-	(5.3)	-	(5.3)
Change in minimum funding requirement obligation	-	-	-	-	8.0	8.0
Included in other comprehensive income	(6.2)	(3.9)	(1.7)	(5.3)	8.0	(9.1)
Employers contributions	22.8	-	-	-	-	22.8
Benefit payments	(55.8)	-	55.8	-	-	-
<b>At 31 December 2013</b>	<u>1,639.1</u>	<u>95.4</u>	<u>(1,366.6)</u>	<u>(109.5)</u>	<u>(17.4)</u>	<u>241.0</u>

The fair value of scheme assets includes non-qualifying insurance policies (reimbursement assets) held with PLL. The value of these reimbursement assets at 31 December 2013 was £95.4m (2012: £95.0m) and they are shown separately from other scheme assets. The net defined benefit asset excluding the reimbursement assets is £145.6m (2012: £124.9m).

**Pearl Group Holdings (No. 1) Limited**

**21. Pension scheme (continued)**

	Fair value of scheme assets £m	Reimbursement rights	Defined benefit obligation £m	Provision for tax on the economic surplus available as a refund £m	Minimum funding requirement obligation £m	Total £m
<b>At 1 January 2012</b>	1,659.4	94.1	(1,233.1)	(164.9)	(33.6)	321.9
Interest income/(expense)	79.6	4.6	(58.1)	(8.1)	(1.6)	16.4
Past service cost	-	-	1.1	-	-	1.1
Gains and losses on settlements	(35.4)	-	28.9	-	-	(6.5)
Administrative expenses	(2.9)	-	-	-	-	(2.9)
Included in consolidated income statement - restated	41.3	4.6	(28.1)	(8.1)	(1.6)	8.1
<b>Remeasurements:</b>						
Return on plan assets excluding amounts included in interest income	(65.0)	(3.7)	-	-	-	(68.7)
Loss from change in demographic assumptions	-	-	(10.3)	-	-	(10.3)
Loss from change in financial assumptions	-	-	(81.9)	-	-	(81.9)
Experience losses	-	-	(63.9)	-	-	(63.9)
Change in provision for tax on economic surplus available as a refund	-	-	-	73.3	-	73.3
Change in minimum funding requirement obligation	-	-	-	-	10.9	10.9
Included in other comprehensive income - restated	(65.0)	(3.7)	(156.1)	73.3	10.9	(140.6)
Employers contributions	30.5	-	-	-	-	30.5
Benefit payments	(56.9)	-	56.9	-	-	-
<b>At 31 December 2012</b>	<b>1,609.3</b>	<b>95.0</b>	<b>(1,360.4)</b>	<b>(99.7)</b>	<b>(24.3)</b>	<b>219.9</b>

In November 2011, following formal consultation, the Group carried out a pension increase exchange ('PIE') exercise, where existing in-scope pensioners were offered the option to exchange future non-statutory pension increases for benefits accrued before 6 April 1997 for a higher, non-increasing pension, thereby reducing longevity and inflation risk for the Group. The exercise was completed in 2012 and in that year a reduction in scheme liabilities of £1.6m was recognised in the consolidated financial statements as a negative past service cost in the consolidated income statement. There was no financial impact of this exercise in the current year.

In November 2011, the Group commenced an Enhanced Transfer Value ('ETV') exercise which offered in-scope deferred members of the Scheme the option to take an Equivalent Cash Transfer Value to exit the Scheme. The financial effect of all completed transfers was recognised in the consolidated financial statements in 2012. As at 31 December 2012, ETVs of £35.4m had been paid out, reducing scheme assets, and there was a resulting reduction in the scheme liabilities of £28.9m. A net settlement cost of £6.5m was recognised in the consolidated income statement. There was no financial impact of this exercise in the current year.

**21. Pension scheme (continued)**

**Scheme assets**

The distribution of the scheme assets at the end of the year was as follows:

	2013	2013	2012	2012
	Total	Of which not	Total	Of which not
	£m	quoted in an	£m	quoted in an
		active market		active market
		£m		£m
Fixed interest gilts	1,198.6	-	1,213.8	-
Index-linked bonds	507.9	-	297.3	-
Corporate bonds	-	-	423.4	-
Swaps	49.9	-	-	-
Hedge funds	75.7	75.7	68.6	68.6
Properties	165.1	165.1	158.1	158.1
Insured pensions	95.4	23.1	95.0	24.3
Cash and other	645.4	-	454.8	-
Obligations for repayment of stock lending collateral received	(1,003.5)	-	(1,006.7)	-
	<u>1,734.5</u>	<u>263.9</u>	<u>1,704.3</u>	<u>251.0</u>

The actual return on plan assets was £65.8m (2012: £15.5m).

The Group ensures that the investment positions are managed within an asset liability matching (ALM) framework that has been developed to achieve long-term investments that are in line with the obligations under the pension scheme. Within this framework an allocation of 85% of the scheme assets is invested in a combination of supranational debt and a liability hedging portfolio. The Liability Driven Investment ('LDI') portfolio is actively managed against a liability benchmark in order to hedge the duration and inflation risks.

The Scheme uses swaps, UK Government bonds and UK Government stock lending to hedge the interest rate and inflation exposure arising from the liabilities. Under the Scheme's stock lending programme, the Scheme lends a Government bond to an approved counterparty and receives a similar value of cash in return which it typically reinvested into other gilts. The Scheme retains economic exposure to the Government bonds hence the value of the gilts continues to be recognised as a scheme asset with a corresponding liability to repay the cash received as disclosed in the table above.

**Defined benefit obligation**

The calculation of the defined benefit obligation can be allocated to the Scheme's members as follows:

Deferred scheme members: 37% (2012: 37%)

Retirees: 63% (2012: 63%)

The weighted average duration of the defined benefit obligation at 31 December 2013 is 16 years (2012: 16 years).

**Pearl Group Holdings (No. 1) Limited**

**21. Pension scheme (continued)**

**Principal assumptions**

The principal financial assumptions of the Scheme are set out in the table below.

	2013	2012
	%	%
Rate of increase in pensions in payment (7.5% per annum or RPI if lower)	3.35	3.00
Rate of increase for deferred pensions ('CPI')	2.35	2.25
Discount rate	4.50	4.50
Inflation – RPI	3.35	3.00
Inflation – CPI	2.35	2.25

The discount rate and inflation assumptions have been determined by considering the shape of the appropriate yield curves and the duration of the Scheme liabilities. This method determines an equivalent single rate for each of the discount and inflation rates, which is derived from the profile of projected benefit payments.

It has been assumed that post-retirement mortality is in line with 90% of S1PXA base tables with future longevity improvements in line with CMI 2012 Core Projections and a long-term rate of improvement of 2% p.a. up to and including age 75 then decreasing linearly to 0% at age 110. Under these assumptions, the average life expectancy from retirement for a member currently aged 42 retiring at age 62 is 28.4 years and 30.7 years for male and female members respectively.

A quantitative sensitivity analysis for significant actuarial assumptions as at 31 December 2013 is shown below:

Assumptions	Base	Discount rate		Retail Price Index		Life expectancy	
		25bps	25bps	25bps	25bps	1 year	1 year
		increase	decrease	increase	decrease	increase	decrease
Sensitivity level	£m	£m	£m	£m	£m	£m	£m
Impact on the defined benefit obligation	1,366.6	(51.7)	55.4	41.4	(38.4)	44.2	(42.8)

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method has been applied as when calculating the pension asset recognised within the statement of consolidated financial position.

The UK Government currently intends to equalise benefits between males and females arising from the accrual of Guaranteed Minimum Pension ('GMP') requirements. Legislation will be implemented following completion of the current consultation on this matter. Once this consultation process has reached a conclusion, the Group will be able to quantify the impact of this change.

**22. Long-term loans to Phoenix Group entities**

	2013	2012	2013	2012
	Carrying value	Carrying value	Fair value	Fair value
	£m	£m	£m	£m
(i) Impala Holdings Limited	887.8	848.7	883.4	800.3
(ii) Pearl Life Holdings Limited	67.9	65.5	67.8	61.9
(iii) Pearl Life Holdings Limited	55.2	53.5	53.7	48.6
Total long-term loans and receivables	<u>1,010.9</u>	<u>967.7</u>	<u>1,004.9</u>	<u>910.8</u>

- (i) The Group provided a loan to Impala Holdings Limited. The loan accrues interest at twelve month LIBOR plus a margin of 2.94%. The loan has a maturity date of 31 December 2016. During the year, interest of £39.1m (2012: £19.6m) was added to the value of the loan. No interest was settled during the year (2012: £1.3m).

**Pearl Group Holdings (No. 1) Limited**

**22. Long-term loans to Phoenix Group entities (continued)**

- (ii) The Group provided a loan to Pearl Life Holdings Limited ('PLHL'). The loan accrues interest at six month LIBOR plus a margin of 2.94% which is capitalised semi-annually on 5 June and 4 December. The loan has a maturity date of 31 December 2016. Interest of £2.4m (2012: £2.7m) was capitalised during the year.
- (iii) The Group provided a loan to PLHL. The loan accrues interest at twelve month LIBOR plus a margin of 2.00% which is capitalised annually in December. The loan has a maturity date of December 2016. Interest of £1.7m (2012: £1.9m) was capitalised during the year.

***Determination of fair value and fair value hierarchy of long-term loans to Phoenix Group entities***

Loans and receivables are categorised as Level 3 financial instruments. The fair value of loans to Phoenix Group entities with no external market is determined by internally developed discounted cash flow models using a risk adjusted discount rate corroborated with external market data where possible.

There were no level 1 or level 2 loans to Phoenix Group entities in 2013 or 2012.

There were no fair value gains or losses recognised in other comprehensive income.

**23. Short-term loans to Phoenix Group entities**

	2013 Carrying value £m	2012 Carrying value £m	2013 Fair value £m	2012 Fair value £m
(i) Impala Holdings Limited	2,008.3	1,969.3	2,008.3	1,969.3
(ii) Impala Holdings Limited	36.8	-	36.8	-
(iii) Pearl Life Holdings Limited	33.5	-	33.5	-
(iv) Pearl Life Holdings Limited	32.0	32.0	32.0	32.0
(v) Pearl Life Holdings Limited	6.7	6.7	6.7	6.7
(vi) Pearl Group Management Services Limited	56.0	56.0	56.0	56.0
<b>Total short-term loans and receivables</b>	<u>2,173.3</u>	<u>2,064.0</u>	<u>2,173.3</u>	<u>2,064.0</u>

- (i) The Group provided a loan to Impala Holdings Limited ('Impala'). The loan accrues interest at 6 month LIBOR plus a margin of 3.42% and any unsettled interest is capitalised semi-annually on 30 June and 31 December. The loan is repayable on demand and has a final maturity date of December 2016. During the year interest of £39.0m (2012: £nil) was capitalised and interest of £39.0m was received (2012: £92.6m).
- (ii) The Group entered into an agreement with Impala and Pearl Life Holdings Limited ('PLHL') whereby any of those parties could lend to or borrow from each other as agreed. Interest on these loans accrues at six month LIBOR plus 2.94% which is capitalised. During the year, £36.8m was advanced to Impala (2012: £nil).
- (iii) The Group entered into an agreement with Impala and PLHL whereby any of those parties could lend to or borrow from each other as agreed. Interest on these loans accrues at six month LIBOR plus 2.94% which is capitalised semi-annually on 30 April and 31 October. The loan is repayable on demand. During the year, £33.3m was advanced to PLHL (2012: £nil) and interest of £0.2m was capitalised (2012: £nil).
- (iv) An agreement was reached with PLHL to defer the interest payable of £32.0m on a now expired £459.0m loan. This deferred interest loan attracts interest at 7% and is repayable on demand.
- (v) The Group entered into a loan facility with PLHL. The loan accrues interest at twelve month LIBOR plus a margin of 1.00% which is paid yearly on 31 March. The loan is repayable on demand. Interest of £0.2m was received during the year (2012: £0.2m).
- (vi) The Group granted a revolving credit facility of £110.0m to Pearl Group Management Services Limited. During the year there were no further drawn down (2012: £nil). Interest is accrued at six month LIBOR plus a margin of 2.00%. Repayment of the loan is subject to one month's written notice and a number of detailed provisions.

***Determination of fair value and fair value hierarchy of short-term loans to Phoenix Group entities***

Loans and receivables are categorised as Level 3 financial instruments. The fair value of loans to Phoenix Group entities with no external market is determined by internally developed discounted cash flow models using a risk adjusted discount rate corroborated with external market data where possible.

There were no level 1 or level 2 loans to Phoenix Group entities in 2013 or 2012.

There were no fair value gains or losses recognised in other comprehensive income.

**Pearl Group Holdings (No. 1) Limited**

**24. Amounts due from Phoenix Group entities**

	2013 £m	2012 £m
Short-term intra-group borrowings	<u>0.2</u>	<u>113.5</u>

**25. Prepayments and accrued income**

	2013 £m	2012 £m
Accrued interest	<u>52.1</u>	<u>49.7</u>

**26. Financial assets**

	2013 £m	2012 £m
Financial assets at fair value through profit or loss		
Collective investment schemes	<u>2.9</u>	<u>4.1</u>

All amounts are recoverable within 12 months.

***Determination of fair value and fair value hierarchy of financial assets***

The collective investment schemes are categorised as Level 1 financial instruments. The fair value of Level 1 financial instruments traded in active markets (such as publicly traded securities and derivatives) is based on quoted market prices at the period end. The quoted market price used for financial assets is the current bid price on the trade date. If the bid price is unavailable a 'last traded' approach is adopted. For units in unit trusts and shares in open ended investment companies, fair value is by reference to published bid values.

There were no level 2 or level 3 financial assets in 2013 or 2012.

**27. Cash and cash equivalents**

	2013 £m	2012 £m
Bank and cash balances	<u>13.0</u>	<u>0.6</u>

The carrying amounts approximate to fair value at the year end.

**28. Cash flows from operating activities**

	2013 £m	2012 Restated £m
Profit for the year before tax	132.0	151.7
Adjustments to reconcile profit for the year to net cash inflow from operating activities in respect of:		
Net investment income	(91.3)	(22.4)
Finance costs	32.2	35.1
Other operating income	(2.2)	(2.2)
Net gain on defined benefit pension scheme	(7.4)	(8.1)
Realised gain on financial instruments	(25.0)	(9.1)
Changes in operating assets and liabilities	69.3	(169.6)
Cash generated/(absorbed) by operations	<u>107.6</u>	<u>(24.6)</u>

**29. Capital and risk management**

The Group's capital comprises share capital and all reserves. At 31 December 2013 total capital was £3,462.8m (2012: £3,387.0m). The increase reflects total consolidated comprehensive income arising in the year of £95.8m (2012: £26.0m loss), coupon payments net of tax relief on the Notes of £20.0m (2012: £19.5m) and dividends paid of £nil (2012: £15.2m).

There are no externally imposed capital requirements on the Group. The Group's capital is monitored by the Directors and managed on an on-going basis via a monthly close process to ensure that it remains positive at all times.

The principal risks and uncertainties facing the Group are:

- interest rate risk, since the movement in interest rates will impact the value of interest payable and receivable by the Group. An increase of 1% in interest rates, all other variables held constant, would result in an increase in the profit after tax in respect of a full financial year and in equity of £31.3m (2012: £12.2m). A decrease of 1% in interest rates with all other variables held constant would result in an additional loss after tax in respect of a full financial year and in equity of £30.4m (2012: £18.9m).
- liquidity risk, exposure to liquidity risk as a result of normal business activities, specifically the risk arising from an inability to meet short-term cash flow requirements;
- credit risk, arising from the default of the counterparty to a particular financial asset and is significantly reduced as assets are primarily inter-company receivables from other Phoenix Group entities; and
- longevity risk in the PGL Pension Scheme ('the Scheme'), arising from faster than expected improvements in life expectancy the members of the Scheme.

The Group's exposure to all these risks is monitored by the Directors, who agree policies for managing each of these risks on an ongoing basis.

**30. Related party transactions**

The Group enters into transactions with related parties in its normal course of business. These are at arm's length on normal commercial terms. The Group has also guaranteed the performance of guarantees issued by fellow members of the Phoenix Group – see note 31.

In the year ended 31 December 2013, the Group received interest on loans to its parent of £39.0m (2012: £93.9m) and interest of £0.2m (2012: £2.2m) on loans to fellow Phoenix Group entities. The Group paid recharged service and projects costs of £0.6m to a fellow subsidiary (2012: £1.1m) – see notes 5, 22 to 23 and 25 for further information on transactions with entities within the Phoenix Group.

**Amounts due to related parties**

	2013	2012
	£m	£m
Other amounts due to Phoenix Group entities	28.5	33.4

**Amounts due from related parties**

	2013	2012
	£m	£m
Loans due from parent	2,932.9	2,818.0
Loans due from other Phoenix Group entities	251.3	213.7
Other amounts due from Phoenix Group entities	0.2	113.5

**Key management compensation**

The total compensation allocated to the Group and payable to employees classified as key management, which comprises the Directors, is disclosed in note 9.

**Parent and ultimate parent entity**

Information on the Group's parent and ultimate parent is given in note 34.



### **31. Guarantees**

The Company has guaranteed the performance of a guarantee given by Pearl Life Holdings Limited to the trustees of the PGL Pension Scheme ('the Scheme') in respect of the obligations and liabilities of the participating employers to make payments to the Scheme. The principal obligations that are subject to the guarantee are cash contributions totalling £60.0m (2012: £77.5m), which are payable in instalments over the period to August 2017.

The Group has guaranteed the obligations of Pearl Group Management Services Limited, a fellow subsidiary of the Phoenix Group, in respect of its performance to certain life companies in the Phoenix Group under a master services agreement, dated 21 December 2005.

### **32. Events after the reporting date**

On 25 March 2014, Impala Holdings Limited entered into an agreement to sell all of the shares in Ignis Asset Management Limited ('IAML') to Standard Life Investments (Holdings) Limited. The sale is subject to a number of conditions, including approval by the Financial Conduct Authority.

As a result of completion of the sale, Ignis Investment Services Limited ("IISL"), which is a subsidiary of IAML and a participating employer in the PGL Pension Scheme (the 'Scheme'), will cease to be part of the Phoenix Group. At that point, IISL will cease to participate in the Scheme, which would otherwise trigger a debt under section 75 of the Pensions Act 1995.

The Scheme trustee has entered into a flexible apportionment arrangement under which, on completion of the sale, IISL's share of the liabilities in relation to the Scheme will be apportioned to the Company, subject to certain conditions being satisfied.

On 4 June 2014, the Company and Phoenix Life Limited ('PLL'), a fellow subsidiary of the Phoenix Group, entered into an agreement whereby in exchange for a payment by PLL to the Company of £68.4m, the Company released PLL from all future obligations to indemnify the Company in respect of contribution calls required to be made to the Scheme for PLL's share of the costs of changes in longevity assumptions – see note 21.

### **33. Subsidiaries**

The principal subsidiary of the Group is PGH1 (Jersey) Limited, a company incorporated and with its principal place of operation in Jersey.

### **34. Other information**

The Group's principal place of business is the United Kingdom. The Group's immediate parent is Impala Holdings Limited and its ultimate parent is Phoenix Group Holdings, a company incorporated in the Cayman Islands and resident in Jersey. A copy of the financial statements of Phoenix Group Holdings can be obtained from the Company Secretary, 1<sup>st</sup> Floor, 32 Commercial Street, St Helier, Jersey, JE2 3RU.

**Pearl Group Holdings (No. 1) Limited – Financial statements of the Company**

**Income statement**

for the year ended 31 December 2013

	Notes	2013 £m	2012 Restated £m
<b>Revenue</b>			
Net investment income	5	165.9	192.9
Other operating income	6	2.2	2.2
<b>Total income</b>		<b>168.1</b>	<b>195.1</b>
Administrative expenses	7	(3.9)	(8.3)
<b>Profit before finance costs and tax</b>		<b>164.2</b>	<b>186.8</b>
Finance costs	11	(32.2)	(35.1)
<b>Profit for the year before tax</b>		<b>132.0</b>	<b>151.7</b>
Tax charge	12	(26.7)	(36.2)
<b>Profit for the year attributable to owners</b>		<b>105.3</b>	<b>115.5</b>

**Statement of comprehensive income**

for the year ended 31 December 2013

	Notes	2013 £m	2012 Restated £m
<b>Profit for the year</b>		<b>105.3</b>	<b>115.5</b>
Other comprehensive income:			
Items that will not be reclassified to profit or loss			
Remeasurements of net defined benefit	21	(9.1)	(140.6)
Deferred tax charge	12	(0.4)	(0.9)
		<b>(9.5)</b>	<b>(141.5)</b>
<b>Total comprehensive income/(loss) for the year attributable to owners</b>		<b>95.8</b>	<b>(26.0)</b>

Where applicable, the accounting policies of the Company are the same as those of the Group on pages 12 to 15. The notes identified alphabetically on page 38 are an integral part of these separate financial statements. Where the same items appear in the Group financial statements, reference is made to the notes (identified numerically) on pages 12 to 32.

**Pearl Group Holdings (No. 1) Limited – Financial statements of the Company**

**Statement of financial position**  
as at 31 December 2013

	Notes	As at 31 December 2013 £m	As at 31 December 2012 £m
<b>Equity and liabilities</b>			
<b>Equity attributable to owners</b>			
Share capital	13	34.7	34.7
Share premium	14	1,574.1	1,574.1
Perpetual reset capital securities	15	496.5	496.5
Retained earnings		1,357.5	1,281.7
<b>Total equity</b>		<b>3,462.8</b>	<b>3,387.0</b>
<b>Non-current liabilities</b>			
Deferred income	16	-	1.7
Deferred tax	17	0.4	-
<b>Total non-current liabilities</b>		<b>0.4</b>	<b>1.7</b>
<b>Current liabilities</b>			
Accruals		-	5.1
Deferred income	16	1.7	2.2
Amounts due to Phoenix Group entities	18	28.5	33.4
Derivatives	19	-	25.0
<b>Total current liabilities</b>		<b>30.2</b>	<b>65.7</b>
<b>Total liabilities</b>		<b>30.6</b>	<b>67.4</b>
<b>Total equity and liabilities</b>		<b>3,493.4</b>	<b>3,454.4</b>

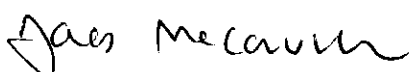
Where applicable, the accounting policies of the Company are the same as those of the Group on pages 12 to 15. The notes identified alphabetically on page 38 are an integral part of these separate financial statements. Where the same items appear in the Group financial statements, reference is made to the notes (identified numerically) on pages 12 to 32.

**Pearl Group Holdings (No. 1) Limited – Financial statements of the Company**

**Statement of financial position (continued)**  
as at 31 December 2013

	Notes	As at 31 December 2013 £m	As at 31 December 2012 £m
<b>Assets</b>			
<b>Non-current assets</b>			
Pension scheme asset		145.6	124.9
Pension reimbursement assets		95.4	95.0
Pension scheme	21	241.0	219.9
Investments in subsidiaries	A	-	-
Long-term loans and receivables	22	1,010.9	967.7
Deferred tax	17	-	4.6
<b>Total non-current assets</b>		<b>1,251.9</b>	<b>1,192.2</b>
<b>Current assets</b>			
Short-term loans and receivables	23	2,173.3	2,064.0
Amounts due from Phoenix Group entities	24	0.2	113.5
Prepayments and accrued income	25	52.1	49.7
Other receivables	20	-	30.3
Financial assets	26	2.9	4.1
Cash and cash equivalents	27	13.0	0.6
<b>Total current assets</b>		<b>2,241.5</b>	<b>2,262.2</b>
<b>Total assets</b>		<b>3,493.4</b>	<b>3,454.4</b>

On behalf of the Board



J McConville  
Director

18 June 2014

Where applicable, the accounting policies of the Company are the same as those of the Group on pages 12 to 15. The notes identified alphabetically on page 38 are an integral part of these separate financial statements. Where the same items appear in the Group financial statements, reference is made to the notes (identified numerically) on pages 12 to 32.

**Pearl Group Holdings (No. 1) Limited – Financial statements of the Company**

**Statement of cash flows**  
for the year ended 31 December 2013

	Notes	2013 £m	2012 £m
<b>Cash flows from operating activities</b>			
Cash generated/(absorbed) by operations	28	107.6	(24.6)
<b>Net cash flows from operating activities</b>		<u>107.6</u>	<u>(24.6)</u>
<b>Cash flows from investing activities</b>			
Repayment of borrowings by Phoenix Group entities		-	79.8
Collateral repaid		30.3	6.4
Sale/(purchase) of financial assets		1.2	(1.9)
Increase in loans to Phoenix Group entities		(70.1)	-
<b>Net cash flows from investing activities</b>		<u>(38.6)</u>	<u>84.3</u>
<b>Cash flows from financing activities</b>			
Interest paid on derivatives		(30.7)	(33.5)
Coupons paid on perpetual reset securities		(25.9)	(25.9)
<b>Net cash flows from financing activities</b>		<u>(56.6)</u>	<u>(59.4)</u>
<b>Net increase in cash and cash equivalents</b>		<u>12.4</u>	<u>0.3</u>
Cash and cash equivalents at the beginning of the year		<u>0.6</u>	<u>0.3</u>
<b>Cash and cash equivalents at the end of the year</b>	27	<u>13.0</u>	<u>0.6</u>
<u>Supplementary disclosures on cash flows from operating activities</u>			
Interest received		<u>39.3</u>	<u>145.0</u>

Where applicable, the accounting policies of the Company are the same as those of the Group on pages 12 to 15. The notes identified alphabetically on page 38 are an integral part of these separate financial statements. Where the same items appear in the Group financial statements, reference is made to the notes (identified numerically) on pages 12 to 32.

**Pearl Group Holdings (No. 1) Limited – Financial statements of the Company**

**Statement of changes in equity**  
for the year ended 31 December 2013

	Share capital (note 13) £m	Share premium (note 14) £m	Perpetual reset capital securities (note 15) £m	Retained earnings £m	Total £m
<b>At 1 January 2013</b>	34.7	1,574.1	496.5	1,281.7	3,387.0
Profit for the year	-	-	-	105.3	105.3
Other comprehensive loss	-	-	-	(9.5)	(136.0)
Total comprehensive income for the year	-	-	-	95.8	95.8
2013 coupon on perpetual reset capital securities	-	-	-	(25.9)	(25.9)
Tax relief on 2013 coupon	-	-	-	5.9	5.9
<b>At 31 December 2013</b>	<b>34.7</b>	<b>1,574.1</b>	<b>496.5</b>	<b>1,357.5</b>	<b>3,462.8</b>

	Share capital (note 13) £m	Share premium (note 14) £m	Perpetual reset capital securities (note 15) £m	Retained earnings Restated £m	Total Restated £m
<b>At 1 January 2012</b>	34.7	1,574.1	496.5	1,342.4	3,447.7
Profit for the year	-	-	-	115.5	115.5
Other comprehensive loss	-	-	-	(141.5)	(141.5)
Total comprehensive loss for the year	-	-	-	(26.0)	(26.0)
Dividend paid	-	-	-	(15.2)	(15.2)
2012 coupon on perpetual reset capital securities	-	-	-	(25.9)	(25.9)
Tax relief on 2012 coupon	-	-	-	6.4	6.4
<b>At 31 December 2012</b>	<b>34.7</b>	<b>1,574.1</b>	<b>496.5</b>	<b>1,281.7</b>	<b>3,387.0</b>

Included in retained earnings are reserves of £314.5m (2012: £160.0m) which are considered distributable.

Where applicable, the accounting policies of the Company are the same as those of the Group on pages 12 to 15. The notes identified alphabetically on page 38 are an integral part of these separate financial statements. Where the same items appear in the Group financial statements, reference is made to the notes (identified numerically) on pages 12 to 32.

**Notes to the financial statements**

**A. Investments in subsidiaries**

The Company owns the entire issued share capital of PGH1 (Jersey) Limited, a company incorporated and with its principal place of operation in Jersey, for consideration of £1. No impairment of the investment is required at 31 December 2013 (2012: £nil).