

IMPALA HOLDINGS LIMITED

Company Registration Number: 06306909

STRATEGIC REPORT, DIRECTORS' REPORT AND
FINANCIAL STATEMENTS
for the year ended 31 December 2024

IMPALA HOLDINGS LIMITED

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Strategic report

The Directors present the Strategic report of Impala Holdings Limited ('the Company') for the year ended 31 December 2024.

Principal activities

The principal activity of the Company is that of a financial services holding company. This will continue to be the principal activity for the foreseeable future.

Corporate activity**Result and dividends**

The results of the Company for the year are shown in the statement of comprehensive income on page 11. The profit before tax was £340.8m (2023: £581.4m). The decrease in the profit before tax for the year is mainly attributable to the decrease in the dividends received from subsidiaries of £419.0m (2023: £835.0m), partially offset by the increase in the reversal of impairment of investments in subsidiaries of £130.7m during the year (2023: impairment of investments in subsidiaries of £59.2m).

The Company paid a dividend in specie of £419.0m during 2024 (2023: £535.0m).

Position as at 31 December 2024

The net assets of the Company at 31 December 2024 were £6,049.4m (2023: £6,073.1m). The profit after taxation arising in the period of £395.3m (2023: £630.5m).

Principal risks and uncertainties

The Phoenix Group, of which the Company is a member, applies a consistent methodology for the identification, assessment, management and reporting of risk that includes a high-level framework for the management of key risks within each business unit.

The principal risks and uncertainties facing the Company are:

- interest rate risk, since the movement in interest rates will impact the value of interest payable by the Company;
- liquidity risk, as a result of normal business activities, specifically the risk arising from an inability to meet short-term cash flow requirements; and
- credit risk, arising from the default of the counterparty to a particular financial asset, with the carrying value of the asset representing the Company's maximum exposure to credit risk.

The Company'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 Company'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.

Directors' duties under section 172 of the Companies Act

Section 172 of the Companies Act 2006 (the 'Act') requires each Director of a company to act in the way they consider, in good faith, would most likely promote the success of the company for the benefit of its members as a whole. In doing so, each Director must have regard, amongst other matters, to the:

- likely consequences of any decisions in the long term;
- interests of the Company's employees;
- need to foster the Company's business relationships with suppliers, customers and others;
- impact of the Company's operations on the community and the environment;
- desirability of the Company maintaining a reputation for high standards of business conduct; and
- need to act fairly as between members of the Company.

During the year, the Directors of the Company have applied Section 172 of the Act in a manner consistent with the wider Group's purpose, values and strategic priorities. To support the fulfilment of the Directors' duties outlined above, each paper prepared for consideration by the Board contains an analysis of the potential impact of proposals to be considered by the Board in light of the factors contained in Section 172.

The Board recognises that the Company's stakeholders are integral to its success. During the year, the Board ensured that its considerations and decision making processes took into account their impact on its own stakeholders. The key stakeholder groups of the Company and its relationships with each are as follows:

- The Company's immediate parent, Phoenix Life Holdings Limited;
- The Company's ultimate parent, Phoenix Group Holdings plc;
- The Company's subsidiary entities, for whom it acts as an investment holding company; and
- Any employees engaged by the Company via service companies within the Phoenix Group.

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Key board decisions

This section contains examples of key decisions of the Board, their alignment to the Group's strategy, how the Board reached its decision (including consideration of matters set out in Section 172; the interests of stakeholders; related risks and opportunities; and challenges it faced) and the outcome of those considerations. The examples shown are provided to demonstrate how the Directors of the Company have carried out their duties under Section 172 of the Act.

Strategic priorities key



Optimise our in-force business
(Group only)



Grow organically and through M&A
(Group only)



Enhance our operating model and culture

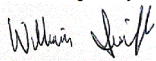
Example key Board decision	Subsidiary Letter of Support
Link to strategic priorities	How the Board reached its decision
	Consideration of section 172 matters During the year the Board received papers recommending the issuance of Letters of Support for three of its subsidiaries, Pearl Life Holdings Limited ("PeLHL"), Pearl Group Holdings (No.1) Limited ("PGH1L") and Phoenix Group Management Services Limited ("PGMSL"). When considering each recommendation the Board reviewed the likely long-term consequences of granting approval, noting that PeLHL acted as sponsoring employers to Group staff pension schemes, PGH1L's role as an investment holding company within the Group and PGMSL's role as the principal Group service company. As such, all played a key part within the wider Phoenix Group. On each occasion the Board assessed its ability to provide parental support to each subsidiary in the context of the Company's own ability to continue as a going concern, in doing so reviewing available liquid assets against current liabilities. The Board noted that any support provided to PeLHL, PGH1L and PGMSL would aid the audit process under the auditing standard for going concern, thereby contributing to the maintenance of high standards of business conduct for these Group entities.
Outcome	Following due consideration of the matters set out in section 172 on each occasion, the Board approved the provisions of and signing of Letters of Support to PeLHL, PGH1L and PGMSL.

Example key Board decision	Approval of the Annual Accounts for the year ended 31 December 2023 ("YE23 accounts")
Link to strategic priorities	How the Board reached its decision
	Consideration of section 172 matters As part of the year end accounts approval process, the Board considered whether the expectation that the Company would continue in operational existence for the foreseeable future was appropriate. Such consideration enabled the Board to reach a decision to approve the YE23 accounts, within which a going concern statement was included (relied upon by other assessing the business). The long term impact of the decision to approve the YE23 accounts therefore included the potential reliance of those reading the accounts on the going concern statement, which the Board considered to be relevant and accurate. As part of the same approval process, the Board also noted that the financial statements had been subject to external audit, the outcome of which could, again, be used by those assessing the business to determine whether the Company had maintained high standards of business conduct.
Outcome	Following due consideration of the matters set out in section 172, the Board approved the YE23 accounts.

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Example key Board decision	Distribution of dividends
Link to strategic priorities	How the Board reached its decision
	Consideration of section 172 matters During the year the Board received a paper setting out in detail the Company's realised and distributable profits, to enable it to assess the resources available for a distribution to the Company's immediate parent Phoenix Life Holdings Limited. On considering the proposal the Board paid due regard to the long-term impact of the decision, specifically in the context of the Company's balance sheet position both before and after any distribution. In doing so it was able to satisfy itself of the Company's ability to meet its future financial obligations as they fell due. The Board also considered its obligations under the Companies Act 2006. This included, inter alia, the requirement for Directors to be satisfied that the Company's profits available for distribution had not reduced since the date of the management accounts (upon which the decision was being made) and that the Company had not incurred losses which might reduce profits available for distribution. By ensuring that all legal obligations were met, the Board was able to ensure that the Company's reputation for high standards of business conduct was maintained, expected by all stakeholders.
Outcome	Following due consideration of the matters set out in section 172, the Board approved the distribution of a dividend to Phoenix Life Holdings Limited.

On behalf of the Board

DocuSigned by:

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W Swift
 Director
 24 September 2025

IMPALA HOLDINGS LIMITED

Directors' report

The Directors present their report and the financial statements of the Company for the year ended 31 December 2024.

The Company is incorporated in England and Wales as a private limited company. Its registration number is 06306909 and its Registered Office is 1 Wythall Green Way, Wythall, Birmingham, B47 6WG.

Going concern

The Strategic report and the Directors' report summarise the Company's activities, its financial performance and its financial position together with any factors likely to affect its future development. In addition, the Strategic report discusses the principal risks and uncertainties it faces. Note 20 to the financial statements summarises the Company's capital management and risk objectives and policies together with its financial risks.

The Directors have followed the UK Financial Reporting Council's 'Going Concern Basis of Accounting and Reporting on Solvency and Liquidity Risks' (issued April 2016) when performing their going concern assessment. As part of their comprehensive assessment of whether the Company is a going concern, the Directors have prepared cash flow forecasts for the Company for twelve months from the signing date to 30 September 2026.

Furthermore, the Company's subsidiaries, as listed in note 16, perform their own going concern assessment. In order to ensure those entities have adequate resources to continue in operational existence, the Company has agreed to provide a letter of support of £140.0m to Pearl Group Holdings (No. 1) Limited. The Company will provide the financial support from the date of authorisation of the financial statements to 30 September 2026.

As a result of this review, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for twelve months from the signing date to 30 September 2026. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

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:

K Dosanjh	Appointed 27 June 2024
R Thakrar	Resigned 30 June 2024
W Swift	

Secretary

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

Disclosure of indemnity

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

Disclosure of information to auditor

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 Company's auditor is 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 Company's auditor 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.

Statement on Business Relationships*Business relationships with customers*

Customer matters are key for the Company and play a significant part of the rationale for decision-making that takes place. Board papers require authors to consider and provide detail relating to the potential impact of proposals on customers, ensuring that the Board is able to pay due regard to such matters.

Business relationships with Partners/Suppliers

The Service Companies within the Group are the principal leads on maintaining relationships with suppliers with respect to their contractual obligations.

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Energy and carbon reporting

Energy and Carbon usage information is disclosed in the Group's annual report and accounts and accordingly the Company has not reported on this in these individual financial statements.

Corporate Governance

The Company's ultimate parent, Phoenix Group Holdings plc is listed on the UK's main market and accordingly complies with the UK Corporate Governance Code 2018 (the 'Code'). The Company does not apply the Code, nor any other code of governance, due to the limited nature of its activities, primarily as a holding company within Phoenix Group. In the event that the scope of the Company's activities changes, this position will be reviewed.

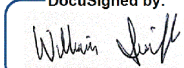
Auditor appointment

On 6 June 2024, Ernst & Young LLP resigned as auditors having reached the maximum period of service for an auditor of a Public Interest Entity under the mandatory auditor rotation requirements for another Company within the Group.

In accordance with section 485 of the Companies Act 2006, KPMG LLP were appointed auditors to the Company for the year ended 31 December 2024, following a Group-wide selection process carried out in accordance with section 485B of the Companies Act 2006. The appointment of KPMG LLP as auditor of the Company was approved by the Board.

In accordance with section 487 of the Companies Act 2006, KPMG 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

DocuSigned by:

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W Swift
Director
24 September 2025

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Statement of Directors' responsibilities

The Directors are responsible for preparing the Strategic report, the Directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK-adopted international accounting standards and applicable law.

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable, relevant and reliable;
- state whether they have been prepared in accordance with UK-adopted international accounting standards;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Independent Auditor's report to the members of Impala Holdings Limited

Opinion

We have audited the financial statements of Impala Holdings Limited ("the Company") for the year ended 31 December 2024 which comprise the Statement of Comprehensive Income, Statement of financial position, Statement of cash flows and Statement of changes in equity and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2024 and of its profit for the year then ended;
- have been properly prepared in accordance with UK-adopted international accounting standards; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the Company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Company or to cease its operations, and as they have concluded that the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

In our evaluation of the directors' conclusions, we considered the inherent risks to the Company's business model and analysed how those risks might affect the Company's financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified and concur with the directors' assessment that there is not a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for the going concern period.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the Company will continue in operation.

Fraud and breaches of laws and regulations – ability to detect

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- enquiring of those charged with governance, legal, risk and compliance and inspection of policy documentation as to the Company's high-level policies and procedures to prevent and detect fraud, including the Company's channel for "whistleblowing", as well as whether they have knowledge of any actual, suspected or alleged fraud;
- reading Board meeting minutes;
- using analytical procedures to identify any usual or unexpected relationships; and

We communicated identified fraud risks throughout the audit team and remained alert to any indications of fraud throughout the audit.

As required by auditing standards and taking into account our overall knowledge of the control environment, we perform procedures to address the risk of management override of controls, in particular the risk that management may be in a position to make inappropriate accounting entries. On this audit, we do not believe there is a fraud risk related to revenue because there is limited management judgement involved in the recognition of and measurement of revenue streams. We did not identify additional fraud risks.

We also performed procedures including:

- Identifying journal entries and other adjustments to test based on risk criteria and comparing the identified entries to supporting documentation. These included, but not limited to, journals posted in seldom used accounts, journals posted with unusual account pairings, and journals containing words determined to be high risk.
- Assessing whether the judgements made in making accounting estimates are indicative of a potential bias.

Identifying and responding to risks of material misstatement related to compliance with laws and regulations

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience, through discussion with the directors and other management (as required by auditing standards), and from inspection of the Company's regulatory and legal correspondence and have discussed with the directors and other management the policies and procedures regarding compliance with laws and regulations.

We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit.

The potential effect of these laws and regulations on the financial statements varies considerably.

Firstly, the Company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies' legislation), distributable profits legislation and taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

Secondly, the Company is subject to many other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation. We identified the following areas as those most likely to have such an effect: certain aspects of Company legislation recognizing the nature of the Company's activities.

Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquire of the directors and other management and inspection of regulatory and legal correspondence, if any. Therefore, if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

Context of the ability of the audit to detect fraud or breaches of law or regulation

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

Strategic report and directors' report

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006, we are required 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

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- we have not received all the information and explanations we require for our audit.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 7 the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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.



Achin Kukreja
(Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
 15 Canada Square
 LONDON
 E14 5GL
 25 September 2025

Statement of comprehensive income
for the year ended 31 December 2024

	Notes	2024 £m	2023 £m
Revenue			
Investment income	3	434.9	848.5
Total income		<u>434.9</u>	<u>848.5</u>
Expenses			
Reversal of / (impairment) of investments in subsidiaries	16	130.7	(59.2)
Total operating expenses		<u>130.7</u>	<u>(59.2)</u>
Profit before finance costs and tax		<u>565.6</u>	<u>789.3</u>
Finance costs	7	(224.8)	(207.9)
Profit for the year before tax		<u>340.8</u>	<u>581.4</u>
Tax credit	8	54.5	49.1
Total profit for the year attributable to owners		<u>395.3</u>	<u>630.5</u>
Other comprehensive income for the year		-	-
Total comprehensive income for the year		<u><u>395.3</u></u>	<u><u>630.5</u></u>

All results derive from continuing operations.

The notes on pages 15 to 29 are an integral part of these financial statements.

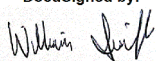
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Statement of financial position
as at 31 December 2024

	Notes	As at 31 December 2024 £m	As at 31 December 2023 £m
Equity attributable to owners			
Share capital	9	478.0	478.0
Share premium	10	1,600.0	1,600.0
Capital contribution	11	4,727.3	4,727.3
Accumulated losses		(755.9)	(732.2)
Total equity		6,049.4	6,073.1
Non-current liabilities			
Long term borrowings	12	3,955.2	3,729.0
Total non-current liabilities		3,955.2	3,729.0
Current liabilities			
Accruals	13	-	1.3
Current tax	14	1.9	1.9
Amounts due to Group entities	15	1.1	1.2
Other payables		-	0.1
Total current liabilities		3.0	4.5
Total liabilities		3,958.2	3,733.5
Total equity and liabilities		10,007.6	9,806.6
Non-current assets			
Investments in subsidiaries	16	9,570.8	9,440.1
Deferred tax assets	14	35.1	25.7
Total non-current assets		9,605.9	9,465.8
Current assets			
Loans and receivables	17	357.1	301.4
Amounts due from Group entities	18	44.6	39.4
Cash and cash equivalents		-	-
Total current assets		401.7	340.8
Total assets		10,007.6	9,806.6

The notes on pages 15 to 29 are an integral part of these financial statements.

On behalf of the Board

DocuSigned by:

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W Swift
Director
24 September 2025

Registration number: 06306909

IMPALA HOLDINGS LIMITED

Statement of cash flows

for the year ended 31 December 2024

	Note	2024 £m	2023 £m
Cash flows from operating activities			
Cash generated by operations	19	-	12.1
Net cash flows from operating activities		-	12.1
Cash flows from investing activities			
Loans advanced to Group companies		-	(30.3)
Repayments of loan by Group companies		-	18.2
Net cash flows used in investing activities		-	(12.1)
Net increase in cash and cash equivalents		-	-
Cash and cash equivalents at the beginning of the year		-	-
Cash and cash equivalents at the end of the year		-	-

The notes on pages 15 to 29 are an integral part of these financial statements.

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Statement of changes in equity
for the year ended 31 December 2024

	Share capital (note 9) £m	Share premium (note 10) £m	Capital contribution (note 11) £m	Accumulated losses £m	Total £m
At 1 January 2024	478.0	1,600.0	4,727.3	(732.2)	6,073.1
Total comprehensive income for the year	-	-	-	395.3	395.3
Dividend paid	-	-	-	(419.0)	(419.0)
At 31 December 2024	<u>478.0</u>	<u>1,600.0</u>	<u>4,727.3</u>	<u>(755.9)</u>	<u>6,049.4</u>

	Share capital (note 9) £m	Share premium (note 10) £m	Capital contribution (note 11) £m	Accumulated losses £m	Total £m
At 1 January 2023	478.0	1,600.0	959.8	(827.7)	2,210.1
Total comprehensive income for the year	-	-	-	630.5	630.5
Receipt of capital contribution	-	-	3,767.5	-	3,767.5
Dividend paid	-	-	-	(535.0)	(535.0)
At 31 December 2023	<u>478.0</u>	<u>1,600.0</u>	<u>4,727.3</u>	<u>(732.2)</u>	<u>6,073.1</u>

The capital contribution is considered a distributable reserve with no restrictions. Total distributable reserves are £263.1m (2023: £286.8m).

The notes on pages 15 to 29 are an integral part of these financial statements.

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Notes to the financial statements**1. Accounting policies****(a) Basis of preparation**

The financial statements for the year ended 31 December 2024 have been prepared on a historical cost basis except for those financial assets and financial liabilities that have been measured at fair value.

The Directors have followed the UK Financial Reporting Council's "Guidance on the Going Concern Basis of Accounting and Reporting on Solvency and Liquidity Risks" (issued April 2016) when performing their going concern assessment. The liquidity assessment considered the ability to meet liabilities as they fall due under a base case scenario.

Furthermore, the Company's subsidiaries, as listed in note 16, perform their own going concern assessment. In order to ensure those entities have adequate resources to continue in operational existence, the Company has agreed to provide a letter of support of £140.0m to Pearl Group Holdings (No. 1) Limited. The Company will provide the financial support from the date of authorisation of the financial statements to 30 September 2026.

As a result of this review, the Directors believe the Company has adequate resources to continue to meet liabilities as they fall due for the period up to 30 September 2026. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

The financial statements are separate financial statements and the exemption in section 400 of the Companies Act 2006 has been used not to present consolidated financial statements.

The Company's immediate parent is Phoenix Life Holdings Limited whose Registered Office is 1 Wythall Green Way, Wythall, Birmingham, B47 6WG. The results of the Company are consolidated into the accounts of the Company's ultimate parent, parent Phoenix Group Holdings plc ('PGHP'), a company incorporated in England and Wales. The registered address of PGHP is 20 Old Bailey, London, EC4M 7AN.

In preparation of these financial statements, the Company has considered the potential impacts of climate change on the financial statements, including on key assumptions and estimates used in the valuation of reported assets and liabilities, and concluded that there are no material implications at this time. Impacts of climate change will remain under review by the Company and the wider Phoenix Group.

Statement of compliance

The financial statements have been prepared in accordance with UK adopted international accounting standards and the requirements of the Companies Act 2006.

The 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 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 income statement unless required or permitted, as specifically disclosed in the accounting policies of the Company.

(b) Critical accounting estimates and judgements

The preparation of financial statements in conformity with IAS 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 Company's business that typically require such estimates is the impairment assessment for investments in subsidiaries.

Impairment of investments in subsidiaries

The Company conducts impairment reviews of investments in subsidiaries whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. Determining whether an asset is impaired requires an estimation of the recoverable amount, which requires the Company to estimate the value in use. The value in use is based on projections of future cash flows and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, an impairment loss may arise. The Company's policies in relation to impairment testing of investments in subsidiaries are detailed in accounting policy (e). Further details are included in note 16.

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How Climate risk affects our accounting judgments and estimates

In preparation of these financial statements, the Company has considered the impact of climate change across a number of areas, predominantly in respect of the valuation of financial assets. Many of the effects arising from climate change will be longer term in nature, with an inherent level of uncertainty, and have been assessed as having a limited effect on accounting judgments and estimates for the current period.

(c) Income tax

Income tax comprises current tax. Income tax is recognised in the income statement except to the extent that it relates to items recognised in the income statement or statement of changes in equity, in which case it is recognised in the respective statement.

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 financial position together with adjustments to tax payable in respect of previous years, except to the extent that it relates to items recognised in the statement of changes in equity, in which case it is recognised in that statement.

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) Borrowings

Interest-bearing borrowings are recognised initially at fair value less any attributable transaction costs. The difference between initial cost and the redemption value is amortised through the income statement over the period of the borrowing using the effective interest method.

(e) Investments in subsidiaries

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

The Company assesses at each reporting date whether an investment is impaired by assessing whether any indicators of impairment exist. If objective evidence of impairment exists, the Company calculates the amount of impairment as the difference between the recoverable amount of the subsidiary and its carrying value and recognises the amount as an expense in the income statement.

The recoverable amount is determined based on the cash flow projections of the underlying entities. The impact of any impairments recognised in respect of investments in subsidiaries is set out in note 16.

(f) Loans and receivables

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. Gains and losses are recognised in the income statement through the amortisation process.

The Company assesses at each period end whether a financial asset or group of financial assets held at amortised cost is impaired. The Company first assesses whether objective evidence of impairment exists for financial assets. If it is determined that no objective evidence of impairment exists for an individually assessed financial asset, the asset is included in a group of financial assets with similar credit risk characteristics and that group of financial assets is collectively assessed for impairment. Assets that are individually assessed for impairment and for which an impairment loss is or continues to be recognised are not included in the collective assessment of impairment.

(g) Financial assets***Classification of Financial assets***

Financial assets are measured at amortised cost where they have:

- contractual terms that give rise to cash flows on specified dates, that represent solely payments of principal and interest on the principal amount outstanding; and
- are held within a business model whose objective is achieved by holding to collect contractual cash flows.

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These financial assets are initially recognised at cost, being the fair value of the consideration paid for the acquisition of the financial asset. All transaction costs directly attributable to the acquisition are also included in the cost of the financial asset. Subsequent to initial recognition, these financial assets are carried at amortised cost, using the effective interest method.

There has been no change in the classification of collective investment schemes which continue to be designated at fair value through profit or loss and accordingly are stated in the statement of financial position at fair value.

Impairment of financial assets carried at amortised cost

The Company assesses the expected credit losses associated with its loans and receivables and other receivables carried at amortised cost. The impairment methodology depends upon whether there has been a significant increase in credit risk.

The Company measures loss allowances which have low credit risk using the 12-month Expected Credit Loss ('ECL'). Interest revenue is recognised on a gross basis. A simplified approach is used to determine the loss allowances for other receivables as these are always measured at an amount equal to lifetime ECLs. See note 20 for detail of how the Company assesses whether the credit risk of a financial asset has increased since initial recognition and when estimating ECLs.

The loss allowance reduces the carrying value of the financial asset and is reassessed at each reporting date. ECLs are recognised using a provision for doubtful debts account in profit and loss. For other receivables, the ECL rate is recalculated each reporting period taking into account which counter parties are included in the reporting period.

ECLs are derived from unbiased and probability-weighted estimates of expected loss, and are measured as follows:

- 12-month ECLs - Total expected credit losses that result from default events that are possible within 12 months after the reporting date.
- Lifetime ECLs - Expected credit losses that result from all possible default events over the expected life of the financial asset.

No significant changes to estimation techniques or assumptions were made during the reporting period.

(h) 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. Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management are deducted from cash and cash equivalents for the purpose of the statement of cash flows.

(i) Share capital and capital contributions

Ordinary share capital

The Company 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 changes in equity, net of tax.

Capital contributions

Capital contributions received by the Company and which contain no restrictions are recognised directly in the statement of changes in equity as a distributable reserve.

(j) Income recognition

Investment income comprises interest, dividends, and fair value gains and losses on financial assets.

Interest income is recognised in the income statement as it accrues using the effective interest method. Dividend income and interest income on perpetual subordinated loans and receivables are recognised in the income statement on the date the right to receive payments is established, which in the case of listed securities is the ex-dividend date.

(k) Finance costs

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

(l) Dividends

Final dividends on ordinary shares are recognised as a liability and deducted from equity when they are approved by the Company'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.

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(m) Events after the reporting period

The 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 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 financial statements are disclosed.

2. Financial information

The financial statements for the year ended 31 December 2024, set out on pages 11 to 29 were authorised by the Board of Directors for issue on 24 September 2025.

Adoption of new accounting pronouncements in 2024

In preparing the financial statements, the Company has adopted the following amendments to standards effective from 1 January 2024 and which have been endorsed by the UK Endorsement Board ('UKEB'):

- Supplier Finance Arrangements (Amendments to IAS 7 & IFRS 7);
- Lease Liability in a Sale and Leaseback (Amendments to IFRS 16);
- Classification of Liabilities as Current or Non-Current (Amendments to IAS 1); and
- Non-current Liabilities with Covenants (Amendments to IAS 1).

None of the above amendments to standards are considered to have a material effect on these financial statements. The Company has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

New accounting pronouncements not yet effective

The IASB has issued the following standards or amended standards and interpretations which apply from the dates shown. The Company has decided not to early adopt any of these standards, amendments or interpretations where this is permitted.

Lack of Exchangeability (Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates) (1 January 2025)

The amendments clarify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking, as well as require the disclosure of information that enables users of financial statements to understand the impact of a currency not being exchangeable. These amendments are not expected to have any impact on the Company.

Amendments to the Classification and Measurement of Financial Instruments – Amendments to IFRS 9 and IFRS 7 (1 January 2026)

The IASB issued targeted amendments to IFRS 9 and IFRS 7 to respond to recent questions arising in practice. These amendments:

- clarify the date of recognition and derecognition of some financial assets and liabilities, with a new exception for some financial liabilities settled through an electronic cash transfer system;
- clarify and add further guidance for assessing whether a financial asset meets the solely payments of principal and interest ('SPPI') criterion;
- add new disclosures for certain instruments with contractual terms that can change cash flows (such as some financial instruments with features linked to the achievement of environment, social and governance targets); and
- update the disclosures for equity instruments designated at fair value through other comprehensive income ('FVOCI').

The Company does not expect these amendments to have a material impact on its operations or financial statements.

Annual Improvements to IFRS Accounting Standards — Volume 11 (1 January 2026)

As part of the IASB's Annual Improvements process it has issued minor amendments to address potential areas of confusion within the following standards: IFRS 1 First-time Adoption of International Financial Reporting Standards - hedge accounting by a first-time adopter; IFRS 7 Financial Instruments: Disclosures - gain or loss on derecognition and clarifications within implementation guidance; IFRS 9 Financial Instruments - lessee derecognition of lease liabilities and transaction price; IFRS 10 Consolidated Financial Statements - determination of a 'de facto agent'; and IAS 7 Statement of Cash Flows - cost method.

The Company does not expect these amendments to have a material impact on its operations or financial statements.

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IFRS 18 Presentation and Disclosure in Financial Statements (1 January 2027)

The new standard will replace IAS 1 Presentation of financial statements, introducing new requirements that will help to achieve comparability of the financial performance of similar entities and provide more relevant information and transparency to users. Even though IFRS 18 will not impact the recognition or measurement of items in the financial statements, there are expected to be impacts on presentation and disclosure, particularly in relation to the statement of comprehensive income.

Income and expenses in the statement of comprehensive are required to be split into five new categories and in addition two new defined sub-totals are required in the statement of comprehensive income; operating profit and profit before financing and income taxes. From a cash flow statement perspective, the Company is required to use the operating profit sub-total as a starting point for the statement of cash flows when presenting operating cash flows under the indirect method.

New and enhanced guidance has also been introduced on the aggregation and disaggregation of information in the financial statements. When applying these updated requirements judgement may be required to ensure that the primary financial statements fulfil their new role of providing 'useful structured summaries' to give users more useful information.

The Company will apply the new standard from its mandatory effective date of 1 January 2027. Retrospective application is required, and so the comparative information for the financial year ending 31 December 2026 will be restated in accordance with IFRS 18, including a reconciliation for each line item in the statement of comprehensive income between the restated amounts applying IFRS 18 and the amounts previously presented applying IAS 1.

During 2024, the Group performed an initial assessment of the impacts of IFRS 18 and this assessment will be extended to all Group entities in 2025.

IFRS 19 Subsidiaries without Public Accountability (1 January 2027)

IFRS 19 allows for certain eligible subsidiaries of parent entities that report under IFRS Accounting Standards to apply reduced disclosure requirements. The Company does not currently expect this standard to have an impact on its operations or financial statements.

Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (Amendments to IFRS 10 and IAS 28) (Effective date deferred)

The amendments address the conflict between IFRS 10 and IAS 28 in dealing with the loss of control of a subsidiary that is sold or contributed to an associate or joint venture. These amendments are not expected to have any impact on the Company.

The following amendments to standards listed above have been endorsed for use in the UK by the UK Endorsement Board:

- Lack of Exchangeability (Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates); and
- Annual Improvements to IFRS Accounting Standards — Volume 11.

3. Investment income

	2024 £m	2023 £m
Dividends received	419.0	835.0
Interest income on loans and receivables	15.9	13.5
Investment income	<u>434.9</u>	<u>848.5</u>

Interest income on loans and receivables includes interest of £15.9m (2023: £13.5m) on loans to Group entities.

4. Employee information

The Company has no employees. Services are provided by Phoenix Group Management Services Limited, a subsidiary entity.

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5. Directors' remuneration

The Directors received the following for their qualifying services as Directors of the Company.

	2024 £	2023 £
Salaries and other short-term benefits	43,881	54,535
Remuneration (excluding pension contributions and awards under share option schemes and other long-term incentive schemes)	<u>43,881</u>	<u>54,535</u>
Share-based payments	<u>43,519</u>	<u>35,714</u>
Contributions to money purchase pension scheme	<u>2,191</u>	<u>1,585</u>
Highest paid Director's remuneration:		
Remuneration (excluding pension contributions and awards under share option schemes and other long-term incentive schemes)	<u>17,956</u>	<u>37,340</u>
Share-based payments	<u>5,455</u>	<u>30,264</u>
Contributions to money purchase pension schemes	<u>1,330</u>	<u>255</u>
Number of Directors who are members of a money purchase pension scheme	<u>2</u>	<u>2</u>
Number of Directors who exercised share options during the year	<u>2</u>	<u>2</u>

The Directors are employed by Phoenix Group Management Services Limited. The total compensation paid to the Directors of the Company relates to services to the Company, irrespective of which entity within the Phoenix Group has paid the compensation.

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

During the year to 31 December 2024, key management personnel and their close family members contributed £60,000 (2023: £39,000) to pensions and savings products sold by the Group. At 31 December 2024, the total value of their investments in Group pensions and savings products was £637,000 (2023: £236,000).

6. Auditor's remuneration

The remuneration of the auditor of the Company included in the financial statements was £0.1m (2023: £0.1m).

7. Finance costs

	2024 £m	2023 £m
Interest expense on borrowings at amortised cost	<u>224.8</u>	<u>207.9</u>

Interest expense on borrowings at amortised cost includes interest of 224.8m (2023: £207.9m) on loans from Group companies.

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8. Tax credit**Current tax credit**

	2024 £m	2023 £m
Current tax		
UK Corporation tax	(52.3)	(45.7)
Adjustment in respect of prior periods	7.2	10.9
Total current tax	<u>(45.1)</u>	<u>(34.8)</u>
Deferred tax		
Adjustment in respect of prior periods	(9.4)	(14.3)
Total deferred tax	<u>(9.4)</u>	<u>(14.3)</u>
Total tax credit	<u><u>(54.5)</u></u>	<u><u>(49.1)</u></u>

Reconciliation of tax credit

The tax assessed for the year is lower (2023: lower) than the standard rate of corporation tax in the UK of 25.00% (2023: 23.50%). The differences are explained below:

	2024 £m	2023 £m
Profit for the year before tax	<u>340.8</u>	<u>581.4</u>
Tax at blended standard UK rate of 25.0% (2023: 23.50%)	85.2	136.6
Non-deductible impairment	(32.7)	13.9
Adjustment in respect of prior periods	(2.2)	(3.4)
Non-taxable income	(104.8)	(196.2)
Total tax credit for the year	<u><u>(54.5)</u></u>	<u><u>(49.1)</u></u>

d) Pillar Two Tax

The Group is continuing to monitor developments in relation to the G20-OECD Inclusive Framework "Pillar Two" rules, as the Group is within the scope of the rules from 1 January 2024. Broadly, these rules seek to ensure that, on a jurisdiction-by-jurisdiction basis, large multinational enterprises pay a minimum tax rate of 15% on worldwide profits arising after 31 December 2023.

In May 2023, the scope of IAS 12 has been amended to clarify that the standard applies to income taxes arising from tax law enacted or substantively enacted to implement the Pillar Two model rules published by the OECD, including tax law that implements qualified domestic minimum top-up taxes described in those rules. The amendments introduce a temporary exception to the accounting requirements for deferred taxes in IAS 12, so that an entity would neither recognise nor disclose information about deferred tax assets and liabilities related to Pillar Two income taxes. The Company confirms that it has applied this exception during the period.

9. Share capital

	2024 £m	2023 £m
Issued and fully paid:		
40,000,200 (2023: 40,000,200) ordinary 'A' shares of £1 each	40.0	40.0
438,000,000 (2023: 438,000,000) ordinary 'B' shares of £1 each	438.0	438.0
2 (2023: 2) ordinary 'C' shares of £1 each	-	-
6 (2023: 6) ordinary 'D' shares of £1 each	-	-
	<u>478.0</u>	<u>478.0</u>

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

The holders of the A and B ordinary shares are entitled to:

- Receive dividends, at the discretion of the Directors out of the profits of the Company that are available for distribution and are resolved to be distributed; and
- One vote for every share of which they are the holder.

The holders of the C and D ordinary shares are entitled to:

- No right to receive dividends out of the profits of the Company and no right otherwise to share in the profits of the Company; and
- No right to vote.

On a distribution of the assets of the Company among its members on a winding up or other return of capital (other than a redemption or purchase by the Company of its own Shares) the A ordinary shares, the B ordinary shares, the C ordinary shares and the D ordinary shares shall rank pari passu and accordingly the holders of the A ordinary shares, the B ordinary shares, the C ordinary shares and the D ordinary shares shall come out of the remaining assets available for distribution to the holders of such shares be entitled to participate in such proportion of such surplus in proportion to the aggregate Issue Price of the A ordinary shares, the B ordinary shares, the C ordinary shares and D ordinary shares held by each of them as if they were all shares of the same class.

10. Share premium

	2024 £m	2023 £m
At 1 January and 31 December	<u>1,600.0</u>	<u>1,600.0</u>

11. Capital contribution

	2024 £m	2023 £m
At 1 January	4,727.3	959.8
Receipt of capital contribution	-	3,767.5
At 31 December	<u>4,727.3</u>	<u>4,727.3</u>

During the year ended 31 December 2023, materially all of the net assets of Standard Life Assurance Limited and Phoenix Life Assurance Limited, fellow group undertakings, were transferred to Phoenix Life Limited, a direct subsidiary of Pearl Life Holdings Limited ("PeLHL"), which is a direct subsidiary of the Company. As a result, the Company's investment in PeLHL increased by £3,767.5m (see note 16), and consequently the Company had a corresponding increase in its capital contribution reserve.

Capital contributions have been treated as a distributable reserve with no restrictions.

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12. Borrowings

	Carrying value		Fair value	
	2024 £m	2023 £m	2024 £m	2023 £m
Amounts owed to Group entities:				
(i) Pearl Group Holdings (No. 1) Limited	3,065.9	2,890.5	3,061.6	2,871.5
(ii) Pearl Life Holdings Limited	889.3	838.5	888.1	832.9
Total borrowings	<u>3,955.2</u>	<u>3,729.0</u>	<u>3,949.7</u>	<u>3,704.4</u>
Amounts due for settlement within 12 months	<u>-</u>	<u>-</u>		
Amounts due for settlement after 12 months	<u>3,955.2</u>	<u>3,729.0</u>		

The Company has received the following loans from certain of its subsidiaries:

- (i) The Company entered into a loan facility with Pearl Group Holdings (No. 1) Limited. The loan accrues interest of a compounded SONIA rate plus 0.78% and has a maturity date of 31 December 2026.

Interest of £175.4m (2023: £163.5m) was capitalised in the year.

- (ii) The Company entered into a loan facility with Pearl Life Holdings Limited. The loan accrues interest of a compounded SONIA rate plus 0.78% and has a maturity date of 31 December 2026.

Interest of £50.8m (2023: £43.1m) was capitalised in the year.

Determination of fair value and fair value hierarchy of long-term borrowings

Borrowings are categorised as Level 3 financial instruments. The fair value of borrowings 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 borrowings in 2024 or 2023.

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

13. Accruals and deferred income

	2024 £m	2023 £m
Accrued interest on borrowings	<u>-</u>	<u>1.3</u>

14. Tax assets and liabilities

	2024 £m	2023 £m
Current Tax		
Current tax payable	<u>1.9</u>	<u>1.9</u>
Group Relief		
Group relief payable	<u>37.7</u>	<u>32.5</u>
Deferred Tax		
The balances at 31 December comprise:		
Deferred tax assets	<u>35.1</u>	<u>25.7</u>

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Deferred tax assets comprise:

	2024 £m	2023 £m
Tax losses	<u>35.1</u>	<u>25.7</u>

Movement in deferred tax assets and liabilities:

Year ended 31 December 2024

	1 Jan	Recognised in the income statement £m	Recognised in other comprehensive income £m	31 Dec £m
Tax losses carried forward	<u>25.7</u>	<u>9.4</u>	<u>-</u>	<u>35.1</u>
	<u>25.7</u>	<u>9.4</u>	<u>-</u>	<u>35.1</u>

Year ended 31 December 2023

	1 Jan	Recognised in the income statement £m	Recognised in other comprehensive income £m	31 Dec £m
Tax losses carried forward	<u>11.4</u>	<u>14.3</u>	<u>-</u>	<u>25.7</u>
	<u>11.4</u>	<u>14.3</u>	<u>-</u>	<u>25.7</u>

An announcement was made in the UK Budget, March 2021 and enacted on 10 June 2021 to increase the rate of corporation tax to 25% from 1 April 2023. Accordingly, the relevant deferred tax balances have been measured taking the 25% rate into account.

The Deferred Tax Asset ('DTA') is recognised on the basis that the group is projected to have future taxable profits and therefore the expected future tax losses that give rise to the DTA can be utilised. Deferred tax assets are recognised only when projections indicate that it is more likely than not that timing differences will reverse, or losses will be relieved within the group.

	2024 £m	2023 £m
Deferred tax assets have not been recognised in respect of:		
Tax losses carried forward	<u>2.5</u>	<u>0.6</u>

15. Amounts due to Group entities

	2024 £m	2023 £m
Other borrowings owed to Group entities	<u>1.1</u>	<u>1.2</u>

Amounts owed to Group entities consists of £1.1m short-term intra-group borrowings (2023: £1.2m).

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16. Investments in subsidiaries

	2024 £m	2023 £m
Cost		
At 1 January	11,132.2	7,364.7
Capital contributions from ultimate parent (See note 11)	-	3,767.5
At 31 December	<u>11,132.2</u>	<u>11,132.2</u>
Impairment		
At 1 January	(1,692.1)	(1,632.9)
Reversal of / (impairment) of investment in subsidiaries	130.7	(59.2)
At 31 December	<u>(1,561.4)</u>	<u>(1,692.1)</u>
Carrying amount		
At 31 December	<u>9,570.8</u>	<u>9,440.1</u>

During the year ended 31 December 2023, materially all of the net assets of Standard Life Assurance Limited and Phoenix Life Assurance Limited, fellow group undertakings, were transferred to Phoenix Life Limited, a direct subsidiary of Pearl Life Holdings Limited ("PeLHL"), which is a direct subsidiary of the Company. As a result, the Company's investment in PeLHL increased by £3,767.5m. This transfer was made at nil consideration.

Where indicators of impairment have been identified the carrying value of the Company's investments in its subsidiaries has been tested for impairment at the period end. The recoverable amount of each subsidiary is based on its value in use. The value in use of the life insurance subsidiaries has been calculated based on dividend projections on a consistent basis to that set out in the Company's business plan approved by the Board. These dividend projections reflect the emergence of surplus from in-force business on a Solvency II basis, together with the impact of planned management actions in the next five years and any anticipated new business. The contribution to value in use of the non-life entities, which do not generate revenues external to the Company, was based on their Solvency II Own Funds as at the balance sheet date. The value in use calculation has used a discount rate of 9.2%, calculated using a risk adjusted weighted average cost of capital approach.

Following an assessment of the Company's investments in its subsidiaries, the reversal of impairments in PGH1L of £115.4m and PGMSL of £15.3m (2023: impairments in PGH1L of £39.8m and PGMSL of £19.4m) were recognised to align the carrying value of certain investments to their recoverable amount.

The subsidiaries of the Company at 31 December 2024 were as follows:

	Country of incorporation and principal place of operation	Class of shares held (wholly-owned unless otherwise indicated)
BA (FURBS) Limited *	UK	Ordinary shares of £1
Britannic Group Services Limited *	UK	Ordinary shares of £1
CH Management Limited ∞	USA	Ordinary shares of \$1
IH (Jersey) Limited ∂	Jersey	Ordinary shares of £1
Pearl Group Holdings (No. 1) Limited †	UK	Ordinary shares of £0.05
Pearl Group Secretariat Services Limited *	UK	Ordinary shares of £1
Pearl Life Holdings Limited *	UK	Ordinary shares of £1
Pearl RLG Limited *	UK	Ordinary shares of £1
Phoenix Customer Care Limited *	UK	Ordinary shares of £1
Standard Life Group Limited * ^	UK	Ordinary shares of £1
Phoenix Group Management Services Limited *	UK	Ordinary shares of £1

The Company also owns the following principal subsidiaries through the subsidiary companies listed above:

PA (GI) Limited *	UK	Ordinary shares of £0.01 and Deferred shares of £0.25
Phoenix ER1 Limited *	UK	Ordinary shares of £1
Phoenix ER3 Limited *	UK	Ordinary shares of £1
Phoenix ER4 Limited *	UK	Ordinary shares of £1
Phoenix ER5 Limited *	UK	Ordinary shares of £1
Phoenix ER6 Limited *	UK	Ordinary shares of £1
Phoenix Life Limited *	UK	Ordinary shares of £1
Phoenix SPV1 Limited *	UK	Ordinary shares of £1

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Phoenix SPV2 Limited *	UK	Ordinary shares of £1
Phoenix SPV3 Limited *	UK	Ordinary shares of £1
Phoenix SPV4 Limited *	UK	Ordinary shares of £1
Phoenix Unit Trust Managers Limited *	UK	Ordinary shares of £1
SunLife Limited *	UK	Ordinary shares of £1

The companies are principally engaged in the transaction of long-term insurance or related business. All holdings represent 100% of the normal issued share capital, unless stated otherwise.

* : The registered address of these companies is 1 Wythall Green Way, Wythall, Birmingham, B47 6WG.

∞ : The registered address of this company is 103 Foulk Road, Suite 202, Wilmington, DE 19803.

∂ : The registered address of this company is Vistra (Jersey) Limited, 4th Floor, St Pauls Gate, 22-24 New Street, St Helier, Jersey, Jersey, JE1 4TR.

† : The registered address of this company is 20 Old Bailey, London, EC4M 7AN.

^ : The company name was changed from Phoenix Group Capital Limited on 23 July 2023.

17. Loans and receivables

	Carrying value		Fair value	
	2024	2023	2024	2023
	£m	£m	£m	£m
Loans to Group entities at amortised cost:				
- Cash pooling facility	357.1	301.4	357.1	301.4
Amounts due within 12 months	357.1	301.4		
Amounts due after 12 months	-	-		

The Company has advanced the following loan:

On 13 September 2024, the Company along with certain fellow subsidiaries, entered into an uncommitted intra-group cash-pooling facility with Phoenix Group Holdings plc ('PGHP'), under which the Company will either borrow funds from, or lend funds to, PGHP. All amounts due under the facility attract interest at SONIA and are repayable on demand. The amounts owed to the Company by PGHP at the commencement of the facility were included within it.

The Company received repayments of £0.1m and made payments of £39.9m during 2024. Interest of £15.9m was capitalised during the year.

The loan is not considered to be past due or impaired.

Determination of fair value and fair value hierarchy of loans to Group entities

Loans and receivables are categorised as Level 3 financial instruments. The fair value of loans to 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 Group entities in 2024 or 2023.

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

18. Amounts due from Group entities

	2024	2023
	£m	£m
Amounts due from Group entities	44.6	39.4

Amounts due from Group entities consists of £6.9m short-term intra-group borrowings (2023: £6.9m) and group relief receivables of £37.7m (2023: £32.5m).

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19. Cash flows from operating activities

	2024 £m	2023 £m
Profit for the year before tax	340.8	581.4
Adjustments to reconcile profit for the year to net cash inflow from operating activities in respect of:		
Dividends received	(419.0)	(835.0)
Impairments of investment in subsidiaries	-	59.2
Reversal of impairments of investment in subsidiaries	(130.7)	-
Investment income	(55.7)	(13.5)
Interest expenses on borrowings	224.8	207.9
Changes in operating assets and liabilities	39.8	12.1
Cash generated by operations	<u>-</u>	<u>12.1</u>

20. Capital and risk management

The Company's capital comprises share capital and all reserves. At 31 December 2024, total capital was £6,049.4m (2023: £6,073.1m). The movement in capital in the year comprises the receipt of a capital contribution of £nil (2023: £3,767.5m), the payment of a dividend in specie of £419.0m (2023: £535.0m) and the profit after taxation arising in the period of £395.3m (2023: £630.5m).

The Company's capital is monitored by the Directors and managed on an on-going basis via a monthly review process to ensure that it remains positive at all times.

The principal risks and uncertainties facing the Company are:

- **Interest rate risk**

The movement in interest rates will impact the value of interest payable and receivable by the Company.

An increase of 1% in interest rates, with all other variables held constant, would result in a decrease in profit after tax in respect of a full financial year and in equity of £29.7m (2023: £28.0m). A decrease of 1% in interest rates, with all other variables held constant, would result in an increase in profit after tax in respect of a full financial year and in equity of £29.7m (2023: £28.0m).

- **Liquidity risk**

Exposure to liquidity risk arises as a result of normal business activities, specifically the risk arising from an inability to meet short-term cash flow requirements. The following table provides a maturity analysis showing the remaining contractual maturities of the Company's undiscounted financial liabilities and associated interest.

		1 year or less or on demand £m	1-5 years £m	Greater than 5 years £m	Total £m
2024	Borrowings	-	4,428.2	-	4,428.2
	Current liabilities	3.0	-	-	3.0
2023	Borrowings	-	4,223.4	-	4,223.4
	Current liabilities	4.5	-	-	4.5

- **Credit risk**

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. These obligations can relate to both recognised and unrecognised assets and liabilities.

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Credit risk management practices

The Company's current credit risk grading framework comprises the following categories:

Category	Description	Basis for recognising an expected credit loss ('ECL')
Performing	The counterparty has a low risk of default and does not have any past-due amounts	12m ECL
Doubtful	There has been a significant increase in credit risk since initial recognition	Lifetime ECL – not credit impaired
In default	There is evidence indicating the asset is credit-impaired	Lifetime ECL – credit impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Phoenix Group has no realistic prospect of recovery	Amount is written off

The table below details the credit quality of the Company's financial assets, as well as the Company's maximum exposure to credit risk by credit risk rating grades:

2024	Note	External credit rating	Internal credit rating	12m or lifetime ECL?	Gross carrying amount £m	Loss allowance £m	Net carrying amount £m
Loans and receivables	17	A+	Performing	12m ECL	357.1	-	357.1
Amounts owed by Group entities	18	N/A	Performing	12m ECL	44.6	-	44.6
2023	Note	External credit rating	Internal credit rating	12m or lifetime ECL?	Gross carrying amount £m	Loss allowance £m	Net carrying amount £m
Loans and receivables	17	A+	Performing	12m ECL	301.4	-	301.4
Amounts owed by Group entities	18	N/A	Performing	12m ECL	39.4	-	39.4

The Company considers reasonable and supportable information that is relevant and available without undue cost or effort to assess whether there has been a significant increase in risk since initial recognition. This includes quantitative and qualitative information and also, forward-looking analysis.

Financial assets – the Company's financial assets are held in open-ended investment companies have investment grade ratings. The Company considers that its financial assets have a low credit risk based on the credit ratings, and there being no history of default.

Amounts owed by Group entities – the Company is exposed to credit risk relating to amounts owed by Group entities, which is considered low risk. The Company assesses whether there has been a significant increase in credit risk since initial recognition by assessing whether there has been any historic defaults, by reviewing the going concern assessment of the borrower, the long term stability of the Phoenix Group and the ability of the parent company to prevent a default by providing a capital or cash injection.

The Company writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Company's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

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

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21. Related party transactions

The Company enters into transactions with related parties in its normal course of business.

In the year ended 31 December 2024, the Company incurred interest expenses on loans from its subsidiaries of £224.8m (2023: £207.9m).

Amounts due to related parties

	2024 £m	2023 £m
Loans due to subsidiaries	3,955.2	3,729.0
Other amounts due to subsidiaries	<u>1.1</u>	<u>1.2</u>

Amounts due from related parties

	2024 £m	2023 £m
Loans due from ultimate parent	357.1	301.4
Other amounts due from fellow subsidiaries	<u>44.6</u>	<u>39.4</u>

Key management compensation

The total compensation payable to employees classified as key management, which comprises the Directors, is disclosed in note 5.

Parent and ultimate parent entity

Information on the Company's parent and ultimate parent is given in note 23.

22. Events after the reporting date

There were no subsequent events which require adjustment and / or disclosure in these financial statements.

23. Other information

The Company is a private company limited by shares. Its principal place of business is the United Kingdom. The Company's immediate parent is Phoenix Life Holdings Limited and its ultimate parent is Phoenix Group Holdings plc ('PGHP'), a company incorporated in the United Kingdom. A copy of the financial statements of PGHP can be obtained from the Company Secretary, The Phoenix Group, 20 Old Bailey, London, EC4M 7AN or www.thephoenixgroup.com.